



**CODE OF CONDUCT AND  
BUSINESS ETHICS  
(GUIDE)**

By resolution dated 2 May 2017, the Board of Directors of EAGLESTAR MARINE HOLDINGS (L) PTE. LTD. officially adopted the MISC Code of Conduct and Business Ethics ("the CoBE") as the Company's own.

The CoBE which is being implemented to the MISC Group Worldwide, is an effort by MISC to revise and combine its employees' Code of Conduct and Discipline and the MISC Guidelines for Business Conduct for it to be in tandem with the advent of local and international legislation coupled with a higher international transparency standards. The CoBE further inculcates the observation of the Company's Shared Values i.e. Loyalty, Professionalism, Integrity and Cohesiveness, amongst its employees.

For the purpose of its implementation in Eaglestar the CoBE will herein be referred to as the Eaglestar Code of Conduct and Business Ethics.

The Eaglestar Code of Conduct and Business Ethics Guide is an illustration to further explain the provisions of the Code as applied in all the countries in which Eaglestar conducts operations. It does not describe all applicable laws or Eaglestar policies, or give full details on any particular law or policy. It does not constitute legal advice. It does not constitute or create a contract of employment. Eaglestar reserves the right to modify, revise, cancel or waive any policy, procedure or condition without notice and without revision of the Code. Moreover, the provisions of the Code may be modified by Eaglestar to adapt them to local laws and conditions.

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# WHAT IS THIS GUIDE ABOUT?

This guide provides a brief and easy-to understand introduction to the Eaglestar Code of Conduct and Business Ethics (the “Code” or “CoBE”). It is not a substitute for reading and complying with the Code and other policies of the Eaglestar group relevant to you in the performance of your duties. You are responsible for reading, understanding and complying with the Code, other group policies and procedures, and other applicable laws and regulations. Make sure you know the rules that apply to you. Every employee is expected to seek guidance when needed.

The Code, together with country supplements that adapt it to local conditions in particular jurisdictions, can be found online at our e-portal.

Certain other guidelines and policies of the Eaglestar group can be obtained online on the Eaglestar or the respective companies’ websites, on the Eaglestar employee Intranet or from Corporate Human Resource & Communication, Eaglestar Marine Holdings (L) Pte. Ltd.

The standards set out in the Code, as adapted in some cases to local conditions through country supplements, are intended to apply in all countries in which the Eaglestar group conducts business. All employees are subject to the laws and regulations of the country where they work. Please be sure to contact your supervisor or one of the other parties listed at the back of this guide if you are unclear about which laws and regulations apply to your activities, and how they interact with the Code and other policies of the group.

## HOW DO YOU USE THE CODE?

The Code does not address every possible workplace situation or list all of the Eaglestar group's policies. Common sense and attention to the group's core values and its commitment to legal and ethical behaviour should guide everything we do, whether or not a situation is addressed specifically in the Code.

To use the Code, you should:

- Read through the entire Code. This guide is a useful introduction, but there are details set out in the Code that are not covered here.
- Consider how the Code applies to you, and how it would apply to situations you have come across in the past or may encounter in the future.
- Consider the questions and answers in this guide and use them as a starting point for exploring other questions you might have about the Code.
- Don't assume that management knows about or accepts behaviour that is inconsistent with the Code. Be alert and ask questions. Bring your uncertainties to your supervisor or one of the other contacts listed in the back of the Code. A key goal of the Code is to keep you out of legal and ethical trouble, and informing yourself about the laws and policies relevant to your work is a critical step in achieving that goal.

# OUR RESPONSIBILITIES AS MEMBERS OF THE EAGLESTAR TEAM

All Eaglestar group employees are responsible for upholding the highest standards when acting on Eaglestar's behalf. Eaglestar has a particular interest in taking actions that reflect well on the company and are in the public interest. Eaglestar expects all members of the Eaglestar team worldwide to act with integrity in everything they do.

Beyond just conducting yourself with integrity, you have a responsibility to help protect the group from legal and ethical hazards, including misconduct by other members of the Eaglestar team. The group will benefit most if you help identify legal and ethical risks before they become actual problems. If you believe that another employee has violated, or may be about to violate, the Code, any other Eaglestar policy or procedure, or the requirements of applicable law relevant to work, you have a duty to report that belief to Eaglestar. In principle, employees should feel comfortable discussing any matter with their supervisors, but in some cases that might not be practical or appropriate. In those cases, you should contact others, including:

- Your local Legal Department representative;
- Your Head of Department;
- Your local Corporate Human Resource & Communication (CHR&C) Department representative;
- Corporate Human Resource & Communication Division Eaglestar Marine Holdings (L) Pte. Ltd. ("CHR&C"); or
- Legal, Corporate Secretarial & Compliance Division (LCSC) of MISC Berhad

The Eaglestar group has established a Whistleblowing Policy designed to bring potential compliance and ethical risks to management attention in a way that provides concerned employees with a defined method for reporting concerns and enhanced protection against retaliation for reports made in good faith and without malicious intent. Local laws may affect the whistleblowing procedures. For example, in some countries, it may be that the whistleblowing procedures may only be used to report serious concerns involving senior management. A copy of the Whistleblowing Policy, along with the forms to be used in making a whistleblowing report, is available from your HR.

# EAGLESTAR VALUES AND CULTURE

Adherence to the principles of discipline, good conduct, professionalism, loyalty, integrity and cohesiveness is critical to the success and wellbeing of the Eaglestar group. In this regard, Eaglestar is committed to the highest standards of integrity, openness and accountability in the conduct of the group's business and operations. Our General Business Principles reflect this commitment.

All Eaglestar employees have the duty to act with good faith, fidelity, diligence and integrity. More particularly, Eaglestar expects that you will:

- Strive toward a high level of professionalism
- Give your undivided loyalty and devotion to Eaglestar at all times and on all occasions
- Serve with honesty and integrity, courtesy and goodwill
- Display group cohesiveness based on oneness of purpose together with a caring attitude toward the individual
- Uphold your duty of care for the interests and reputation of Eaglestar
- Display a high sense of discipline, cooperativeness and diligence in carrying out your duties
- Act consistently to maintain Eaglestar's confidence and trust in you
- Promote creativity and new approaches in the course of carrying out your work
- Comply with applicable law and regulations as well as Eaglestar policies and procedures

You should never feel that Eaglestar expects you to violate a law or policy. It is contrary to the Eaglestar approach for you to feel encouraged or pressured to do so, even if a violation would improve results or help achieve a key performance indicator. If you are being asked to do something that you think is wrong or inappropriate, or that you would be afraid or ashamed to see appear in tomorrow's newspaper, you should take steps to address the situation by speaking directly with your supervisor or someone else within the organisation who can provide you with appropriate guidance.

The following pages of this guide explain how Eaglestar's values and culture find practical expression in the Code.

## QUESTIONS AND ANSWERS

- We use a contractor for some Eaglestar work. I heard from one of the contractor's competitors that the contractor is violating some local legal requirements. I have the impression that the relevant requirements are not enforced, and that the contractor is probably saving us some money if it is violating the requirements. Should I care?

**RESPONSE:** *Yes, you should. Eaglestar expects contractors and other parties acting on Eaglestar's behalf to respect the law, and generally to adhere to the principles set out in the Code. In some cases, Eaglestar's could be held liable for misconduct by its contractors, but setting that aside, Eaglestar expects the people who perform work for the group to act with propriety and integrity. You should report the rumor to your supervisor or to another relevant point of contact within the group.*

- One of our consultants tells me that we should ignore a legal requirement in a country in which we do business because that requirement is never enforced. Can I rely upon his advice?

