

CONFLICT OF INTEREST POLICY

1. INTRODUCTION

- 1.1. Protasco Berhad and its group of companies (“the Company”) is committed to maintaining ethical standards and to act in accordance with standards of governance. Proper identification and management of conflicts of interest ensures that business decisions are made in the best interests of the Company and the Company is protected from any consequent damage to its activities and reputation.

2. SCOPE AND APPLICATION

- 2.1. The Conflict of Interest Policy (“the Policy”) applies to all Directors of Protasco Berhad and Key Senior Management in the Company.

3. OBJECTIVE

- 3.1. The primary objective of this policy is to establish and maintain a framework consisting of well-defined process and procedures for identifying, disclosing, and effectively managing conflicts of interest within the Company. This policy is to address situations in which individuals might have conflicting interests that could jeopardize their judgment or decision-making, and to ensure that all decisions and actions are made in the best interest of the company.

4. ABBREVIATIONS

Abbreviation for document

COI	Conflict of Interest
P&P	Policies and Procedures

Abbreviation for job title and entity

BOD	Board of Directors
ED	Executive Director
CEO	Chief Executive Officer
GMD	Group Managing Director
MD	Managing Director
CFO	Chief Financial Officer

5. DOCUMENT REFERRED

5.1. This Policy shall be read together with the following:

- a) Directors Code of Conduct
- b) Directors Fit and Proper Policy
- c) Related Party Transactions Policy and Procedures
- d) Anti-Bribery and Anti – Corruption Policy

6. DEFINITION

- 6.1. Personnel – Refers to the Protasco Berhad's Directors and Key Senior Management of the Company
- 6.2. Directors – Directors of Protasco Berhad
- 6.3. Board – Board of Directors of Protasco Berhad
- 6.4. Key Senior Management - Bursa Listing Requirement defines Key Senior Management as a person, who in the opinion of the Company, is the key senior management of the Company, and must include a person who is primarily responsible for the business operations of the Protasco Berhad's core business and its principal subsidiaries. e.g. ED & CFO
- 6.5. Family Member - Refers to both biological or non-biological relationships and includes but not limited to your spouse(s), children (including stepchildren and adopted children), parents, siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, and cousins, as well as any other persons who are members of your household
- 6.6. Associate - includes, but not limited to, friends or any other persons whom you have a connection, partnership or affiliation.
- 6.7. COI Committee – A Committee, consists of Company Secretary and Head of Corporate Assurance, who is responsible in compiling the COI declaration.

7. CONFLICT OF INTEREST DEFINITION

- 7.1. COI may involve a Personnel's own interests or those of connected persons, including family members, associates, or individual associated with any business of

which the Personnel may hold any direct or indirect interest. This involvement could potentially compromise their judgement, objectivity or ability to act in the best interest of the Company.

7.2. For the purpose of this P&P, the Company defines COI broadly as:

- a) Actual COI (the personnel faces a real, existing conflict)
- b) Potential COI (the personnel is in or could be in a situation that may result in a conflict, but this has not fully materialised)

7.3. All types of COI above are a potential risk to the Company. Therefore, all actual or potential conflicts that may arise, as a result of a business or personal relationship, should be declared.

7.4. Where there exist COI, the affected Personnel should refrain from participating in the decision-making process on behalf of the Company.

7.5. Situations in which COI might arise, among others, include:

- a) where there is actual or potential, direct personal gain or indirect gain to family members/ associate.
- b) where there is actual or potential financial/ non-financial gain which may be seen to influence action or decision-making.

8. DISCLOSURE REQUIREMENT AND PROCEDURES

8.1. All Directors and Key Senior Management are required to make an annual declaration of COI or potential COI via the COI Declaration Form. Any changes subsequent to the annual declaration must be informed to the COI Committee.

8.2. COI Declaration Form will be kept by Company Secretary for record. The Directors and Key Senior Management shall keep a copy of the form for his/ her own record and future reference.

9. REVIEW AND EVALUATION

9.1. **Key Senior Management** – Upon receiving COI disclosure form from the Key Senior Management, the COI committee will compile and engage in consultation with the GMD, whom will assess whether COI exists for appropriate action.

9.2. In situations involving COI, the following actions shall be taken regarding the

involvement of the conflicted Key Senior Management in business decision making process:

- a) Proceed without restriction if COI is deemed insignificant;
- b) Conflicted Key Senior Management may attend in the business decision making meeting where COI is involved but shall not participate in the decision making process. They are required to provide Non-Disclosure Agreement;
- c) Abstain from any decision making process or shall be excused from any part of discussion if the conflict is deemed significant; or
- d) any other actions at the discretion of the GMD

The COI committee will compile the necessary COI information and submit to Audit Committee for review before tabling to the Board for endorsement.

9.3. **Directors** - Upon receiving COI disclosure forms from the Conflicted Director, the COI committee shall compile the information and submit to Audit Committee for review before the BOD meeting.

9.4. The BOD in the BOD meeting may take one or a combination of the following actions:

- a) The Conflicted Director will not be provided with any Board papers or information related to the COI matter;
- b) Allow the Conflicted Director to be present to form the quorum of meeting and maintain the receipt of Board papers or other information in relation to the COI matter. This is contingent upon the Conflicted Director signing a Non-Disclosure Agreement (NDA) unless otherwise determined by the BOD.
- c) Conflicted Director shall be abstained from any part of the Board discussion and/or Board Committee Meeting for the duration during the matter's discussion;
- d) Conflicted Director shall not vote on the COI matter; or
- e) any other action(s) that is deemed necessary at the discretion of the Board.

10. **POLICY ENDORSEMENT AND REVIEW**

10.1. This Policy has been adopted by the Board and shall be subject to review and revision from time to time as and when the need arises.

11. ENQUIRIES

11.1. For any enquiries, please contact the COI committee.

END OF DOCUMENT