



# **Conflict Of Interest Policy**

Date: 23/8/2022

**Innity Corporation Berhad**

*(Company No. 200701006554 (764555-D))*

## 1.0 Objective

- 1.1. The purpose of this policy is to provide the highest-level principles and expectations of Innity Group of Companies and its subsidiaries regarding the duties and obligations of all Innity's Personnel to avoid situations that present, or create the appearance of, a potential conflict of interest.

## 2.0 Applicability

- 2.1. The policy is applicable to:
  - All Innity Employees
  - All Board of Directors of Innity Group of Companies (Executive/Non-Executive)

## 3.0 Definition

- 3.1. "Personnel" refers to all employees of INNITY (permanent, temporary and interns) and members of the Board;
- 3.2. "Company" refers to all Innity Group of Companies & all its subsidiaries
- 3.3. "Board" refers to refers to the Board of Directors (executives and non-executives)
- 3.4. "Senior Management" refers to Executive Officer/Chairman, Managing Director, Executive Director or any member approved by the Board from time to-time;

## 4.0 Policy

- 4.1. The Company, together with each of its Personnel are responsible for avoiding situations that present, or create the appearance of, a potential conflict between the Company interests and the Innity's Personnel. A conflict of interest exists when private interests, including personal, family, social, or financial interests, interfere in any way with the Personnel's responsibilities & performance with respect to the Company.
- 4.2. A conflict can arise if Innity's Personnel (or an immediate family member thereof) take actions that can make it difficult for them to perform Company duties objectively, or if they receive personal benefits that are, or appear to be, improper.
- 4.3. This policy spells out the most common situations that create a conflict of interest or the appearance of one to help the Innity's Personnel make informed decisions.
- 4.4. However, local customs and practices may give rise to unique situations not described in this policy that create a conflict of interest. This situation may take many different forms that include, but are not limited to, conflict of interest examples:

- 4.5. Innity Personnel's ability to use their position with the Company to their personal advantage;
- 4.6. Innity Personnel engaging in activities that will bring direct or indirect profit to a competitor;
- 4.7. Innity Personnel owning shares of a competitor's stock;
- 4.8. Innity Personnel using connections obtained through the Company for their own private purposes
- 4.9. Innity Personnel using Company equipment or means to support an external business;
- 4.10. Innity Personnel acting in ways that may compromise the Company's legality (e.g. taking bribes or bribing representatives of legal authorities).
- 4.11. Innity Personnel should avoid any type of conflict and identify those situations that create, or appear to create, conflict between their personal benefit and the Company's interests and disclose those situations in accordance with the section below regarding Disclosure of Conflicts of Interest.
- 4.12. Even after compliance with this Policy and a grant of an exception as to the permissibility of a conflict of interest, Innity Personnel should recuse themselves from consideration of and not participate in, advise about or seek to influence transactions involving a person, Company or other entity with respect to which they have a conflict of interest.
- 4.13. Specifically, Personnel who has been granted an exception must not direct, supervise, or approve the work of any Company vendor, consultant or other third party with whom the employee has an actual or potential conflict of interest, including submitting or approving for payment any purchase orders, invoices, proposed statements of work, work plans or other proposals.
- 4.14. Additional appropriate steps may include not providing the Personnel with any information regarding the subject matter of the actual or potential conflict of interest or if the conflict relates to a Director, asking the Director to resign from the Board of Directors.
- 4.15. The Board shall deal fairly and oversee fair dealing by Employees and Executive Officers with the Company's other suppliers, customers, distributors, vendors, partners and competitors. All personnel should not take unfair advantage of any such parties through manipulation, concealment, abuse of privileged information, misrepresentation of material fact or any other unfair dealing practices.
- 4.16. The Board shall assure that the Company has policies in place that require fair dealing by Employees and Executive Officers with the Company's suppliers, customers, distributors,

vendors, partners and competitors.

4.17. This Policy is not intended to, and shall not be deemed to, alter existing legal rights and obligations of the Company and its Personnel, such as "at will" arrangements.

## 5.0 Procedure

- 5.1. When a Personnel understands or suspects that a conflict of interest exists, they should bring this matter to the attention of management so corrective actions may be taken. Superiors must also keep an eye on potential conflict of interests of their subordinates.
- 5.2. The responsibility of resolving a conflict of interest starts from the immediate superior and may reach senior management. All conflicts of interest will be resolved as fairly as possible. Senior Management has the responsibility of the final decision when a solution cannot be found.
- 5.3. Should any Personnel has identified or has been identified to have conflict of interest, the Personnel is required to declare the conflict and fill in the Disclosure of Conflict of Interest form as in Appendix A.
- 5.4. Employees must disclose, in writing, details regarding any actual or potential conflict of interest to the Employee's superior and Human Resources Manager and request an exception by completing the Conflict of Interest Disclosure Form before engaging in any activity, transaction or relationship that might give rise to any actual or potential conflict of interest. Any request for an exception or waiver of any actual or potential conflict of interest will be reviewed and, where appropriate, granted by the Employee's superior, Human Resources Manager and Director.
- 5.5. Directors who are not Executive Officers must disclose, in writing, details regarding any actual or potential conflict of interest to the Audit Committee Determining Officer with a request for an exception. The Determining Officer shall notify other Audit Committees of such conflict of interest. Any request for approval or waiver of a potential conflict of interest will be reviewed and, where appropriate, granted by a majority of the disinterested members of the Audit Committee. The members of the Audit Committee with the actual or potential conflict of interest shall not participate in the Audit Committee's consideration of the matter. In the event the Chair of the Audit Committee has the actual or potential conflict of interest, the remaining disinterested members of the Audit Committee shall designate a member of the Audit Committee to lead the Audit Committee's consideration of the matter.
- 5.6. All Personnel must maintain the confidentiality of proprietary, confidential and competitively sensitive information made available to them by the Company or its suppliers, customers, distributors, vendors or partners, except when disclosure is authorized by Director, required by laws or regulations, or ordinary and necessary in the course of carrying out their responsibilities as employees.
- 5.7. All Personnel must maintain the confidentiality of proprietary, confidential and competitively sensitive information made available to them by the Company or its suppliers, customers, distributors, vendors or partners, except when disclosure is authorized by Director, required by laws or regulations, or ordinary and necessary in the course of carrying out their responsibilities as

employees.

- 5.8. It also includes information that suppliers, customers, distributors, vendors or partners have entrusted to the Company. The obligation to Conflicts of Interest Policy preserve proprietary, confidential and competitively sensitive information continues even after employment or service ends. Nothing herein shall in any way limit the confidentiality obligations of its Personnel pursuant to any written agreements with the Company or any applicable laws or regulations.
- 5.9. Notification of Outside Positions: Directors shall follow the Corporate Governance Guidelines with respect to outside positions, including Director or officer positions with other public companies. Directors shall also notify the Chair of the Audit Committee as soon as practicable prior to becoming affiliated with any law firm or audit firm that provides services to the Company.
- 5.10. Violations of this policy may result in disciplinary action, up to and including termination.