

## CONFLICTS-OF-INTEREST POLICY

### 1.0 Introduction

- 1.1 The Board of Directors (**Board or Directors**) of IGB Berhad (**IGB**) is responsible for determining the business strategies and approving the general policies of IGB and its subsidiaries (**collectively, the Group Companies**), as well as providing oversight for their internal control framework. In the fulfilment of these responsibilities, the Board has approved this Conflicts-of-Interest (**COI**) Policy.
- 1.2 This COI Policy defines the procedures and processes that must be followed in order to prevent and where applicable, manage actual or potential COI (including interest in any competing business) involving Key Persons<sup>1</sup> in their relationships with the Group Companies, as well as any COI situations that could potentially arise with customers, suppliers, or other stakeholders. This COI Policy also serves as a guide to the Audit Committee (**AC**) in discharging its role which is to provide oversight over the COI within the Group Companies, including circumstances which, arising from such interest, could entail the entry by IGB into related party transaction (**RPT**)<sup>2</sup>.
- 1.3 This COI Policy is to be read in conjunction with all the relevant policies within IGB, procedural documents, and other external guidelines, but not limited to the Companies Act 2016, the Bursa Malaysia Securities Berhad's (Bursa Securities) Main Market Listing Requirements (**MMLR**), the Constitution, the Board Charter, the Directors' Code of Business Conduct and Ethics, the AC's Terms of Reference, the RPT/recurrent RPT (**RRPT**)<sup>3</sup> Framework, the Group Anti-Bribery and Corruption Policy and the Group Whistleblowing Policies and Procedures, which would give rise to other forms of COI.

### 2.0 Scope

- 2.1 This COI Policy applies to all Key Persons of IGB.
- 2.2 Key Persons should be mindful of, and seek to avoid any activity or situation of actual or apparent COI with the Group Companies, whether the activity or situation involves the Key Person directly or a Related Party<sup>4</sup> or an Affiliated Person<sup>5</sup>. Key Persons must not use their positions in the Group Companies or misuse information gained in the course of their duties, obligations, and responsibilities for personal gain or to the detriment of the Group Companies.

Even when a Key Person believes that his/her actions would not be influenced, the Key Person must take steps to guard against even the appearance of a conflict. In resolving conflicts, Key Persons must subordinate their personal interests to those of the Group Companies.

- 2.3 All Key Persons must conduct themselves according to the language and spirit of the COI Policy.

### 3.0 Guiding Principles

- 3.1 A COI is whenever a Key Person has personal, professional, financial (direct or indirect) or other similar types of interests which could have the potential to compromise or bias his/her professional judgement and objectivity as a Key Person.

A COI may be direct when it is the Key Person him/herself who has the conflict or indirect when it involves a Related Party or an Affiliated Person (for example, as a shareholder; this does not apply to securities held in public listed companies which have a business relationship with the Group Companies, unless such holdings are considered to be material and the interests are likely to impair the objectivity of the Key Person concerned). It also includes a conflict between a Key Person's duty to the Group Companies and another duty that the Key Person has to another corporation (for example, directorships in common).

- 3.2 COI may take many forms. Examples of situations (non-exhaustive) where a COI could arise are as follows:
  - (a) where a Key Person is interested in a contract or proposed contract with the Group Companies;
  - (b) where a Key Person holds another office or possesses any property where duties or interests are created which may conflict with his/her duties and interests as a Key Person;
  - (c) where a Key Person uses the Group Companies' property, information, or position for personal benefits or private gain;
  - (d) where a Key Person engages or conducts business that competes with the Group Companies; and
  - (e) where a Key Person takes advantage of any business opportunity<sup>6</sup> which may be given to the Group Companies.
- 3.3 It is not possible to list every situation that may result in a COI. This COI Policy spells out the most common situations that create a COI or the appearance of one to help Key Persons make informed decisions. Key Persons must avoid any type of conflict and identify those situations that create – or appear to create – a conflict between their personal benefit and the interests of the Group Companies and disclose those situations in accordance with the section below regarding Disclosure of COI.

