



NTT DATA Payment Services Sdn. Bhd.
(formerly known as GHL Systems Sdn. Bhd.)
Group Directors' Conflicts of Interest Policy

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INTRODUCTION

- 1.1 The principle about conflicts of interest flows directly from the position of directors as fiduciaries.
- 1.2 As fiduciaries, directors are required to act in the best interest of the company at all times and must avoid placing themselves in a position where they have a personal interest or an inconsistent engagement with a third party, except with the company's fully informed consent.
- 1.3 The objective of this Group Directors' Conflicts of Interest Policy ("Policy") is to ensure that the proper processes and procedures are adhered to and undertaken by the Directors (as defined below) of NTT DATA Payment Services Group of Companies (as defined below) in respect of circumstances which could give rise to conflicts of interest including circumstances which, arising from such interest, could entail the entry by the Group into Related Party Transactions (as defined below).

SCOPE

- 1.1 This Policy applies to all Directors and the Chief Executive Officer and Chief Financial Officer of any Group Company (as defined below) or any other person primarily responsible for the management of any Group Company.

DEFINITIONS

"CA" means the Companies Act 2016.

"Company" means NTT DATA Payment Services Sdn Bhd [Registration No. 199401007361 (293040-D)].

"Director" for purposes of this Policy means a director of the Company and includes the Chief Executive Officer, Chief Financial Officer and Chief Operation Officer of the Company or any other person primarily responsible for the management of the Company.

"Group" means the Company its related corporations as defined under the Companies Act 2016, and any other entities within NTT DATA Group for which the Company provides management oversight and strategic direction as the regional headquarters, now and in the future (the "Group") is dedicated to upholding the principles and standards of NTT DATA Group.

"NTT DATA Group" refers to NTT DATA Group Corporation and its consolidated 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.

CIRCUMSTANCES WHICH CONSTITUTE OR MAY GIVE RISE TO CONFLICTS OF INTEREST

- 4.1 A conflict of interest may be actual or potential and may be financial or non-financial.
- 4.2 Conflict of interest situations may take many forms. Examples of situations (non-exhaustive) where a conflict of interest could arise are as follows:
- (a) where a Director is interested in a contract or proposed contract with a Group Company;
 - (b) where a Director 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 uses the Group's property, information or position for personal gain; and
 - (d) where a Director takes advantage of any opportunity which may be given to the Group.

STEPS TO OBSERVE IN DEALING WITH CONFLICTS OF INTEREST SITUATIONS

1. Contracts with the Group

Directors 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/or any relevant regulatory requirements. The CA and provide specific criteria and thresholds which, when triggered, will require the consent of shareholders of the Company at general meeting.

2. Duty of Disclosure and Recusal

- (a) A Director 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 may be created in conflict with his duties or interests as director of the Group Company, shall, as soon as practicable after the facts have come to the Director's knowledge, or, after becoming director or possessing the property (as the case may be), declare the nature, character and extent of the Director's interest and conflict to the Board to all members of 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 is also required to make the disclosure where the material transaction or arrangement involves the interest of the Director's 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 interest subsequent to the disclosure, the Director shall make a further disclosure of such changes.

- (d) The interested Director 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 Director 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 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.

3. Compliance with CA Requirements

The interested Director shall comply with all conflicts of interest requirements under the CA, and, to the extent that the interest of the Director gives rise to a Related Party Transaction or any other relevant regulatory requirements, where applicable.

RECORDS MAINTENANCE

- 5.1 The Company Secretary shall record every conflicts of interest disclosure made by the interested Director 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.
- 5.2 These records shall be made available for inspection by auditors or other regulatory authorities upon request.