**RESPONSE:** *No. Eaglestar's policy is to comply with applicable law in the jurisdiction in which the group operates. You should consult with your local Legal Department representative or other personnel responsible for compliance matters for guidance.*

# CONFLICTS OF INTEREST

A conflict of interest generally arises when you are in a position to take advantage of your role at Eaglestar for your personal benefit, including the benefit of your family/household and friends, by placing your personal, social, financial or political interests before the interests of Eaglestar. You are generally expected to avoid conflicts of interest, and situations that have the potential to generate conflicts of interest. Even the appearance of a conflict of interest can be damaging to you or Eaglestar. In particular, the use of Eaglestar office position, confidential information, assets or other resources for personal gain, or for the advantage of others with whom you are related or associated, is prohibited.

In some limited situations, a conflict of interest that has been fully disclosed to Eaglestar may be tolerated. Any potential conflict of interest should be cleared with HR. A failure to disclose fully the nature and scope of a conflict of interest may result in disciplinary action against you. When in doubt, you should disclose and consult.

What are some common examples of conflicts of interest?

- Having a financial interest in a supplier, competitor or customer where you are involved in Eaglestar decisions relating to, or of relevance, to them.
- Having a financial interest in a transaction in which you know Eaglestar is involved or plans to be involved.
- Giving a third party confidential Eaglestar information in order to give them an advantage in dealing with Eaglestar.
- Transacting for your own account with Eaglestar clients, suppliers, contractors or vendors on terms other than those freely available to the general public.
- Receiving fees, commissions or other items of value from a supplier, competitor or customer (other than in very limited circumstances).
- Using your influence to advance the careers of your relatives within the organization.

A conflict of interest situation can arise out of your interests and dealings, or out of the interests and dealings of your family members, associates or anyone else in whom you have an interest.

It is not possible to spell out all the situations in which a conflict of interest may arise. You need to be aware of the general principles and to conduct yourself accordingly.

## QUESTIONS AND ANSWERS

- My first cousin is a director and part owner of a small paper company that supplies paper to Eaglestar. Should I report that?

**RESPONSE:** *Yes. It may be that the relationship will be cleared, but you should report situations in which you become aware that your family members have interests in companies that do business with Eaglestar.*

- One of my close personal friends has just been appointed senior manager at a company that is one of our customers. I am in charge of the contract negotiations with that company. This will be great, since it means that negotiations with that company will be a lot easier. Is there some issue with this, though, under the Code?

**RESPONSE:** *The Code does not provide every example of where a conflict of interest could arise. It is important to focus on the key principle: is there some relationship or activity that could undermine your objectivity and your duties of loyalty to Eaglestar? Or that could appear to be doing so? Here, with a close personal friend on the other side, there is a risk that objectivity could be compromised. You should report the situation to HR. It may be that there are simple ways to address the situation.*

- I would like to help my niece get a job at Eaglestar. Is that a problem?

**RESPONSE:** *You may direct your niece to the appropriate hiring office at Eaglestar, and you may (and should) let HR know that the applicant is your niece. You should not, however, get involved in deliberations concerning whether she should be hired and you should avoid a situation in which she comes to be under your authority, in the absence of any express approval from HR.*

- I have no way of knowing what business deals my uncles and cousins may be entering into, and whether they are going to have ownership interests with a privately held entity that does business with Eaglestar. Am I in trouble?



**RESPONSE:** *Eaglestar expects its employees to inform themselves of situations in which a conflict of interest arises because of the business dealings of their close relatives. If you become aware of such situations, you should report them promptly.*

• I really like the people at a particular contractor. They do good work and are easy to deal with, and hiring them benefits Eaglestar. To help them along, I propose to give them some hints concerning how they can present their bid so that they have the inside track. Of course, I am not taking any payments from them for this, and I know that Eaglestar will benefit from having them aboard. OK, right - no need to clear anything?

**RESPONSE:** *No. You may not give undue advantage to an outside party in its dealings with Eaglestar without approval from Eaglestar. It does not matter that you will not benefit personally. It also does not matter if, on balance, Eaglestar is not harmed. Eaglestar policies and procedures with regard to procurement must be followed in order to maintain the integrity and transparency of the Eaglestar procurement programme.*

• I have been asked to serve on the board of directors of a company outside Eaglestar. I know of no business between the company and Eaglestar. I can accept the position, right?

**RESPONSE:** *Before you accept any position as a board member outside of Eaglestar you should always obtain written approval from HR. Such a position may raise a conflict of interest or a legal issue, even if no director's remuneration is paid.*

# FIGHTING CORRUPT AND UNETHICAL PRACTICES

## SOLICITATION, BRIBERY AND CORRUPTION

Eaglestar is fully committed to fighting corrupt and unethical practices in the course of conducting its business. As a result, the Code prohibits Eaglestar employees from directly or indirectly soliciting, accepting or offering bribes to or from government officials or private individuals, even if it means lost business opportunities.

Contractors, sub-contractors, consultants, agents, representatives and others acting for or on behalf of Eaglestar are expected to comply strictly with Eaglestar's policies prohibiting improper solicitation, bribery and corruption.

Even the appearance of conduct constituting corrupt activity may be very damaging to the Eaglestar group and must be avoided.

In this regard, the Code sets out guidance concerning the giving and acceptance of gifts and entertainment.

## GIFTS AND ENTERTAINMENT

You must comply with Eaglestar's policies relating to gifts and entertainment that are applicable to your jurisdiction.

All gifts or entertainment received by you or members of your family from Eaglestar contractors, sub-contractors, suppliers, consultants, bankers, dealers or customers, whether actual or potential, regardless of value, must be reported to Eaglestar in accordance with applicable Eaglestar policy and procedures on the receipt of gifts and entertainment applicable to your jurisdiction. You may be directed to turn a gift over to Eaglestar, donate it to charity or return it. As a general matter, the situations in which you will be permitted to accept and retain a gift are extremely limited. You are not permitted to solicit gifts or personal favours from Eaglestar's contractors, sub-contractors, suppliers, consultants, bankers, dealers or customers or other parties having business dealings with Eaglestar, whether actual or potential.

You should never accept gifts or entertainment in exchange for the exercise or non-exercise of your authority or otherwise to Eaglestar's detriment. If you have questions about gifts or entertainment offered to you, please consult your Head of Department for guidance.

If you are authorised under Eaglestar policy to provide gifts or entertainment, you may only provide gifts or entertainment that have a legitimate business purpose, and only in accordance with Eaglestar policies and procedures on gifts and entertainment that are applicable to your jurisdiction. You have an obligation to inform yourself of the relevant policies and procedures. You shall not, in any case, provide gifts or entertainment that are illegal, unduly dangerous or indecent, sexually oriented or inconsistent with Eaglestar's commitment to mutual respect or for the purpose of improperly influencing someone to act in Eaglestar's interest. No gifts of cash may be given and you should not pay for entertainment or a gift personally in order to avoid having to seek pre-approval.

The Code provides additional guidance for any gifts or entertainment to be provided to public officials. Generally, even if you are generally authorised to provide gifts and entertainment, you may not offer gifts or hospitality, including travel related expenses, to government officials and their family members without the specific permission of Eaglestar. You may not pay for non-business related travel and hospitality for any government official or his or her family. Other than as approved by Eaglestar, you may not offer or provide gifts or anything else of value to any person if you know or suspect that a government official or his or her family will be the indirect beneficiary or recipient. Under no circumstances may gifts or hospitality be offered to a public official as an inducement or reward for taking, or refraining from taking, any act in relation to Eaglestar's affairs of business. Again, you have the responsibility to inform yourself of the Eaglestar policies and practices on gifts and entertainment applicable to you.