### 4.0 Disclosure of COI

- 4.1 It is the responsibility of the Key Persons to disclose and declare the nature and extent of any COI by completing the [Conflicts-of-Interest Declaration Form](#) (Appendix I) accompanying this COI Policy:

- (a) before the starting date of his/her appointment as Key Person;
  - (b) any change in the nature and extent of the Key Person's interest subsequent to the disclosure; and
  - (c) at any point in time when a real, apparent or potential COI situation arises.
- 4.2 For the purposes of IGB's compliance with annual report disclosure requirements under the MMLR, all Key Persons shall complete the [Conflicts-of-Interest Declaration Statement](#) (Appendix II) accompanying this COI Policy, in an annual basis, by confirming any COI that he/she has with the Group Companies.

## 5.0 Prevention and Management of COI

The general principles that shall apply when faced with a real, apparent, potential or perceived COI are as follows:

- (a) Duty to be transparent and openly and candidly make a COI disclosure.
- (b) Duty to abstain from being involved in any discussions or decision-making related to the conflicted matter or transaction.
- (c) Duty to abstain from accessing proprietary or confidential information related to the conflicted matter or transaction.
- (d) Duty to cooperate in resolving COI.

## 6.0 Identification by the Board, Board Committees (BC) or Group Chief Executive officer (GCEO)

- 6.1 In reviewing and considering any transaction or arrangement that could involve a COI within the framework of this COI Policy, the Board or BCs or GCEO, as is appropriate to the circumstances as outlined below, shall act impartially, responsibly, and professionally.
- 6.2 The declaration procedures and steps in dealing with COI situations:

### Directors and GCEO

- (a) The Chairman of the Board/BC to remind all Directors and the GCEO at every meeting of the Board/BC i.e., before commencement of the agenda items to make declaration/disclosure should there be any COI based on matters tabled at the Board/BC meetings; if outside meeting times, such disclosures to be made via [Conflicts-of-Interest Declaration Form](#) to the Group Company Secretary (GCS) for onward submission to the Board for review, discussion, and decision.
- (b) The interested Director/GCEO shall abstain from participating in the review, discussion, and decision on COI transaction(s).
- (c) In deciding what approach to take, the Board/BC will consider:
  - (i) whether the transaction or contract does, in fact, constitute COI or RPT or RRPT;
  - (ii) whether the conflict needs to be avoided;
  - (iii) alternative options to avoid the conflict;
  - (iv) the objects and resources of the Group Companies; and
  - (v) the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the Group Companies.
- (d) The GCS shall record every COI made by the interested Director or GCEO in the meeting minutes of the Board/BC at which the declaration was made or, of the declaration made outside meeting times, in the Register of Interests (ROI), detailing the nature and extent of the COI, steps taken to address it, and result of the discussion and decision.
- (e) For the avoidance of doubt, any contemplated significant transaction of actual or potential COI involving Directors or GCEO where the materiality of the transaction to IGB and the percentage ratio pursuant to Chapter 10 of the MMLR requiring announcement to be released to Bursa Securities and/or the approval or mandate of shareholders (SHs) at general meeting, must subject to a formal review by the AC whether to recommend the COI transaction to the Board to approve, or its recommendation to the SHs for approval at the general meeting. The AC may engage professional or third-party opinion on the COI transaction as required.

### Key Persons other than Directors and GCEO

- (a) All Key Persons who are not Directors and GCEO must disclose and declare their interest via [Conflicts-of-Interest Declaration Form](#) in any contemplated transaction or contract of any actual or potential COI and GCS shall submit the matter to the GCEO for review and decision; if necessary, the GCEO may consult and seek guidance from the Board/AC to determine the best course of action.
- (b) Using the similar approach as the Board/BC to review COI set forth above, and after exercising due diligence, the COI disclosure, evaluation, action, and result of the decision made by the GCEO will be recorded in the ROI.

