

CODE OF CONDUCT POLICY

OBJECTIVE

To set out a policy on the manner and standards for general business conduct of our community of employees so that employees can be guided to project the desired corporate values of RICHLAND GROUP (as defined below).

It provides guidance about ethical business behavior expected of EMPLOYEES (as defined below) as we work and interact with Customers, Suppliers, Service Providers, fellow employees, Government Officials and other stakeholders. It reinforces the responsibilities we all share in protecting the Company's reputation.

SCOPE

This policy is applicable for RichLand Global Pte Ltd and its affiliated entities, hereinafter referred to as "**RICHLAND GROUP**" and it applies to the following.

a) **EMPLOYEES** include: -

- Directors appointed and/or representing RICHLAND GROUP;
- Management trainees/interns who undergo training/internship/attachment in RICHLAND GROUP;
- Temporary/contract employees and service providers who perform work or undertake activities within the premises of RICHLAND GROUP, where the person is performing such work/activity as a representative of RICHLAND GROUP;

b) Consultants – familiarize;

c) Agents - familiarize and where applicable;

OPERATING GUIDELINES

1. Personal and Business Integrity

a) Dealings with Co-workers, Customers, Suppliers, Service Providers, Government Bodies and other Stakeholders

Employees are expected to treat one another including Co-workers, Customers, Suppliers, Service Providers and Government Bodies with respect and dignity. RICHLAND GROUP values an inclusive workforce as it promotes diversity of thinking, innovative solutions that would assist in reaching excellence and meeting the objectives of the organization. In particular, employees can participate in philanthropic, professional, national, regional or community organizations provided there is **no** implied Company's endorsement or sponsorship. RICHLAND GROUP's activities must meet the highest ethical standards and comply with all host government laws and rules. RICHLAND GROUP promotes equal employment opportunities, i.e. fair employment practices, regardless of race, color, creed, nationality, age, gender, religion, etc.

b) Act in the Best Interests of the Company

Business decisions and activities must be made and conducted, in the best interests of the Company. Employees should avoid any action which may involve, or may appear to involve, a conflict of interest with the Company. No employees may have any financial and/or other business relationships with suppliers, customers or competitors that might impair, or even appear to impair the independence of any judgment they may need to make in the best interests of the Company.

Employees are expected to:

- At all times act honestly, with the utmost good faith and in the best interests of the Company, and not in the interests of some other person or body (ie family, friends, other outside interests);
- Use reasonable diligence in his/her attention to the business of the company and to exercise discretion and care;
- Uphold the reputation and good name whenever we represent our Company; and
- Comply with the RICHLAND GROUP's policies and procedures and uphold the Group's image at all times.

c) Conflict of interest, disclosure of potential conflicts

All employees must maintain the highest standard of integrity and must always uphold transparency in their professional conduct. Employees must not let their objectivity be compromised in any way by any form of personal vested interest or personal obligation to any external party.

All employees are required to avoid conflicts of interest between their obligations to RICHLAND GROUP and their personal affairs. Any relationship or activity which could or would influence, or appear to influence, performance of one's duties to RICHLAND GROUP, must be disclosed to the Country HR Manager for review and resolution.

All employees are prohibited from personally taking for themselves opportunities discovered through the use of Company information, position or property without the consent of the Board of Directors. No Company information, position or property may be used for improper personal gain and no employee may compete with RICHLAND GROUP directly or indirectly.

Such conflicts include, but are not limited to:

- I. Having any direct or indirect personal financial interest in any of RICHLAND GROUP's investment or project;
- II. Ownership by an employee or by a member of an employee's family who has a significant interest in any outside enterprise which does or seeks to do business with, or is a competitor of RICHLAND GROUP;
- III. Utilizing RICHLAND GROUP's funds for personal, immoral, unethical or unlawful purposes;

- IV. Acting as a broker or go-between or otherwise for the benefit of oneself or a third party in transactions involving or potentially involving RICHLAND GROUP or its interests; and
- V. Any other arrangements or circumstances, including via or directly through family or other close personal relationships, which might dissuade an employee from acting in the best interest of RICHLAND GROUP. Close members of the family of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with RICHLAND GROUP. For e.g., employee's spouse or children.