## MONEY LAUNDERING

Eaglestar strongly opposes money laundering and other activities that involve dealing in the proceeds of criminal activities. You may not knowingly deal with criminals or the proceeds of crime. You must report to your Head of Department of suspicious

transactions or suspected incidents of money laundering or bribery. The Code provides further guidance with regard to how to deal with and combat possible money laundering situations.

Generally, however, two clear warning signals of possible issues are:

- Irregularities in the way payments are arranged and effected
- Customers who appear to lack integrity in their dealings or who are linked to shady operations

## QUESTIONS AND ANSWERS

### SOLICITATION, BRIBERY AND CORRUPTION

- We are bidding on a major public contract in a foreign country. We have been led to believe that our bid will be accepted if we engage for our local transportation services a company that is owned by the brother of the head of the ministry in charge of reviewing our bid. May we engage that company?

**RESPONSE:** *Sometimes countries impose conditions concerning the use of local contractors to solicitations for bids. This is sometimes acceptable and appropriate, but in a situation where a close family member of a government official would appear to be directly benefiting, and the success of our bid turns on our agreement to benefit that family member, the arrangement has marks of a corrupt arrangement that would be contrary to Eaglestar's policies. Consult with your Head of Department. If the transportation company were state-owned, there generally would be no issue, assuming there were no signs of bribery or corruption.*

- The son of a vendor of services to Eaglestar owns a car dealership. Upon learning that I am looking to purchase a new car, the vendor offers to have his son provide me with a significant discount on a new car. I would not be able to find nearly as good a price at any other dealership. May I accept the offer?

**RESPONSE:** *No. This is an improper personal benefit prohibited by the Code. Accepting the discount could give rise to the appearance of commercial bribery, and would also run contrary to the Eaglestar conflicts of interest policies.*

- A consultant has offered to "make some problems go away" in a foreign licensing proceeding if we pay him four million Euro for consultancy services. There are rumors that the consultant has paid bribes in the past. We would really like to overcome the licensing problems. Can we hire the consultant?

**RESPONSE:** *You should consult your Head of Department with a view to confirming that the consultant's contacts and methods are aligned with Eaglestar's policies and applicable law. There are "red flags" here that strongly suggest this engagement may need to be avoided. Consultancy services can be legitimate and valuable, but a vague description of services, the offer of a "fix" and the rumors are all warning signals that corrupt practices may be involved. Consultants, agents and other third parties should never be engaged for the purpose of indirectly effecting bribes or otherwise circumventing applicable laws or Eaglestar's policies and procedures.*

- A petty bureaucrat in a foreign country is holding up the release of some equipment that we need in our operations. He says that if we pay him a special processing fee in cash he will issue a permit to release the equipment. The amount of the fee is trivial compared to the value of the equipment to our operations. May we pay the fee?

**RESPONSE:** *No. Eaglestar's policy is that bribes are prohibited. The request for the facilitation payment should be reported to your Head of Department. If the fee were imposed by the foreign country as a governmental charge, that would be different, but care should be taken to pay governmental fees through correct channels and to ensure that they are properly documented (e.g. with official receipts).*

### GIFTS AND ENTERTAINMENT

- Knowing that I love football, a contractor with whom I do business has offered me four tickets to see the World Cup finals. Each ticket has a face value of US\$250, but they are selling online for over US\$1,500. May I accept the tickets, or at least purchase them at face value?

**RESPONSE:** *You should consult the rules on gift and entertainment in effect for your jurisdiction and, if there are questions, contact your Head of Department for guidance, but in all likelihood the answer will be negative, particularly if the supplier is*

*not attending with you and other colleagues. You will not be permitted to purchase the tickets at face value for your personal use (or resale) because their market price significantly exceeds their face value (an off-market transaction).*

• A customer has presented me with a very expensive gift. In his home country, it is considered extremely impolite to reject a gift and doing so might irreparably harm our business relationship. What should I do?

**RESPONSE:** *Consult your Head of Department and take instruction. In some circumstances it may be possible to accept it as company property, rather than as a personal gift, and then display in a place where it could be enjoyed by everyone. The gift should be returned with regrets if it was offered on condition of (or with the obvious expectation of) some concession or favour (i.e. as a bribe). It should not have been accepted if it is a gift of cash or cash equivalents.*

• I went out to dinner with a contractor who is interested in bidding on an Eaglestar project. The event was purely social, we did not discuss the project. When I came home, I found an envelope with \$2,000 in cash in my jacket pocket. I have no idea how it got there. Now what do I do?

**RESPONSE:** *Contact the LCSC Division of MISC Berhad immediately. Although there may be some legitimate explanation for the appearance of the cash, it seems very possible that it was an attempted bribe or an effort to compromise you. You should follow the LCSC's instructions.*

• The head of the purchasing department at one of our major customers has asked whether we could arrange a golf outing for some members of his team and some of our personnel. Can we accommodate him?

**RESPONSE:** *Normal business entertainment for the purpose of building good interpersonal relationships is generally unobjectionable, but it needs to be appropriately authorised and care needs to be taken to avoid leaving the impression that the entertainment is in exchange for some improper favour or advantage. You should check HR's policies and procedures governing gifts and entertainment to see whether you have the authority to make such arrangements and what the limitations on the entertainment will be.*

## **PUBLIC OFFICIALS**

• A foreign government delegation wishes to visit one of our facilities in connection with their consideration of Eaglestar's bid for a major project in their country. The facility is in a remote location. May I offer to have Eaglestar line up and pay for transportation and overnight accommodation?

**RESPONSE:** *Any proposed provision of items or services of value to government officials needs to be scrutinised. Confirmation should be obtained that providing the transportation and overnight accommodation will not be illegal under the laws of the foreign government or prohibited by the terms of the bidding process. Your Head of Department must review and pre-approve any such offer. In no event may the offer be made in a way that suggests it is contingent upon or in exchange for favourable treatment for Eaglestar in the bidding process. If the site visit is not associated in some logical way with the project, it would be advisable to find a way to decline politely.*

## **MONEY LAUNDERING**

• A customer wants to use cash to pay for a US\$25,000 purchase from Eaglestar. Should I report this within Eaglestar?

**RESPONSE:** *Yes. Such a large cash payment seems suspicious. It may be a sign of money laundering activity.*

• A customer has advised us that it intends to overpay us on an invoice, and then wants to have the excess money wired back to a different account. Should we respect this request?

**RESPONSE:** *It should be reported to the head of your department (or, if that is not practicable, HR as per the code). It may be money laundering, embezzlement or some other improper activity.*

• A supplier has asked us to divide a payment into two payments, with one payment going to a company we have never heard of and that is not mentioned on the invoice. Is that OK?

**RESPONSE:** *Confer with your Head of Department. This request might be legitimate, or it might be a sign of an effort to illegally evade taxes, embezzle funds, circumvent exchange controls or engage in other illegitimate activity.*

- A customer overpaid an invoice and now wants the money wired back to an account different from the account from which the payment came. Can we do that?

**RESPONSE:** *Confer with your Head of Department. This request might be legitimate, but it might also be part of an effort to steal money from the customer or to launder money. The request should be appropriately investigated.*

- We have learned that one of our agents has been buying oriental carpets from a company controlled by an important government official and reselling them. The governmental official has authority over our business. We are not involved in the transactions. Should we be concerned?

