



PLS PLANTATIONS BHD

Registration No. 198701001365 (160032-K)

CODE OF CONDUCT AND ETHICS

1.0 OBJECTIVES

The objectives of the Code of Conduct and Ethics (“Code”) are:

- To set the tone and standards for ethical conducts in PLS Plantations Bhd and its subsidiaries and associates (“Group”) in accordance with the provision of the Malaysian Code on Corporate Governance;
- To provide guidance to stakeholders on the ethical behaviours to be expected from the Board of Directors (“Board”), management and employees of the Group; and
- To act as the reference point for management in making their day-to-day decisions.

2.0 BOARD’S RESPONSIBILITIES

The Board shall define the Code of Conduct and Ethics of the Group and ensure the objectives of the Code are met by:

- i. Committing and ensuring the implementation of appropriate internal systems to support the corruption preventive framework and anti-bribery guidelines, and to promote and strengthen the awareness and compliance with this Code;
- ii. Ensuring implementation of whistleblowing reporting channel to facilitate communication and feedbacks from stakeholders; and
- iii. Integrating this Code into the Group’s decision, practices and procedures; and
- iv. Measuring and monitoring management performance against the principles of this Code.

3.0 MANAGEMENT’S RESPONSIBILITIES

The management should ensure this Code is published in the Corporate’s website; make the Code readily available to all staff members and business partners and to

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communicate the Code with these parties periodically in order to reinforce its importance and relevance. Annually, the management shall also conduct a refresher briefing to all staff on this Code.

In making operational and business decisions, the management is responsible to the Board for observing the principles of this Code. The management must ensure that their action consistent with the spirit of this Code and promote good ethical standard through their interactions with all stakeholders of the Group.

4.0 EMPLOYEES' RESPONSIBILITIES

All employees in the Group are required to familiarize with this Code; adhere to its provisions; and report any suspected violations provided in this Code. No individuals of the Group shall provide advice or assistance to other stakeholders to attempt to violate provisions of this Code.

It shall be noted that non-compliance of this Code may not only entails disciplinary sanctions, but also criminal charges.

5.0 PRINCIPLES

5.1 CONFLICTS OF INTEREST

Conflict of interest is a situation in which an individual or organization is involved in multiple interests and where serving one of the interests could involve working against the others' interests.

Where an actual or potential conflict of interest arises, or may arise, the affected individual shall immediately disclose his/her interest to immediate supervisor the nature and extent of such conflict of interest. Thereafter, the individual shall not take part in deciding with respect of any transaction, contract or proposed contract or arrangement in which he/she is interested, directly or indirectly.

When an individual has concealed or has unreasonably failed to disclose his/her conflict of interest, the Board or management may other than disciplinary action, recover the losses from the individual.

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5.2 ABUSE OF POWER

The Group does not tolerate abuse of power. Abuse of power is illegal or coercive use of power by imposing the will of a superior over a subordinate,

through the exercising of the power conferred by the position of the superior for gaining benefits or particular objective that is usually in violation of laws, rules and regulations.

5.3 CORRUPTION

All individuals of the Group should never solicit gifts or favours in connection with their official duties. Any Gifts that are offered should not be accepted if this would create or give rise to the appearance of impropriety or bias that would damage the reputation of the Group.

No individual shall use improper means or provide gift, bribe and/or benefit to influence other stakeholders in order to obtain and retain business or secure an unfair advantage in any business transaction.

5.4 INSIDER TRADING

By nature of our work, Board or management staff may have access to information that is price sensitive. Accordingly, no Board Members, officers and staff shall enter into any transaction in the securities while they are in possession of non-public information about the Company or recommend others to purchase the securities of the Company on the basis of insider information.

When price sensitive information is withheld, the Board and management must closely monitor the market activities of the securities of the Company. However, the Board and management shall immediately announce the price sensitive information withheld to Bursa Securities when:

- (a) unusual market activity in the Company's securities which signifies that a "leak" of the information may have occurred;

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- (b) rumours or reports concerning the information have appeared; or
- (c) where the Board and management learn that there are signs that insider trading may be taking place.

5.5 MONEY LAUNDERING

Money laundering is the process of hiding the true nature or source of illegally obtained funds and passing it surreptitiously through legitimate business channels by means of bank deposits, investments, or transfers from one place or person to another. These may include, but not limited to:

- Attempts to make payment in large and unusual amount of cash;
- Payments made by or to third parties who are not parties to the contract; and
- Payments made in currencies differ from invoices.

The Group shall implement effective “know-your-client” process to identify suspicious money laundering activities when dealing with its clients in its course of business.

6.0 REPORTING OF VIOLATIONS

Stakeholder who knows of or suspects a violation of this Code is encouraged to report the incident to info@plsplantations.my in accordance with the Group’s Whistleblowing Policy which is available on the Group’s website.