Employees must make upfront declaration to the HR Department upon such hire, referral or other related party transactions

d) Related Party Transactions

RICHLAND GROUP is required to identify related party relationships and disclose any related party transactions through HR or Risk and Compliance Department and the terms of arrangement.

A party is related to RICHLAND GROUP if:

- I. the party is an associate of RICHLAND GROUP;
- II. the party is a joint venture in which RICHLAND GROUP is a venturer;
- III. the party is a member or close member of the key management personnel (persons having direct or indirect authority and responsibility for planning, directing and controlling the activities of RICHLAND GROUP, including any director) of RICHLAND GROUP or its parent;
- IV. the party who is still on RICHLAND GROUP or its affiliates/entities' benefit plan (post-employment, e.g. on Garden Leave, pension plan etc.); and
- V. the party is an entity that is directly, or indirectly through one or more intermediaries:
 - controls, is controlled by, or is under common control with RICHLAND GROUP (this includes parents, subsidiaries and fellow subsidiaries);
 - has an interest in RICHLAND GROUP that gives it significant influence over RICHLAND GROUP; and
 - has joint control over RICHLAND GROUP.

e) Interested Person Transaction

Interested Person refers to Senior Management/Management, controlling shareholders and their associates.

An Interested Transactions refers to a transaction between an entity at risk (parent company of RICHLAND GROUP, any of its subsidiaries including RICHLAND GROUP) and an interested person.

All Interested Transactions with an Interested Person or possible Interested Person has to be reported to the respective Business Unit Board.

No Interested Person or his/her immediate family member who is an interested Person shall participate in any discussion or approval of any Interested Transactions, except that he/she may provide information on the Interested Transactions to the Audit Committee and the Board.

f) Gifts, Favours, Hospitality and Sponsorship

As a general principle, employees are discouraged from accepting or soliciting gifts from persons or companies with whom there is business relationship.

Whilst RICHLAND GROUP recognizes that the occasional acceptance or offer of modest gifts and hospitality may be a legitimate contribution to good business relationships, it is important that gifts or hospitality never influence business decision-making process, or cause others to perceive an influence.

If for reasons of good business conduct that such gift must be accepted, the said gifts must be surrendered to the HR Department (at country level) for the general benefit of RICHLAND GROUP and its employees. The employee, upon approval of the Management, may keep gifts with value **below S\$100** (or its equivalent).

g) Bribery and Corruption

RICHLAND GROUP has a clear position on bribery and corruption – it will not engage in bribery or corruption in any form. RICHLAND GROUP insists on honesty, integrity and fairness in all aspects of business and expects the same in our relationships with all those whom we conduct business.

The direct or indirect offer, payment, soliciting or acceptance of bribes in any form is unacceptable. The onus is on the employee to be cognizant of applicable anti-corruption and anti-bribery laws in the various jurisdictions where RICHLAND GROUP undertakes its operations.

At a minimum, anti-corruption and anti-bribery laws prohibit RICHLAND GROUP and any persons or entity acting on RICHLAND GROUP's behalf from making, authorizing, offering or promising to make a payment or transfer anything of value, including the provision of any service, gifts, kick-backs, or entertainment, to any government officials or personnel for the purpose of improperly obtaining or retaining business, favors, or for any other improper purpose or business advantage.

Employees are required to keep accurate books and records so that payments are clearly documented and Company funds are not used for illegal purposes. Specifically, all cash payments, reimbursement and donations to any external party must be properly recorded, authorized and acknowledged with receipt.

Employees are to refer to the Anti-Corruption Policy for details and procedures for handling and reporting a case or potential case.

h) Insider Information

A specific area of concern in investing is the improper use of inside information, or non-public information. The use of such information for one's financial benefit is a violation of RICHLAND GROUP's Code of Conduct and the Securities and Futures Act of Singapore.