**RESPONSE:** *Transactions with a government official in merchandise that is difficult to value (such as carpets and artwork) can be a corruption "yellow flag." One method for effecting bribes or laundering money is to buy collectibles from a government official at an inflated price and reselling them at a loss. You should report the situation to your Head of Department for further investigation. One possible response would be to remind the agent of Eaglestar's policies concerning bribery and corruption, and to enquire into the commercial logic of the transactions.*

# NATIONAL AND INTERNATIONAL TRADE

## ANTITRUST/COMPETITION LAW

Antitrust and competition laws protect consumers from abusive practices. They help to make sure that the market works properly and that competition among companies is fair. These laws are complex and difficult to summarise.

If you are responsible for areas of Eaglestar's business where antitrust/competition laws apply, you must be aware of them and their implications, including how they apply in the jurisdiction in which you operate. The reach of antitrust/competition laws can be broad, and their application is not always intuitive.

To assist you in understanding our antitrust/competition law environment, the Eaglestar Competition Law guideline has been developed. You should consult the LCSC Division of MISC Berhad with any questions.

Eaglestar is committed in conducting its business activities in accordance with applicable competition laws and to compete vigorously and independently at all times. Therefore, as an Eaglestar employee, you must individually ensure that your actions towards business partners (e.g., customers and suppliers), competitors and enforcement authorities reflect fair and proper business practices and are in compliance with competition laws. Eaglestar will not tolerate violation of competition laws. Should this happen, you may be exposed to disciplinary actions, including possible termination of employment.

## BASIC PRINCIPLES

As a general rule, a country's competition law applies to all companies doing business in that country, regardless of whether these companies are established in that country or not.

Competition laws generally:

- Prohibit all agreements which have as their object or effect the prevention, restriction or distortion of competition to a material extent within the territory in which any such provision is applicable. Not only formal but also informal agreements fall within such prohibition.
- Prohibit companies holding a dominant position from exploiting their strong market power in an abusive way that may affect trade. A company is generally considered to have a dominant position if it is the principal supplier or purchaser of a given set of products/services in a geographic area and it is able to exercise a significant degree of market power over its customers or suppliers.
- Require prior notification and clearance for mergers, acquisition and certain other transactions to the competent competition law authorities, which can be blocked if they significantly reduce competition on any relevant market.

In case of doubts/uncertainties concerning the compliance of your activity with competition law rules, you must contact the LCSC Division of MISC Berhad. LCSC should be consulted with questions about the interplay of Malaysian and non-Malaysian law in this area (especially with respect to any extraterritorial effects), particularly in light of the Malaysian competition law that recently entered into effect. In some cases, some of the general principles discussed below may have special application within Malaysia due to Eaglestar's unique position.

## CONSEQUENCES OF COMPETITION LAW VIOLATIONS

Breaching competition laws can result in:

- Very heavy fines (for instance, in Malaysia and the EU, up to 10% of the annual worldwide turnover of the entire group);
- Prison sentence for the involved employees in some jurisdictions;
- Damage claims brought by customers, competitors, and/or consumers who were harmed by the anticompetitive conduct;
- Adverse publicity (reputation), waste of internal resources, and additional costs (e.g. attorney fees); and
- Contractual implications (e.g. nullity of the contracts or the provisions that infringe competition laws).

## YOUR GENERAL RESPONSIBILITY

### - With competitors

You must act independently of Eaglestar's competitors. Any contact that may influence the behaviour of our competitors on the market is likely to breach competition laws. In particular, without prior clearance from the LCSC Division of MISC Berhad:

- Do not enter into any formal or informal agreements (including oral agreements) with a competitor that could restrain competition, especially concerning prices, discounts, bids, sales territories, terms or conditions of sale, profits, margins, market shares, customers, suppliers or production levels.
- In this regard, do not agree with competitors to allocate or not to compete in geographic or product markets, or to allocate customers or accounts.
- Do not agree with competitors to reduce or stabilise production, capacity or output. Do not even discuss the rationalisation of production capacity or the reduction of oversupply in the market with anyone outside Eaglestar.
- Do not rig bids or tenders.
- Do not even discuss or exchange information (even orally or informally) with a competitor on the above-mentioned subjects or any other competitively sensitive information.
- Do not obtain sensitive information about competitors directly from competitors.
- Do not attend meetings with competitors (including, e.g. trade associations, private meetings, informal meetings) at which such competitive topics are discussed. If improper topics are raised, leave the meeting after noting your express disassociation from such discussions and immediately refer the episode to your supervisor or to the LCSC Division of MISC Berhad.
- Submit any draft joint cooperation agreement with competitors (e.g., joint research and development, joint manufacturing and marketing and joint product development) to the LCSC Division of MISC Berhad for clearance before signing it.

### - With customers and suppliers

You must not unduly interfere with Eaglestar's customers' business or impose unfair trading terms upon them. Conversely, you must not accept that Eaglestar's freedom to run its own business be unduly limited by anti-competitive practices of its suppliers. In particular, you may not:

- Attempt to dictate or control a customer's resale prices (resale price maintenance) or restrict the territory into which, or the clients to whom, the former may sell products without clearance from the LCSC Division of MISC Berhad.
- Restrict a customer from handling the products of a competitor, unless this condition has been cleared by the LCSC Division of MISC Berhad.
- Condition the purchase of one product on the purchase of another without first consulting the LCSC Division of MISC Berhad.
- Terminate or refuse to sell to an existing customer without a legitimate business justification.
- Require exclusivity from a customer or grant exclusivity to a supplier (exclusive dealings), unless this condition has been approved by the LCSC Division of MISC Berhad.
- Apply a selective discount policy/predatory pricing to customers, unless this condition has been approved by the LCSC Division of MISC Berhad.

## DOCUMENTS AND COMMUNICATIONS

Internal documents are often the most important evidence in a competition law related investigation or litigation. You must exercise due care in the drafting and exchange of any document or correspondence (including internal documents) to avoid legal problems. In particular:

- Do not say or write down anything that could be misconstrued and give the appearance of questionable conduct (this concerns all types of correspondence, including e-mails and phone calls).
- Do not use words that might suggest improper conduct, guilt, or unlawful coordination (e.g., "please destroy after reading", "we will defend our market", "we 'lost' this customer", etc.) as well as aggressive/exaggerated expressions (e.g., "we will 'destroy' competition", "we are dominant in this area").
- Do not destroy any document or other piece of evidence during unannounced inspections/investigations carried out by enforcement authorities.

As a general rule, make sure there is a legitimate and lawful reason for any discussion or contact with a competitor, supplier or contractor. Take legal advice before discussing prices, customers, suppliers or marketing and production intentions with anyone outside Eaglestar. If you have any questions about this, consult with the LCSC Division of MISC Berhad.

Please remember that you have a duty to seek the advice of your Legal Department as soon as you identify a situation that you believe may involve Eaglestar in a breach of competition law rules.



## EXPORT AND IMPORT CONTROLS, INTERNATIONAL BOYCOTTS AND ECONOMIC SANCTIONS PROGRAMMES

Many countries restrict or prohibit the import or export of certain products and technologies. Some countries have rules regulating how companies must respond to boycotts conducted by one set of countries against another, and require that companies receiving boycott requests, report them to public authorities. Some countries have laws that restrict or prohibit doing business or otherwise interacting with certain countries and parties. These restrictions and prohibitions can be complex and can change rapidly. Employees with responsibility for international operations or trading – particularly the sale or shipment of products, technologies or services across borders – must be aware of these laws and how they apply, and must comply with Eaglestar's policies and procedures relating to them.

Questions or concerns in this regard should be raised with your Head of Department or the LCSC Division of MISC Berhad.

## QUESTIONS AND ANSWERS

The following questions and answers are based on general principles that tend to apply internationally, and do not address specific exceptions that may arise from Eaglestar's special position in Malaysia, or in places that have not enacted competition laws. Furthermore, competition laws may differ in some respects from jurisdiction to jurisdiction.