Even after compliance with this COI Policy and a grant of an exception as to the permissibility of a COI, the Interested Key Person should recuse him/herself from consideration of and not participate in, advise about, or seek to influence the transaction involving a person, company, or other entity with respect to which he/she has a COI. Specifically, the interested Key Person who has been granted an exception, where him/her also acting as a member of the Tender Committee of IGB, must abstain him/herself from all review, discussion and decision for such interested transaction or contract. Additional appropriate steps may include not providing the interested Key Person with any information regarding the subject matter of the actual or potential COI.

## 7.0 Oversight, Assessment and Compliance

7.1 AC is responsible for:

- (a) establishing a system for identifying, disclosing, and managing COI across the Group Companies;
- (b) reviewing at least once every quarter during the AC meeting, all COI recorded in the ROI on the actions taken to manage or address the conflicts and, decide on a case-by-case basis whether such actions were sufficient, or implement the appropriate conflict prevention measures;
- (c) monitoring compliance with this COI Policy; and
- (d) reviewing this COI Policy from time to time to ensure it remains relevant and aligned with the prevailing laws and regulatory requirements. Any amendment to the COI Policy must be approved by the Board.

7.2 The ROI (including COI declarations as well as other related documents such as documentation reflecting the mitigating actions taken) must be maintained by GCS.

7.3 The ROI shall be made available for inspection by auditors or other regulatory authorities upon request.

## 8.0 Proprietary and Confidential Information

Key Persons must maintain the confidentiality of proprietary, confidential, and competitively sensitive information made available to them by the Group Companies or their suppliers, customers, distributors, vendors, or partners, except where disclosure is approved by IGB or legally mandated or if such information is already in public domain. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Group Companies or their suppliers, customers, distributors, vendors, or partners, if disclosed. It also includes information that suppliers, customers, vendors, or partners have entrusted to the Group Companies. The obligation to preserve proprietary, confidential, and competitively sensitive information continues even after employment or service on the Board ends.

## 9.0 Reporting violations

Key Persons should promptly communicate any suspected violations of the COI Policy to the Chairman of AC. Suspected violations will be investigated by the AC. Appropriate action will be taken on the merit of each case.

This Policy has been approved by the Board on 7 July 2023.

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<sup>1</sup>**Key Persons** refer to a Director, GCEO, key senior management, and Legal Representative<sup>7</sup> of IGB, as defined under the MMLR.

<sup>2</sup>**RPT** means a transaction entered into by the Group Companies which involve the interest (direct or indirect) of a Related Party, as defined under the MMLR.

<sup>3</sup>**RRPT** means RPT which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of the Group Companies, as defined under the MMLR.

<sup>4</sup>**Related Party** means a Director, GCEO, major SHs of IGB and persons connected with any of the aforesaid persons, as defined under the MMLR.

<sup>5</sup>**Affiliated Person** in relation to a Key Person, includes a Family Member<sup>8</sup> and any corporation/organisation/entity of which the Key Person is a director, an officer, a partner, an employee, a shareholder or the beneficial owner of any class of securities (with the exception of holdings in public-listed companies, unless the Key Person has substantial holdings of 5% or more).

<sup>6</sup>**Business opportunity** is an opportunity (i) which is in the line of business or proposed expansion or diversification of the Group Companies; (ii) which the Group Companies are financially able to undertake; and (iii) which may be of interests to the Group Companies.

<sup>7</sup>**Legal Representative** refers to a person with sole powers to represent, exercise right, or enter into binding obligations, on behalf of IGB, as defined under MMLR.

<sup>8</sup>**Family Member** in relation to a Key Person, means the spouse, parent, child (including adopted/stepchild) and spouse, sibling and spouse, as defined under the MMLR.