For example, if you are aware that RICHLAND GROUP is about to make a purchase or other business decision that could affect the price of stock, employees should not buy or sell the stock until the information becomes public.

i) Compliance with International Trade Law

Wherever RICHLAND GROUP operates, we must respect and conform to each country's unique set of customs and business practices. We must also follow its laws and regulations. When business transactions involve more than one country, we must find the best way to comply with the laws and follow the customs of one country without violating that of another country. Wherever a possible conflict of law situation arises, we should always seek guidance from our legal counsel.

j) Environment, Health & Safety

RICHLAND GROUP strives to protect the environment, health and safety of our employees by ensuring compliance with relevant environmental laws and regulations and provides a safe and healthy workplace for our employees.

RICHLAND GROUP strives to do no environmental harm and each employee is responsible for observing sensible environmental practices. RICHLAND GROUP must maintain a drug-free and secure workplace where employees are attentive to hazard prevention. Employees are responsible to follow health and safety rules and to report to their respective supervisors/managers any accidents, injuries and unsafe practices, equipment or conditions.

2. Harassment

RICHLAND GROUP is committed to promote a safe and harmonious work environment for all employees in order to create and foster a work environment that minimizes and avoids any form of threatening or intimidating behavior among employees regardless of race, religion, disability, sex or age.

Harassment is unacceptable behavior at work and all employees irrespective of level must comply with the guidelines. Sexual, racial or religion harassment or harassment on grounds of age and disability constitute discrimination and are violations of relevant local laws.

Failure to comply will result in disciplinary action, ie including dismissal. .

Harassment may consist of, but not limited to the following:

- Humiliation, bullying, intimidation or threatening action which demeans or undermines the individual
- Physical conduct ranging from unwarranted or offensive touching to serious assault
- Racial abuse of a physical or verbal nature
- Verbal or written conduct such as derogatory or offensive comments, jokes, gossips, slurs, slanders, unwanted sexual invitations, advances and threats
- Visual display of obscene posters, photographs, cards, cartoons, graffiti, drawings, gestures or other offensive materials

- Demands or threats that an employee submits to sexual requests in order to keep his/her job, or to avoid some other losses, as well as offers of job benefits in return for sexual favors
- Undignified treatment, ridicule, marginalization of an individual due to his/her disability
- Retaliatory actions taken against an employee for reporting or threatening to report harassment

Any mediation and conflict must be reported and filed with the **Group HR Manager**, copying the **Risk and Compliance Director**.

In the event that the conflict cannot be resolved at the local/country level, it needs to be escalated to the Ethics Committee at the **group** level.

Employees may refer to the HR policy on Harassment for details on the procedure for handling harassment complaint.

3. Anti-Fraud and Whistle Blowing

RICHLAND GROUP takes fraud very seriously; all cases of fraud or suspected fraud will be vigorously and promptly investigated and appropriate actions will be taken. It is committed to the highest standard of ethical, legal and moral business conduct and strives to promote consistent organizational behavior by providing guidelines, and assigning responsibilities for the development of controls and conduct of investigations.

Employees may refer to the HR policy on Anti-Fraud and Whistle Blowing for details on the development of controls that will aid in the detection and prevention of fraud, malpractice, wrongdoings and other irregularities of the Company. It also provides the framework in which employees and external parties may raise concerns in confidence about fraudulent activities within the Company and offer reassurance that they will be protected from reprisals or victimization for whistle blowing in good faith without malice.

This section is intended to cover concerns over irregularities, malpractices, wrongdoings, including but not limited to:

- Breach of legal obligations and fundamental internal controls
- Reporting of improper or inappropriate conduct pertaining to accounting practices
- False or misleading financial reporting
- Abuse of power and authority
- Serious conflict of interest with concealment or without disclosure
- Disclosure of confidential and proprietary information to external parties
- Serious or improper conduct resulting in financial or non-financial loss to the Company or damage to the reputation of the Company and/or Senior Management
- Impropriety in the handling or reporting of money or financial transactions, corruption, acts of fraud, theft, misappropriation and misuse of properties, assets, resources or funds

To report any concerns in regards to the above-mentioned, you may write in to Eneco Ethics Committee at:

Email address – ethics.committee@enecoenergy.com

Employees may refer to the HR policy on Whistle Blowing for Reporting Procedures.