• A trade association is organizing a survey among several oil companies regarding their prices, margins, product launches, etc. The document summarizing the survey is distributed to the association's members. What are the possible consequences?

**RESPONSE:** *The exchange of sensitive information among competitors is prohibited regardless of whether information is exchanged bilaterally or through a third party. However, surveys that only concern historical data and provide the results in an aggregated non-identifiable form are allowed. The kind of information that may be exchanged in the context of such surveys needs to be assessed on a case-by-case basis. Be aware that you may be considered to have "participated" in the illegal collection of data/information not only if you have actively provided them, but also even if you merely received the results of such surveys and even if you were not aware that exchanging such information constituted a competition law infringement.*

• Assume there is a trade association meeting among representatives of some oil companies. During the meeting, the participants started discussing and agreeing on future prices of LPG and market conduct, and exchanging commercially sensitive information. If I were at such a meeting and sat silent the entire time, without revealing any information about my company and without endorsing any agreements reached between the other participants, would I be in trouble? What are the possible consequences?

**RESPONSE:** *You are at significant risk. This is sufficient for you to be considered to be participating in an agreement in breach of competition law (silence means "tacit assent/approval"), even if you participate in just a single meeting and even if confidential information is exchanged only once. In this kind of situation, you must clearly express your disagreement and immediately leave the meeting (and then inform your Legal Department promptly). Be aware that, from a competition law perspective, an anti-competitive agreement may be concluded by individuals who do not have the power to represent and bind their respective companies.*

• Two competitors discuss their recent relationships with certain customers, e.g., status of the negotiations, demands raised in annual negotiations, customers' needs and willingness to pay, etc. What are the possible consequences?

**RESPONSE:** *Even if participants either (i) do not reach a common understanding, or (ii) do not effectively implement any potential agreements, such an exchange of information may be illegal, as each competitor could (in theory) carry out its own strategy in the relationships with the customers having in mind the commercial intentions/strategies of the other competitor.*

• Let's assume that Eaglestar is dominant in the market for sale of product A, the sale price of which is 100. It decides to enter the market for sale of product B, which is characterized by fierce competition. The sale price of product B is 10. Subsequently, Eaglestar plans to start selling both products A and B exclusively in a bundle at the price of 110 - a customer has to buy both in order to get either product A or B from Eaglestar. Could this practice represent an abuse of its dominant position?

**RESPONSE:** *Yes. Through this kind of practice, called bundling, the dominant company abusively exploits its dominant position in the market for sale of product A to enhance its position in the market for sale of product B, with a detrimental effect on competition. In other words, through this leveraging practice, the company "transfers" its dominant position from the market for sale of product A to the market for sale of product B. Furthermore, by setting a sale price of 110, the company is forcing customers, that need product A, to buy both products A and B at a higher price than they would have paid if they had the chance to buy each product separately.*



• Assume that Eaglestar holds a dominant position in the market for product X and decides to implement a rebate scheme, whereby, if its independent distributors annually purchase a significant amount of product X (equal at least to 80% of their total purchases in the previous year), they will receive a rebate on all purchases made during such year (i.e., retroactive rebates). Is Eaglestar allowed to grant this kind of rebates under competition law?

**RESPONSE:** *This practice constitutes an abuse of dominant position, as it creates a decisive incentive for customers to satisfy most of (if not all) their needs of that product from the dominant company. In a nutshell, all the rebates that have the effect of inducing customers from satisfying their needs almost exclusively from the dominant companies constitute an abusive practice.*

# SAFEGUARDING THE ASSETS OF EAGLESTAR

As an Eaglestar employee, you have access to and control over facilities and resources belonging to Eaglestar. Those facilities and resources are provided to you on the basis that they will be used to further the interests of the businesses of Eaglestar. It is your responsibility to safeguard those assets, taking all necessary steps to prevent loss, damage, misuse or theft. Eaglestar's assets may not be misused, taken, sold, lent, given away or otherwise disposed of, or used for personal purposes, except in accordance with appropriate authorisation from Eaglestar.

## QUESTIONS AND ANSWERS

- One of our contractors is, I think, taking home boxes of Eaglestar's office supplies after hours. I have to work closely with that contractor, and if I say something there could be major upset. What should I do?

**RESPONSE:** *Taking Eaglestar's office supplies (or any other Eaglestar resources) for personal use without proper authorisation is theft, pure and simple. You should report your suspicions to your supervisor. Eaglestar will deal with any outwash that results from your report. If you fail to report thefts, you will be violating the Code, and may yourself become subject to disciplinary action.*

- One of my colleagues is using his office computer to surf the Internet all day. Should I do something?

**RESPONSE:** *Eaglestar's computer and telecommunications systems are for business use only. Occasional personal use is tolerable as long as it is limited, does not detract from work performance, and is otherwise consistent with Eaglestar's policies of acceptable behaviour. From the question, it sounds as if your colleague may be misusing company facilities and also not doing his or her job. Although one of our objectives is to have a collegial work environment, loafing is a form of theft. If you do not feel comfortable addressing your colleague directly, you should raise your concern with your supervisor or HR.*

- My son is moving to a new apartment this weekend. He needs a van to help move his things. I have access to an Eaglestar fleet van that will just be sitting idle in the parking lot over the weekend. There would be no harm to lending the van to him, would there? He'll pay for the gas, and if he damages the vehicle, he will see that it is repaired.

**RESPONSE:** *As a general matter, company property is for the company's legitimate business uses only, and not for personal use. There can be insurance and liability complications, among other things, with the use of company property for private purposes. Any use of company property for private purposes needs to be pre-cleared with the respective unit responsible or HR.*

# FINANCIAL INTEGRITY

Eaglestar's books and records must be prepared accurately and honestly. Fair and accurate books and records are essential to managing the group's businesses correctly and to maintaining the integrity of the group's financial reporting and disclosure. You are required to comply with all policies and procedures established to safeguard and support the integrity and accuracy of Eaglestar's books and records and financial reporting. This requirement bars any misrecordations, including cheating on travel or entertainment expense reports, job logs, time sheets or making other dishonest or misleading entries.

In particular, the Code specifies that you may not:

- Conceal, alter, destroy or otherwise modify Eaglestar records or documents other than in accordance with established ordinary course procedures (and never to impede or frustrate an investigation or audit or to conceal or misstate information)
- Intentionally make a false or misleading entry in a record, report, file or claim
- Establish accounts, companies or arrangements to circumvent or frustrate Eaglestar's controls, policies or procedures
- Fail to cooperate fully and truthfully with internal and external audits authorised by Eaglestar
- Engage in any scheme to defraud anyone.

## QUESTIONS AND ANSWERS

• A logistical problem has made it impossible to deliver some goods on schedule in this financial reporting period, which means we will undershoot our KPI in this period and overshoot it in the next. Since this is just a timing problem, no one will be hurt if we smooth things out by booking the shipment in this period rather than in the next. Right?

**RESPONSE:** *No. Even if the intent is arguably benign, creating false entries is a violation of the Code and other policies, and can have serious negative consequences.*

• We have learned that a foreign prosecutor plans to raid our offices in a few hours. Although we think that the raid is politically motivated and that we have done nothing illegal, there are some documents in the office that might prove embarrassing if they fell into the wrong hands, since they say unkind things about local officials. May we destroy or hide them?

**RESPONSE:** *No. Destroying or hiding documents sought in a government investigation is a violation of the Code, and may have very serious negative repercussions for the group. Among other things, the investigators may assume that destroyed documents were incriminating, even if they were innocuous. The right way to deal with this kind of situation is to avoid creating potentially embarrassing documents in the first place.*

• A month ago, I was asked to make some accounting entries by a colleague. They seemed unusual to me, so I asked some questions that no one could answer. I asked my supervisor, but he told me to just be quiet and make the entries, so I did. Obeying my supervisor was the right to do, wasn't it?

