

FGV GROUP'S CODE OF ETHICS AND CONDUCT FOR DIRECTORS



INTRODUCTION

This Code of Ethics and Conduct ("COEC") for Directors is to provide the fundamental guiding principles and standards applicable to the Directors where such principles and standards are founded on high standards of professional and ethical practices. The Directors acknowledge that they must exercise judgment in applying the principles embodied in the Code to any particular situation. This Code is not intended to be exhaustive. It should be read in conjunction with the existing framework of all relevant laws and regulations as well as the directives and policies of the FGV Group including any relevant best practices/standards in corporate governance and provisions of the constitutions of companies within the FGV Group.

PRINCIPLES OF FGV GROUP'S COEC FOR DIRECTORS

FGV Group's COEC is applicable to all Directors (Executive and Non-Executive) of FGV Group, including Alternate Directors. The COEC further applies to all businesses and countries in which FGV Group operates.

1. PRINCIPLES

The principles of this COEC are drawn and derived from international standards of corporate governance best practices and best practices in Malaysia, where relevant in translating the commitment to adhere to the highest standards of ethics:

1.1 Duty to act in the public interest and best interest of FGV Group

Directors have a statutory duty to act in the public interest and to ensure the maintenance of fair, orderly and transparent market. Directors also have a duty to act in good faith having regards to the best interests of the FGV Group and its shareholders and stakeholders.

1.2 Integrity

Directors shall discharge and perform their duties to FGV Group, its shareholders and stakeholders by honestly observing high standards of ethical behaviour and abiding by all laws, rules and regulations.

1.3 Accountability

Directors shall exercise independent oversight and make decisions solely on merits.

1.4 Sustainability

Directors shall take into account sustainability considerations in setting the strategic direction of FGV Group.

2. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Every director in exercising and/or discharging his/her powers or duties shall comply with all applicable laws, rules and regulations including the constitutions of the FGV Group and guidance and directives issued by the authorities.

3. CONFLICT OF INTEREST

3.1 Directors should avoid conflicts of interest so far as possible.

3.2 Directors are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with the Company or its subsidiaries, and if so, required by the relevant Board/Board Committees, to recuse themselves from any deliberation and decision relating thereto.

4. DECLARATION IN ASSET/PERSONAL INTEREST DECLARATION

Directors shall comply to the requirement on Assets/Personal Interest Declaration (APID) declaration as per APID Policy.

5. ANTI-BRIBERY AND CORRUPTION

5.1 To observe high standards of business, professional and ethical conduct, the Directors (whether acting in their own capacity or on the Group's behalf) are committed to refrain themselves from offering, soliciting, giving or receiving any gifts, donations, sponsorship, and any other form of benefits (in kind, cash, advantages, travels, entertainments and/or favour and etc) from persons or entities who deal with the FGV Group where the gift would reasonably be expected to influence the performance of the Director's duties in any aspect.

5.2 When dealing with gifts, donations, sponsorship, and any other form of benefits, a Director shall uphold the highest integrity and ensure compliance with the relevant laws in respect of anti-corruption and bribery.

6. COMPANY ASSETS

6.1 Every Director has a duty to safeguard the Company's assets, including its physical premises, equipment and facilities as well as the records and information/data (both physical and electronic means).

6.2 Company's Assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

7. CONFIDENTIALITY

7.1 Directors may come into possession or access to confidential, sensitive and non-public information ("**Inside Information**") in the course of their directorship with FGV Group. Directors must treat all such information in strictest of confidence, not disclose such information to any unauthorised persons and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required.

7.2 The obligation to preserve FGV Group's Inside Information is ongoing even after an individual ceases to be a Director of FGV Group.

8. INSIDER TRADING

- 8.1 Directors who possess Inside Information shall not:
- 8.1.1 deal in securities; or
 - 8.1.2 communicate such information to any unauthorised persons, for the benefit of himself or any other persons.
- 8.2 Directors can further refer to FGV Group's Corporate Disclosure Policy on the process flow in disseminating information to FGV Malaysia and the authorised parties that are allowed to make announcement containing financial information. FGV Group's Corporate Disclosure Policy strictly prohibits Directors to make announcements or disclose material non-public information that could affect the trading of FGV securities.

9. FAIR DEALING AND ANTI-COMPETITION

In the interests of preserving reputation and integrity of FGV Group, a Director shall act impartially, honestly and responsibly in dealing with stakeholders where he/she shall not:

- 9.1 compete or aid/ assist other competitors to compete with the FGV Group; and
- 9.2 take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any unfair dealing practice.

10. PARTICIPATION IN POLITICAL ACTIVITIES

Directors must not be an Active Political Person i.e. Members of Parliament, State Assemblyman, Supreme Council Members of a political party or member who holds a position at divisional level in a political party.

Directors must not use their position with FGV Group to make any contribution or incur any expenditure using FGV Group's resources to benefit any political campaign, party, or politician in any country.

FGV Group's facilities, equipment and resources must also not be used for any political campaigns or party functions without approval from FGV Board of Directors.

11. REPORTING OF VIOLATIONS

Failure to observe this COEC, which is also a non-compliance to the FGV's Constitution, may result in disciplinary action, up to including termination of directorship. Violation of this COEC may also constitute violations of the law and may result in civil or criminal penalties.

Directors shall communicate any suspected violations of COEC (hereinafter refer to "Report") promptly to the Chairman of FGV Board of Directors. Suspected violations shall be investigated by or at the direction of FGV Board of Directors or FGV Audit Committee, and appropriate action shall be taken in the event that a violation is confirmed. Alternatively, instances of actual or suspected violation of this COEC can be reported through any of the FGV's Whistleblowing channel.

12. COMPLIANCE WITH THE CODE

In the event of any violation of this Code by any Director, the FGV Board shall determine appropriate actions to be taken after considering all relevant information and circumstances.

In respect of the Government Appointed Directors (GAD), the FGV SID shall inform the special shareholder on the Board's decision involving the affected GAD.

13. WAIVER

Waivers of a provision of this COEC can only be made by FGV Board and shall be granted only in very exceptional circumstances. FGV shall disclose any such waiver and the reasons for it, in accordance with legal and regulatory requirements. A director who becomes aware of a circumstance that may require a waiver shall promptly bring the circumstance to the attention of the Company Secretary.

14. REFERENCES

This Code shall be adhered to in conjunction, where necessary, with the following policies and any other rules, regulations, requirements and guidelines issued within the FGV Group:

- a) FGV Group Anti-Bribery Management System (ABMS)
- b) FGV Group Whistleblowing Policy
- c) FGV Group Referral Policy
- d) FGV Group Asset/Personal Interest Declaration Policy (APID)
- e) FGV Group External Gift, Entertainment and Hospitality Policy (GEH)
- f) FGV Group Conflict of Interest Policy
- g) FGV Group Sponsorships & Donations Policy
- h) FGV Group Code of Business Practice for Directors
- i) FGV Group Corporate Integrity Pledge