



## CONFLICTS OF INTEREST POLICY

### 1. **POLICY STATEMENT**

All employees of BSSG are required to perform the duties and activities of their position with the highest level of integrity and independence, in a professional and ethical manner. They must also ensure that they avoid or eliminate any conflict of interest or situation that could reasonably be perceived as a conflict of interest and immediately report it to their manager.

Although this policy details certain behaviours that may lead to a conflict of interest or the appearance of a conflict of interest, it is impossible to anticipate all situations that could lead to one. Employees may also inadvertently find themselves in a situation that leads to or could be perceived as a conflict of interest. These situations must also be disclosed.

Compliance with this policy is a condition of employment. Failure to comply with these provisions may result in disciplinary action, up to and including termination of employment.

### 2. **SCOPE**

This policy applies to all employees of BSSG, as well as contractual third parties or partners doing business with the company. All are expected to abide by the provisions of this policy that are reasonably applicable to them.

### 3. **ACTION OR BEHAVIOURS TO AVOID**

Below, you will find some situations, behaviours or event that should be avoided at all costs by employees, managers or other contractual third parties doing business with the company.

#### 3.1 **PERSONAL INTEREST**

Employees must ensure that no conflict exists or could appear to exist between their personal interests and those of BSSG potential competitor, customer, partner, vendor, supplier or other business entity in which you have a direct or indirect financial interest.

Employees must not:

- Take part in or attempt to influence any BSSG decision or any business dealings with a current or potential competitor, customer, partner, vendor, supplier or other business entity in which you have a direct or indirect financial interest
- Use the premises, equipment, supplies or services of other employees of BSSG to promote their personal interest
- Use confidential information for their personal benefit during or after employment with BSSG
- To be in a position where they could benefit directly or indirectly from a BSSG business transaction (e.g supplier of goods or services, contract, license or partnership)
- Give preferential treatment to any supplier or other person doing business with BSSG in order to serve their personal interest
- Invest in, own, have an interest in, or be an employee of an organization that might have an interest, direct or indirect, in any BSSG commercial transaction, except in the case of a widely held public company whose dealings with BSSG do not represent a substantial portion of its total business.



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This should not be interpreted as an exhaustive list of all circumstances that could lead to a real or perceived conflict of interest.

### 3.2 FAMILY, FRIENDS AND PERSONAL RELATIONSHIPS

Employees and managers must not :

- Use their position or contacts at BSSG to promote their personal interest or those of a family member or person with whom they have a close personal or professional relationship
- Take part in or attempt to influence any BSSG related decision or business dealings (including those concerning current or potential customers, partners, vendors or suppliers) that may benefit or appear to benefit a relative, close personal friend or a business enterprise in which a relative or close personal friend is involved or has a direct or indirect financial interest.
- BSSG generally does not permit work situations where a manager directly or indirectly manages a relative or a person with whom he/she has a personal relationship. If you are aware that BSSG plans to hire your relative or a person for a position with whom you have a personal relationship that directly or indirectly reports to you, you must disclose that information immediately.
- If, during the course of your employment, a relationship develops between you and another BSSG employee within your direct or indirect reporting chain, you both must promptly disclose that information. Although employees involved in a consensual relationship are individually responsible for disclosure, a manager's failure to report such a relationship will be grounds for appropriate disciplinary action.

### 3.3 RELATIONSHIPS AND FAVOURITISM

Employees shall not grant or appear to grant preferential treatment to a person with whom they have a close personal or professional relationship. In some situations, past relationships may also give rise to a perceived conflict of interest and should be treated as such.

If an employee is in a situation where he or she could make a decision (e.g. hiring, evaluation, discipline, promotion, reward, any other form of discretionary control or the awarding of a contract) involving, directly or indirectly, a person with whom he or she has a close personal or professional relationship, the employee must:

- Disclose the potential conflict to his/her manager
- Refer the decision to the manager or someone designated by him/her
- Refrain from making any recommendations or conveying views related to the decision

In addition, if an employee is in a position of authority over a person with whom he or she has a close personal or business relationship, the manager must change the hierarchical relationship between the employee and that person. The manager may also take other measures to reduce the appearance of conflicts of interest, if necessary.