**RESPONSE:** *You did the right thing by asking your supervisor, but if you have unresolved questions relating to the integrity of the transaction and the accuracy of the entries, you should take them up with a higher level of management or your audit department. Every employee who has a role in recording entries in our business and accounting systems has a responsibility to see that those entries are complete and correct.*

# CONFIDENTIALITY OBLIGATIONS/ INTELLECTUAL PROPERTY/ PUBLIC COMMUNICATIONS

You have a duty to safeguard the information assets of Eaglestar. In that regard, you have a responsibility to protect those assets from theft, misuse, infringement, unauthorised disclosure and mishandling. Improper handling of Eaglestar information - including unauthorised viewing, copying, distributing, removing, damaging, destroying or altering - may result in disciplinary action. The Code sets out principles concerning the protection of Eaglestar's information, both during and after your employment with the group. If you are uncertain about how to handle sensitive or confidential information, you should ask your supervisor for guidance. You may not publish or write books, articles or other materials based on Eaglestar's confidential information without Eaglestar's written permission.

## MISUSE OF CONFIDENTIAL INFORMATION

You may never use the confidential information of Eaglestar for your own benefit or the benefit of other persons -especially not to trade in shares or other securities or to recommend or cause a third party to do so. You are required to comply with all laws on insider trading and securities market abuse.

## INTELLECTUAL PROPERTY

Eaglestar encourages you to be inventive and innovative as part of your normal duties. Subject to the requirements of applicable law, Eaglestar will own inventions, computer programmes and other results of technological research that you make or to which you contribute while working for Eaglestar. The Code sets out rules concerning the ownership and use of intellectual property developed or employed at Eaglestar. With respect to third party intellectual property, you may not knowingly infringe on, and you must comply with all laws, regulations and contractual obligations regarding, the valid intellectual property rights of other parties.

## PUBLIC STATEMENTS

Only certain individuals are authorised to make public statements on behalf of Eaglestar. If you are not so authorised, you may not make public statements on the policies or decisions of Eaglestar or discuss publicly any measure taken by Eaglestar. Similarly, unless duly authorised, you may not make public statements about matters relating to the work of the department or company in which you were employed or relating to an organisation with which Eaglestar has dealings if, among other things, such statements may compromise the interests and reputation of Eaglestar.

## IT SYSTEMS

Eaglestar has rules governing the use of the group's information technology and communications systems. The Code sets out a number of specific prohibitions in this regard. Fundamentally, you are required to use Eaglestar's information technology and communications systems in a responsible and professional manner for proper business purposes in a manner consistent with the Code and other IT protocols and rules in effect for companies in the group. Among other things, you may not use those systems to:

- Conduct fraud
- Run your own business
- Infringe intellectual property rights
- Send chain letters, solicit money or gifts, engage in charitable fund-raising or political advocacy, pursue religious efforts or for private non-Eaglestar commercial purposes
- Commit cybercrimes, such as spam attacks, hacking, IT sabotage, eavesdropping, spying, and creating or sending viruses
- Send malicious rumours or transmit derogatory or indecent materials
- Otherwise engage in activities that could damage Eaglestar's business or reputation.

You are required to join in protecting the security and proper use of Eaglestar's systems. If you discover or suspect any actual or potential incident that could compromise the security, integrity, confidentiality, operation or availability of Eaglestar's hardware, systems or data, or any disclosure of confidential information, you are expected to contact the ICT Service Desk of MISC Berhad or other relevant authority immediately.

## QUESTIONS AND ANSWERS

- I have an idea for an original research paper that I would like to publish. It doesn't directly relate to my work. May I do so?

**RESPONSE:** *Eaglestar encourages research and scholarship. You should, however, discuss your plan with your supervisor, to confirm that your paper will not involve the disclosure of any confidential Eaglestar information, or otherwise pose issues. Private projects should of course not be allowed to distract from the performance of your duties at work, but if there is some indirect relation to your work, perhaps Eaglestar will find supporting your project to be beneficial.*

- I think I can get some valuable information from a competitor by sending an e-mail in which I pretend to be a customer. If I succeed, will there be a bonus for me?

**RESPONSE:** *No, in fact you will be violating the Code and subject to punishment. It is dishonest and inappropriate to conceal or misrepresent your identity when acting on behalf of Eaglestar or for its benefit.*

- One of our contractors just sent me by e-mail a really funny joke that makes fun of women. May I forward it to the guys in the department?

**RESPONSE:** *No, you may not make use of Eaglestar's systems to send material that is likely to cause annoyance, inconvenience or offence to your colleagues. Even though you don't intend to forward the e-mail to any women, it is still inappropriate to forward an e-mail of that kind within the workplace. You are expected to show respect to your fellow employees, regardless of their race, religion, gender or other characteristics.*

- There is a great video game available for free online. I would like to download it on to my office computer, so that I can play the game during my lunch hour. That's OK, isn't it?

**RESPONSE:** *No, not without the prior approval of your Head of Department, who will check with the IT group before giving any permission. The installation of third party software in, or the connection of hardware to, the IT systems or equipment of Eaglestar is prohibited without permission. The reason is clear: third party software and hardware may introduce viruses or other problems into our network.*

- Assume that one of my co-workers has some pornographic material on his office laptop, or at least I saw him downloading some. What should I do?

**RESPONSE:** *The downloading of pornography or other indecent or offensive materials on to Eaglestar's equipment or systems is prohibited under the Code. You should report your concern to your supervisor or to HR.*

- A telemarketing company has offered me some free music downloads if I provide the home telephone numbers and e-mail addresses of ten friends. I consider my co-workers to be my friends, so I plan to take their numbers and e-mail addresses from the office files so that I can provide them to the telemarketer. I know that my co-workers will not mind. Their phone numbers are in the telephone book, after all, and I know they freely give out their personal e-mail addresses. They will probably just be sent some junk e-mail, and they might even be interested in the offers. This is harmless, right?

**RESPONSE:** *As a general matter, you should not provide personal data obtained from company records to anyone other than company personnel authorised to have access to that data, and then only for legitimate company purposes. In many jurisdictions, it is illegal to disclose personal information without the prior consent of the individuals involved, and the requirements for obtaining the consent can be quite particular. Beyond that, exploiting information taken from company files for your personal benefit is wrong. In some cases, the disclosure of personal data is permitted, but you have to be confident that you have the proper authority to do so, that you handle the information correctly and that you are in compliance with company policies and applicable law when you do. If you have any questions in this regard, please consult HR.*

# CONDUCT CONTRARY TO DUTY TO SERVE DILIGENTLY

Eaglestar expects you to devote your time and attention to the fulfillment of your duties as an employee. For this reason, if you want to take up any other full or part-time employment or gainful activity, or to be involved in any outside business activities, you will need the prior written permission of Eaglestar. The granting of permission will be subject to your satisfying Eaglestar that your outside activities will not interfere with or compromise the performance of your duties and fulfillment of your obligations to Eaglestar.

Generally, Eaglestar wishes to encourage you to participate in unpaid voluntary public service, recreational activities, sports and other community activities. While such activities outside working hours are encouraged, such activities should not be permitted to interfere with your duties at work. Eaglestar recognises the role of employees who are elected officials of a labour union that has been duly accorded recognition by Eaglestar and their participation in union activities in compliance with relevant labour legislation.