4. Disciplinary

This section stipulates the disciplinary framework for handling employees' disciplinary issues. Employees may refer to the HR policy on Disciplinary for details.

The objective of discipline is to maintain quality work standard and ensure a fair and just treatment of employees for a safe, harmonious and healthy work environment.

Employees must comply with terms and conditions of service, including rules and regulations as set out by RICHLAND GROUP. Should an employee breach a term/condition of service, the employee becomes liable for disciplinary action to be taken against him/her and to have due penalty imposed on him/her.

RICHLAND GROUP disciplinary framework shall be anchored on the following principles:

- a) employees shall be given the opportunity to explain and accorded the right to be heard when the disciplinary meeting is convened;
- b) all parties conducting disciplinary proceedings must be impartial and act without discrimination or prejudice;
- c) disciplinary proceedings shall be conducted in an orderly course and decisions explained to the employee concerned; and
- d) decisions on disciplinary issues must be made in good faith.

5. Confidentiality of Information/Non-Disclosure

Employees must maintain the confidentiality of confidential information entrusted to them by RICHLAND GROUP or its customers. Under no circumstances should an employee disclose, discuss or share information concerning RICHLAND GROUP's operations; which include but not limited to financial information, strategies or standards etc.

Confidentiality of information / non-disclosure may consist of, but not limited to the following:

- a. Employee shall not except as authorized or required by his/her duties reveal to any person, firm or company any of the trade secrets, secret or confidential operations, processes or dealings or confidential information of any Group Company or any information concerning the organization, business, finances, transactions or affairs of any Group Company which may come to his/her knowledge during his/her appointment hereunder and shall keep with complete secrecy all confidential information entrusted to him/her and shall not use or attempt to use any such information in any manner which may injure or cause loss either directly or indirectly to any Group Company or its business or may be likely to do so. This restriction shall

continue to apply after the termination of the Employees' employment without limit in point of time but shall cease to apply to information or knowledge which may come into the public domain.

- b. Employee shall not during the continuance of this Agreement make otherwise than for the benefit of any Group Company any notes or memoranda relating to any matter within the scope of the business of any Group Company or concerning any confidential information of any Group Company or any of its dealings or affairs nor shall the Employee either during the continuance of his/her employment or afterwards use or permit to be used any such notices or memoranda otherwise than for the benefit of any Group Company it being the intention of the parties hereto that all such notes or memoranda made by the Employee and confidential information shall be property of the Company or such other Group Company. Upon the termination of the Employees' employment, he/she shall return the said notes, memoranda and confidential information or provide evidence of its destruction to the satisfaction of the Company or such other Group Company.
- c. Employee shall keep all information whilst in the employment of the Company strictly confidential and shall not disclose the same to any third party without the written permission of the Company, except where such disclosure is required by law or government agencies acting under a government authority.

A breach against the Code of Confidentiality shall render an employee liable for disciplinary or legal action, as the case may be.

Employees are also under obligation to advise RICHLAND GROUP of any breach of confidentiality by any employee/persons, upon gaining knowledge of such breach.

Employee must promptly surrender, without demand, all information held in custody when the employee leaves the employment of RICHLAND GROUP. If an employee destroys or removes any information (whether in paper form or in electronic/email form) belonging to RICHLAND GROUP without any proper authorization, the action is considered as theft and shall render the employee liable for disciplinary or legal action, as the case may be.

6. Non-Solicitation

Employees shall not for a period of twelve (12) months after the termination or expiry of his/her employment, directly or indirectly, contact, approach, canvass, solicit or endeavour to take away any business or customers from RICHLAND GROUP or its Group of Companies in any way whatsoever.