### 3.4 OUTSIDE BUSINESS ACTIVITIES

Employees are permitted to engage in outside employment or activities as long as they inform their manager prior to starting such activity, and to the extent that:

- It does not compete with or reflect adversely on BSSG or give rise to a conflict of interest



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- It does not engage in any outside activity that is likely to involve disclosure of BSSG's proprietary information or that is likely to divert time and attention from your responsibilities at BSSG
- It could not be reasonably perceived as compromising the integrity, independence and impartiality expected from BSSG or bring BSSG into disrepute
- It does not inappropriately exploit the employee's connection with BSSG
- It does not restrict our availability or efficiency
- It does not involve acting as a spokesperson for another organization
- Employees are permitted to act as board members of an organization external to BSSG, if their participation meets the criteria above, and if authorized by their manager beforehand. You cannot serve as a board member or technical advisor of a competitor or of a company that may reasonably be expected to become a competitor
- Employees may be permitted to write books or work on other creative projects that are not in competition with BSSG as long as they respect the criteria for outside activities mentioned above and obtain prior written authorization from their manager.

You are not required to seek approval of the following activities:

- Any affiliation with a trade association, professional association or other such organization related to our work or position at BSSG
- Participation in non-profit or charitable activities, including serving as a member of a board of directors or technical advisory board. However, you must obtain approval if the entity is an BSSG customer or expects to receive or seek a contribution from BSSG
- Positions with co-op boards, condominium associations and similar entities where the sole purpose of such participation would be to hold title to and/or manage real property in which you can or do reside
- Positions with holding companies, trusts or other non-operating entities established solely for purposes of you or your family's investment, estate or tax planning or to hold you, your family's real estate or other investments that would not otherwise require disclosure under this policy

If the manager considers the outside activity to be inappropriate, considering the criteria mentioned above, it must inform the employee in writing and the employee must avoid, discontinue, or modify his/her participation in such activities accordingly. Disclosures and their assessment by the manager must be documented.

### 3.5 **GIFTS, HOSPITALITY & OTHER BENEFITS**

Accepting a gift, a benefit, or an offer of hospitality for oneself or for a colleague, family member or friend can lead to uncomfortable situations or to real or perceived conflict of interest.

Employees may occasionally accept unsolicited gifts, hospitality, free travel, tickets, or invitations to sports or entertainment events or other benefits, but only if they have a value of BND20 or less, subject to the conditions expressed below. It is also permitted to occasionally accept a working meal of reasonable value paid for by a third party.

However, employees must not accept gifts, hospitality, free travel, tickets, or invitation to entertainment events or any other benefits:



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- That could influence, or be perceived to influence, their judgment and/or their performance of duties
- That are offered by a business partner and/or supplier of goods or services involved in an active request for proposal, sole source contract procedure or contract discussions, or in the six months following such a process, or as soon as they know such a process will begin in the near future
- That are offered by a business partner and/or supplier whose performance the employee is evaluating
- That are cash, loans, discounts or work rendered free of charge for personal purposes
- If the total value of what has been received from the same source within a 12 months period would exceed BND\_\_\_\_\_

In circumstances where refusing a gift worth more than BND100 would prove rude or problematic, an employee is permitted to accept it; however, it becomes the property of BSSG and must be handed over to the employee's manager, who must decide how best to dispose of it.

Employees must also refuse invitations to a conference or other formal gathering not mentioned above, organized or sponsored by an external party, a supplier, potential supplier or business partner, unless their manager determines that their attendance at such an event would not compromise or appear to compromise the objectivity, independence, impartiality or integrity of the employee of BSSG.

#### 4. **EMPLOYEE AGREEMENT ON CONFLICT OF INTEREST POLICY**

I have read, understand, and agree to comply with the foregoing policy, rules, and conditions governing the Conflict of Interest Policy. I am aware that violations of this policy may subject me to disciplinary action, including termination from employment, legal action, and criminal liability. Furthermore, I understand that this Policy can be amended at any time.

DATED: \_\_\_\_\_

**EMPLOYEE**

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\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Name & Title

**Bee Seng Shipping Group of Companies (BSSG):**  
Bee Seng Shipping Sdn Bhd  
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B.T. Express Sdn Bhd  
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