Charitable donations of Eaglestar resources must be pre-approved by your Head of Department. Eaglestar recognises that employees, in their capacity as citizens, may wish to involve themselves in legitimate political activities. While Eaglestar does not wish to discourage employees from doing so, in order that Eaglestar can avoid involvement or identification with any political party, employees are required to use their off-duty time, or annual leave entitlement, subject to prior approval for such matters. The Code provides other guidance with regard to political activities.

Eaglestar employees are restricted from acting as the editor, or taking part directly or indirectly in the management of any publications, except for:

- Department or staff publications
- Professional publications
- Publications of non-political or voluntary organisations

In order to protect Eaglestar and yourself from possible embarrassment and conflicts, you are required to obtain the prior written consent of Eaglestar before participating in any form of advertisement or broadcasting (including through on-line media). You are permitted to contribute literary or academic articles to publications with the prior written consent of Eaglestar.

## QUESTIONS AND ANSWERS

- Assume that I am fed up with elected officials. I want to stand for public office in the next election. What do I need to do?

**RESPONSE:** *Subject to the requirements of applicable law, we would expect any employees who wish to run for public office to resign from employment with Eaglestar. While the group does not wish to discourage civic engagement, Eaglestar does not wish to be involved in or associated with any political parties, or to otherwise be involved in political matters, and there is a real risk that the candidacy of an employee for public office will lead to such association in the public mind and to various conflicts of interest. . Check whether a country or regional supplement to the Code modifies this rule for your jurisdiction.*

- My nephew is a reporter who wants to interview me concerning the future of the shipping industry in Malaysia. May I grant him the interview?

**RESPONSE:** *You should obtain authorization to give the interview from HR, unless you are already authorized to speak on behalf of Eaglestar on subjects of this kind. Comments on the future of the shipping industry necessarily relate to policies and decisions of Eaglestar, so care needs to be taken to ensure that your private views are not attributed to Eaglestar and that the interview does not embarrass or cause complications for the group.*

- I have an opportunity to become co-owner of a company that will offer local directory services over the Internet. My nephew is starting it up, and needs some capital, so I am willing to provide it to him. He'll run the company. I'll be a passive investor, although I may give him some advice. Do I need to get a clearance?

**RESPONSE:** *You should discuss this prospective investment in further detail with HR. Assuming that the company will not do business with Eaglestar, and that it will not be a distraction from your Eaglestar duties or otherwise place you in a conflict of interest, a passive investment of the kind described is likely to be acceptable.*

# DISCLOSURE DUTIES (AND THE PROTECTION OF WHISTLEBLOWERS)

If you find or suspect that another person subject to this Code may have committed or may be about to commit a breach of any of his or her terms and conditions of service, of his or her terms of engagement, or of this Code, or to violate other Eaglestar policies or procedures or applicable law, whether deliberately or through inadvertence, you must report your finding or suspicion in writing to your head of department or HR or you may file a report using the procedures provided for in the Eaglestar Whistleblowing Policy, a copy of which is available from HR. Supervisors have the responsibility of monitoring compliance with the Code and seeing to it that reports of misconduct are taken seriously and handled appropriately.

If you make a report to Eaglestar in the genuine belief, without malicious intent, that a breach may have occurred or may be about to occur, you will not be penalised or subject to any form of victimisation or retaliatory action notwithstanding that, after investigation, it is shown that you were mistaken. Any form of reprisal against a person who in good faith and without malicious intent has raised a concern is forbidden and will itself be regarded as serious misconduct subject to disciplinary action. Please refer in this regard to the Eaglestar group's Whistleblowing Policy for further information.

If you find that you have received overpayments of salary, allowances, expenses, claims or other compensation, you must immediately inform your immediate superior and the department responsible for the payments or other compensation, and then return the overpayments to Eaglestar.

## QUESTIONS AND ANSWERS

- If I file a whistleblower complaint through the whistleblowing procedures, will my identity be revealed?

**RESPONSE:** *Eaglestar will take steps to see that your identity is kept confidential to the extent reasonably practicable. If you report your own criminal behaviour, or you are found to have been personally involved in improper activity, however, Eaglestar reserves the right to take appropriate disciplinary action, including reporting illegal activity to the public authorities.*

- I know that I will not be fired if I file a whistleblowing report in good faith, but I am worried that I will be ostracised by colleagues for betraying my unit. Is my concern legitimate?

**RESPONSE:** *Eaglestar's policy prohibits any form of retaliation against you for whistleblowing in good faith. That includes social retaliation.*

- If I file a whistleblower report, am I immune from punishment of any kind by the company?

**RESPONSE:** *You will be protected from retaliation for your report, but if you yourself have broken the law or company policies, you may be disciplined for that misconduct. Also, whistleblower status will not give you general license to violate company policies.*



# WORKPLACE CULTURE AND ENVIRONMENT

Eaglestar is committed to providing, in collaboration with you, a safe, secure and conducive workplace culture and environment, where the values of mutual and reciprocal respect, trust and confidence are upheld and actively promoted. In this regard, the Code sets out guidance in the following areas:

- **Unlawful Discrimination:** Eaglestar will not tolerate unlawful discrimination relating to employment. You must comply with laws in your local jurisdiction that prohibit workplace discrimination.
- **Sustainable Development:** Eaglestar is committed to sustainable development in order to help meet the world's growing energy needs that are economically, environmentally, and socially responsible.
- **Dress Code:** All employees should be neatly, appropriately and decently attired during office working hours. More specific rules concerning attire are set out in country or regional supplements to the Code.
- **Sexual Harassment:** Eaglestar is committed to providing a conducive working environment where your right to protection from all forms of sexual harassment and unsolicited or unwarranted sexual overtures and advances is accorded due recognition. Sexual harassment, unsolicited and unwarranted sexual overtures and advances will be treated as misconduct both in the workplace and outside the workplace where such harassment is the result of employment responsibilities or employment relationships.
- **Non-Business Workplace Relationships:** As an Eaglestar employee or director, you may not supervise, directly or indirectly, any employee with whom you have a relationship that goes beyond a professional relationship or social friendship without written permission from HR (or, in the case of directors, the relevant board of directors).
- **Occupational Health, Safety and Environment:** You and all other persons subject to this Code must conscientiously and diligently observe all HSE requirements, measures, work rules and standard operating procedures set out in manuals, handbooks and documents issued by Eaglestar and all applicable HSE laws and regulations
- **Substance Misuse (Drug and Alcohol Abuse):** Eaglestar's policy is that the unauthorised consumption, possession, distribution, purchase or sale of substances of misuse within its premises or while conducting business is prohibited. Eaglestar prohibits the use, possession, distribution, purchase or sale of substances of misuse on its premises, while conducting business for Eaglestar or while operating Eaglestar equipment or being under the influence of any such substance while working. Subject to the requirements of applicable law, Eaglestar may conduct unannounced testing and searches for substances of misuse.

All persons covered by the Code must diligently heed to and comply with the policies and procedures on substance misuse issued by Eaglestar for your jurisdiction or region. Under the Code, "substances of misuse" include any illegal drugs, alcoholic beverages containing ethanol, legal psychoactive drugs obtained or used without legal prescription, and legally prescribed psychoactive drugs consumed beyond their therapeutic or prescribed uses.

- **Borrowing Money:** You may not borrow money from your subordinate, Eaglestar contractors, sub-contractors or suppliers, or any person, directly or indirectly, subject to your official authority, or with whom you have or are likely to have official dealings. You may, however, stand surety for your subordinates or other persons subject to the Code for loans taken from Eaglestar based on Eaglestar's prevailing policy.

## QUESTIONS AND ANSWERS

- My department recently experienced a very small oil spill, which we quickly brought under control. Under local law, we are required to report the incident. I do not want to make Eaglestar look bad by bringing attention to such a minor incident. Since virtually no environmental damage was done and no one was injured, do I need to report this incident?