Employees must not directly or indirectly recruit, solicit or induce any other employee of RICHLAND GROUP to terminate his or her employment with RICHLAND GROUP or otherwise to act contrary to the interests of RICHLAND GROUP.

Employees should not offer to be employed or retain as an independent contractor or agent or any such person when approached by a former employee of RICHLAND GROUP.

7. Company Properties

Use of Company's Personal Computer, phone, email & internet

The use of RICHLAND GROUP's computer, phone, email and internet is strictly for official purposes. Employees are prohibited to surf internet other than for work related purpose. Pornographic material, pirated or unauthorized software is strictly prohibited. Disciplinary action will be taken against those who violate the rules.

Use of common tools, equipment and Company-issued items

Employees are to be mindful on the handling and maintenance of all tools and equipment entrusted for their use in connection with work requirement. Employees found tempering or mishandling the common tools and equipment will be subjected to disciplinary action.

Employees should not to be involved in personal activities that will lead to potential areas of conflict with RICHLAND GROUP. This refers to utilization of Company's assets e.g. Company computer and resources are solely for RICHLAND GROUP's work.

Employees must take all possible care to prevent loss or damage to any Company property or items issued in the course of work; including but not limited to laptop, computer, vehicle, equipment, uniform, safety boots, employee passes, door access card, door, cabinet and drawer keys etc. RICHLAND GROUP reserves the right to recover any replacement cost (with administrative charge) or repair cost as a result of an employee's improper handling.

8. Social Media

This section sets out a policy to guide employees on the proper discipline, manner and procedure on all communication to or via the media and to external public at large, to ensure that RICHLAND GROUP's interest, image and credibility are not compromised. Employees shall not communicate to the media or public at large about RICHLAND GROUP, its customers, business and employees when the communication is solely an expression of the employee's individual opinion.

Employees are reminded that there are proper channels within RICHLAND GROUP to raise grievances relating to work matters and RICHLAND GROUP's affairs. Employees should use these channels of communication so that their grievances can be resolved in a constructive manner within RICHLAND GROUP. Employees should not raise grievance via the social media or at public forums.

Employees may refer to the HR policy on Social Media for details.

9. Secondary Employment

Employees should faithfully perform the duties assigned and not engage in any other employment or business activity while employed by RICHLAND GROUP that might interfere with their full-time performance of their duties for RICHLAND GROUP or cause a conflict of interest.

Secondary employment means any employment with an organization other than RICHLAND GROUP and includes self-employment, independent contracting or consulting or employment by a family-owned company.

Secondary employment encompasses casual, part-time and full-time work, shift work. All such cases constitute secondary employment regardless of the duration of the employment. Secondary employment includes employment already held by a person at the time of their initial employment by RICHLAND GROUP.

Activities outside working hours are personal to employee themselves. However, as a responsibility to RICHLAND GROUP, employees must ensure that they faithfully perform the duties assigned and will not engage in any other secondary employment outside of RICHLAND GROUP that might interfere with his/her performance of duties for RICHLAND GROUP or cause a conflict of interest.

Disciplinary actions will be taken if the employee failed to disclose on his/her secondary employment.

Process for Approval of Secondary Employment

All requests for approval of secondary employment must be made in writing to the HR Manager who shall confirm in writing, if approval has been given.

10. Representation

Employees are the human corporate face of RICHLAND GROUP as they are the people who interact with the customers, business associates, vendors and other external parties. Employees are expected to dress appropriately so as to project a smart and professional corporate image for RICHLAND GROUP.

Employees who are in **uniform** must uphold the image of RICHLAND GROUP and conduct themselves in a professional manner at all times; regardless if it is within or outside official work hours.

Employees must adhere to these basic principles of appropriate dressing at all times:

- a) The attire must be **clean** and **neat** to project the professional environment of an organization; and
- b) The attire must be **decent** and must not be offending, taking into consideration the norms and expectations of the public.