

SPRITZER

SPRITZER BHD

Registration No. 199301010611 (265348-V)
(Incorporated in Malaysia)

**CONFLICT OF INTEREST
POLICY**

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CONFLICT OF INTEREST (COI) POLICY

1. INTRODUCTION

Spritzer Bhd (“the Company”) and its subsidiaries (collectively referred to as “the Group”) recognise and are committed to maintaining, observing and practicing high ethical standards of professionalism and integrity at all times in respect of the conduct of its business and operations.

The Directors and Key Senior Management of the Group are expected to discharge their duties in a professional, honest and ethical manner at all times, and to avoid any conflict or potential conflict between their personal interests and the Group’s interest.

The objective of this Policy is to ensure that the proper processes and procedures are adhered to and undertaken by the Directors and Key Senior Management of the Group (as defined in clause 3 below) in respect of circumstances which could give rise to conflicts of interest (COI) including circumstances which, arising from such interest, could entail the entry by the Group into Related Party Transactions (as defined in clause 3 below).

2. SCOPE

This Policy applies to all Directors and Key Senior Management of the Group and includes the Chief Executive Officer, Chief Financial Officer, Chief Operations Officer of any Group Company or any other person primarily responsible for the management of any Group Company.

3. DEFINITIONS

“COI” generally refers to situations where –

- (a) the interests of the said person (who is often a person in a position of trust), interfere, or appear to interfere, with the interests of the listed issuer or its subsidiaries (“listed issuer group”); or
- (b) the said person has interests that may make it difficult to perform his or her role objectively and effectively.

“CA” means the Companies Act 2016.

“Company” means Spritzer Bhd [Registration No. 199301010611 (265348-V)].

“Group” means the Company and its subsidiaries.

“Group Companies” mean the companies or entities within the Group and “Group Company” shall mean any one of them.

“Related Party Transaction” means a transaction entered into by the Company or its subsidiaries which involves the interest (direct or indirect) of a related party, as defined in the LR.

“LR” means the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

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- Conflict of Interest Policy

4. GUIDING PRINCIPLES

- a. All Directors and Key Senior Management shall act in the best interest of the Company and in the event of any conflict between his/her duty to act in the best interest of the Company and his/her personal interest, he/she shall not subordinate his/her duty to act in the best interest of the Company against his personal interest.
- b. All Directors and Key Senior Management shall refrain and avoid placing themselves in a position of COI and where this is unavoidable, the Directors or Key Senior Management should make the relevant declaration.
- c. In respect of directorship/employment with other organisations/entities, exceptional consideration will be taken in relation to this where such directorship/employment/ arrangement relates to family businesses or companies including unincorporated entities such as social or community related clubs or associations.
- d. All Directors and Key Senior Management must protect the confidential business information of the Group and never use it for their own benefit or the benefit of other persons or to recommend or cause a third party to do so.
- e. All Directors and Key Senior Management must not make use of his/her position in the Group to influence a business decision by the Group that may result in personal gain or benefit to the director or employee, their family member or persons connected to them.
- f. Business decisions made by all Directors and Key Senior Management must be based on integrity, sound judgement and ethical practices and not be influenced by personal interest.

5. CIRCUMSTANCE WHICH CONSTITUTE OR GIVE RISE TO COI

A COI may be direct or indirect, may be actual or potential and may be financial or non-financial.

COI situations may take many forms. Examples of situations (non-exhaustive) where a conflict of interest could arise are as follows:

- (a) where a Director or Key Senior Management is interested in a contract or proposed contract with a Group Company;
- (b) where a Director or Key Senior Management holds another office or possesses any property where duties or interests are created which may conflict with his duties and interests as a Director;
- (c) where a Director or Key Senior Management uses the Group's property, information or position for personal gain; and
- (d) where a Director or Key Senior Management takes advantage of any opportunity which may be given to the Group.

6. STEPS TO OBSERVE IN DEALING WITH COI SITUATIONS

Contracts with the Group

Directors and Key Senior Management are permitted to deal with the Group on the condition that full disclosure is made to the Group Company and shareholder approval is obtained where required under the CA and the LR and/or any relevant regulatory requirements. The CA and LR also provide specific criteria and thresholds which, when triggered, will require the consent of shareholders of the Company at general meeting.

Duty of disclosure and recusal

- (a) A Director or Key Senior Management having an interest, direct or indirect, in any material transaction or arrangement with the Group, or, holding any office or possessing any property where duties or interests as Director or Key Senior Management may be created in conflict with his/her duties or interests as Director or Key Senior Management of the Group Company, shall, as soon as practicable after the facts have come to his/her knowledge, or, after becoming a director/key senior management or possessing the property (as the case may be), declare the nature, character and extent of his/her interest and conflict to the Board by way of written notice to the Board and the Company Secretary; and, if the transaction or arrangement was being deliberated at a Board meeting, before the commencement of that deliberation.
- (b) The Director or Key Senior Management is also required to make the disclosure where the material transaction or arrangement involves the interest of his/her spouse and/or a child (including adopted child or stepchild).
- (c) Where there is any change in the nature and extent of the Director's or Senior Management's interest subsequent to the disclosure, he/she shall make a further disclosure of such changes.
- (d) The interested Director or Key Senior Management shall not be present during the deliberations at the Board meeting to consider the material transaction or arrangement and shall not participate in the discussions or voting of the resolution to approve the transaction or arrangement. If present at the start of the meeting, the individual concerned shall withdraw from the meeting and leave the room. The Chairman and the remaining Directors can then deliberate and vote on the resolution to approve the transaction or arrangement. The interested Director can however be counted to meet the quorum at the Board meeting save where the sole agenda at the meeting relates to the aforementioned material transaction or arrangement.

Compliance with CA and LR requirements

The interested Director or Key Senior Management shall comply with all COI requirements under the CA, and, to the extent that the interest of the individual gives rise to a Related Party Transaction, the Group's COI and Related Party Transactions Procedures and Guidelines, requirements under the LR or any other relevant regulatory requirements, where applicable.

7. RECORDS MAINTENANCE

The Company Secretary shall record every COI disclosure made by the interested Director or Key Senior Management (where applicable) in the minutes of the meeting at which the declaration was made or, if the declaration was made outside meeting times, in the minutes of the next meeting.

These records shall be made available for inspection by auditors or other regulatory authorities upon request.

Spritzer Bhd.
Registration No. 199301010611 (265348-V)
- Conflict of Interest Policy

8. POLICY REVIEW

This Policy will be subject to review and revision from time to time as and when the need arises but in any event at least once every three years.

This Policy has been adopted by the Board of Directors and shall come into force with effect from 28 February 2024.