**RESPONSE:** *Yes. If local law requires that you report the oil spill, you must do so. Not doing so would not only be illegal, it would be against our policy of being a responsible environmental citizen.*

- To increase production, my supervisor has asked me to operate certain machinery without the use of an important safety procedure that is required by Eaglestar policies. What should I do?



**RESPONSE:** *You should immediately report the incident to your Head of Department. Your safety and the safety of the plant operation are of paramount importance to Eaglestar. We prepare guidelines to ensure that our workplace is safe. You should always follow these procedures. You should also refer to the relevant policy and procedures relating to Occupational Health, Safety and Environment for further guidance in this regard.*

• I often visit a website where users post funny jokes and images, some of which are sexually explicit. I would like to share the website with my colleagues. May I do so?

**RESPONSE:** *If you are ever in doubt as to whether an action you will take might be deemed inappropriate, you should refrain from taking the action. In this case, it is very likely that some of your colleagues would find the content of this website offensive. Sharing the website could even rise to the level of sexual harassment. You should not share the website with your colleagues.*

• I work in an overseas office. A colleague sometimes touches me in a way that makes me feel uncomfortable. This kind of touching is accepted in the local culture, but I consider it inappropriate. What should I do?

**RESPONSE:** *Our sexual harassment policy applies uniformly to all of our offices. If you are inappropriately touched by a colleague it could rise to the level of sexual harassment. You should raise the issue with your colleague, or if you are uncomfortable doing so, with your Head of Department. If that is not practicable, please contact HR.*

• The person harassing me is my supervisor and I am afraid I will lose my job if I complain. What should I do?

**RESPONSE:** *As an Eaglestar employee you are entitled to a work environment that is free from sexual harassment. It would be a serious violation of the Code if your supervisor takes retaliatory action against you for reporting his or her inappropriate behaviour. You should immediately report your concern to his or her supervisor or to HR.*

• My superior constantly badgers me in relation to my work, usually for no reasonable grounds. He also yells at me and uses profanities when he talks to me. I noticed that my other colleagues are not treated in the same way, and I feel I have been singled out. I feel humiliated and intimidated by this bullying, and my morale and confidence are low. My health and work performance are affected. I want to be transferred, but I am afraid of the consequences of asking for a transfer. What should I do?

**RESPONSE:** *Eaglestar is committed to providing a safe, secure and productive workplace culture and environment. Eaglestar does not condone any act of harassment, bullying or intimidation. As a result, employees must avoid actions or behaviours that are, or could be viewed as, harassment, bullying or intimidation. Report this matter to your Head of Department or to HR. The consequences for an individual who harasses other personnel are serious and may include disciplinary action.*

• My co-worker comes to work every day smelling of alcohol. I suspect that she is drunk on the job, but I am not sure. What should I do?

**RESPONSE:** *If your co-worker has an alcohol problem, it may affect his or her performance at work and may even threaten the safety of others. If you have sufficient evidence that a co-worker has come to work under the influence of alcohol, you should make your supervisor aware of the situation. Please consult the procedures in your local jurisdiction or region for further guidance on how to address this situation.*

• I recently started dating another employee who is at my same level but works in a different department. Is this ok?

**RESPONSE:** *Because you do not manage the other employee, your relationship is not in violation of the Code and need not be reported. Eaglestar does not encourage romantic relationships between employees because they have a potential to create disaffection in the workplace. You should be considerate of the possible influence your relationship has on the workplace and conduct yourselves accordingly.*

• I am one of several women who have applied for a desirable position in a department that consists almost exclusively of males. None of us were accepted for the job. I feel that we have been discriminated against. What should I do?

**RESPONSE:** *Eaglestar will not tolerate unlawful discrimination of any type. If you feel you have been discriminated against in violation of applicable law, you should immediately report this to your Head of Department. If you believe that would be ineffectual, you might report to HR.*

• I recently moved to an Eaglestar office in another country. My previous office permitted employees to dress more casually on Fridays. My current office has no such policy. May I dress casually nonetheless?

**RESPONSE:** *You must follow the specific rules concerning attire in the country or region where you work. Local rules are meant to correspond to local norms, and you should act in accordance with them. In all instances, you should be sure to dress neatly and appropriately. Further guidance on dress codes may be provided in a country supplement to the Code developed for your jurisdiction.*

• I will be leaving on a week-long business trip to meet with a very important client and I realise that I forgot to pick up cash while I was at the bank. Now, I don't have enough cash to pay for the taxi to the airport. My secretary has helped me plan the trip and knows how important it is both to Eaglestar and to me personally. She offers to lend to me money to cover the taxi fare to the airport, where I can get some money from the cash machine. I intend to pay her back as soon as I return. May I borrow the money?

**RESPONSE:** *No. You should not borrow money from a subordinate. You may approach a superior or colleague of equal rank for a quick loan, or you can devise some other way of getting the requisite cash (such as, here, having the taxi driver stop at a bank ATM machine on the way to the airport).*

# MISCONDUCT

In general, you may be subject to disciplinary action for misconduct. The Code defines misconduct as improper behaviour or an act or conduct in relation to duties or work which is inconsistent with the due performance of obligations to Eaglestar. Misconduct is defined to include a breach of discipline or violation of the Code or the rules and regulations set out in any handbooks, policies or procedure statements or in any other documentation of Eaglestar.

The Code provides a list of particular examples of misconduct for which, subject to the requirements of applicable law and local Eaglestar policies for your jurisdiction, disciplinary action may be taken. The following list is not exhaustive:

- insubordination;
- tardiness;
- absenteeism;
- violent behaviour or threats of violent behaviour (includes assaults and fighting, whether with employees, clients, contractors, or visitors to Eaglestar premises);
- theft, fraud, misappropriation;
- dishonesty;
- encouraging or assisting anyone to steal Eaglestar's property;
- negligence, neglect or dereliction of duty;
- sleeping while on duty;
- deliberate damage to Eaglestar's property;
- leaving the workplace during working hours without appropriate permission;
- sexual impropriety at the workplace;
- drug or alcohol abuse on the job or that affects your performance;
- signing in or signing out attendance for other employees;
- sexual harassment;
- obstructing other employees from performing their duties;
- gambling within the premises of Eaglestar;
- non-observance of safety precautions or rules, or interfering or tampering with any safety devices installed in or about the premises of Eaglestar;
- engaging in any illegal or unethical practices such as taking or giving bribes or receiving any illegal gratification whether in monetary terms or otherwise;
- engaging in other employment/business whilst in the service of Eaglestar, without the permission of Eaglestar;
- any act which could adversely affect the image or reputation of Eaglestar;
- misuse of Eaglestar's computer and telecommunications systems (e.g. excessive accessing of non-work related internet sites, accessing of pornographic sites and deliberate tampering with or unauthorised use of computer hardware or software);
- violating local laws concerning the protection of the privacy of personal data of Eaglestar employees;
- taking retaliatory actions against persons in situations where they are protected by the Eaglestar Whistleblowing Policy;
- breaching any policies or prohibitions set out within the Code;
- taking measures in circumvention of the policies and prohibitions set out in the Code;
- failing to observe all laws and regulations applicable to Eaglestar's business and operations; and
- failing to comply with Eaglestar established rules and procedures, including but not limited to the limits of authority (LOAs).

Provisions concerning disciplinary procedures and actions for your jurisdiction or region are set out in the relevant local guidelines. If no such provisions are set out in local guidelines for your jurisdiction or region, the standard disciplinary rules and practices for violations of company policy in your jurisdiction or region will apply, in every instance subject to the requirements of applicable law.

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