1.0 Purpose

1.1 Stratus Global Holdings Berhad (the "Company" or "STRATUS") and its subsidiaries (collectively, the "Group") are committed to maintaining, observing and practicing the highest standards of transparency, integrity and ethics in the conduct of its business operations. In line with this commitment, the Directors and Employees are expected to act in the best interests of the Group and free from any personal, financial, non-financial or other conflicts that may compromise their judgement or impartiality.

1.2 The purpose of this Conflict of Interest Policy ("Policy") is to establish and maintain a robust framework consisting of well-defined processes and procedures that are diligently adhered to and undertaken by the Directors and Employees in respect of circumstances which could give rise to conflict of interest ("COI") within the Group. This Policy aims to effectively identify, manage and prevent any actual, potential or perceived COI, as well as to safeguard the reputation and credibility of the Group.

1.3 This Policy also serves as a guide to the Board of Directors ("Board"), the Audit Committee ("AC") and Senior Management in overseeing and reviewing the COI situations that arose, persist or may arise within the Group.

1.4 This Policy should be read in conjunction with the Group's **Code of Conduct and Ethics**, **Related Party Transaction Policy**, **Anti-Bribery and Anti-Corruption Policy, Whistleblowing Policy and Procedures** and Issuers Communication Note No. 1/2023 of Bursa Malaysia Securities Berhad ("Bursa Securities").

1.5 This Policy has been formulated with reference to the applicable laws, regulations and governance frameworks in Malaysia, including but not limited to the Companies Act 2016, the Malaysian Anti-Corruption Commission Act 2009, Bursa Malaysia Securities Berhad Main Market Listing Requirements and the Malaysian Code on Corporate Governance.

2.0 Scope

2.1 This Policy is applicable to all entities within STRATUS Group of Companies.

2.2 Where a Conflict of Interest involves a Related Party Transaction, the procedures prescribed under the Group's Related Party Transaction Policy, Chapter 10 and Practice Note 12 of the Listing Requirements shall be applied.

2.3 This Policy is applicable to the following parties:

a) Members of the Board including all independent or non-independent directors and alternate directors of the Group (collectively, the "Directors");

b) Senior Management, managers and employees, who are employed full time, part-time, on probation, contractually or temporarily by the Group (collectively, the "Employees") and

c) Legal Representative of the Group

3.0 Definition

3.1 **"Conflict of Interest" or "COI"** refers to a situation in which a person has competing interests and the serving of one interest could improperly influence the performance of duties, and which may be at the detriment and/or personal gain to another. A COI is generally divided into three (3) categories:

a) **"Actual conflict of interest"** refers to direct or real conflict between a person's duties to the Group and a competing personal interest.

b) **"Potential conflict of interest"** refers to a situation where a person's private interest could potentially develop to influence the exercise of one's power or performance of duties to the Group.

c) **"Perceived conflict of interest"** refers to a situation where others may reasonably perceive, or give the perception, that a COI exists which could affect one's decision or responsibility.

3.2 **For** the purpose of this Policy, **"Family Members"** means the spouse, parent, siblings, child (including adopted or stepchild), grandparents, grandchildren, in-laws, nephews, nieces, uncles or aunts.

4.0 Responsibilities

4.1 All Directors and Employees are responsible for identifying and managing COI on an ongoing basis and are required to:

a) Comply with this Policy and other applicable policies and guidelines relating to the identification, documentation, escalation and management of COI;

b) Act honestly, with integrity and transparently, while exercising sound judgment and discretion in their actions;

c) Avoid, whenever possible, situations or decisions which could give rise to actual or potential COI and abstain from the decision making process and refraining from attempting to influence such decisions any further; and

d) Immediately declare any actual or potential COI that they may have with the Group, in accordance with the procedures set out in this Policy

5.0 Policy Statement

5.1 Directors and Employees are expected to make business decisions in the best interest of the Group. In the event of any conflict between the Director or Employee's duties to act in the best interest of the Group and his/her personal interest, he/she must always make decisions with the Group's interest as the top priority.

5.2 Directors and Employees shall avoid placing themselves in a position of actual, potential or perceived COI, which might affect their judgement or impartiality when performing their duties. Where this is unavoidable, the Directors and Employees shall make the relevant declaration of COI before any contract is entered into or any transaction is carried out.

5.3 Directors and Employees must protect the Group's confidential business information, resources and assets, Directors and Employees shall never use it for their own benefit or for the benefit of their family members or any other person.

5.4 Directors and Employees must not make use of their position in the Group to influence business decisions made by the Group for their personal gains or for the advantage of their family member or any person connected to them.

5.5 Directors and Employees who find themselves in a situation of actual or potential COI, whether direct or indirect, must declare the nature of the conflict using the Conflict of Interest Declaration Form. This includes financial interests, relationships, or affiliations that could affect their impartiality in decision making.

5.6 If a Director or Employee is found to have any actual or potential COI but failed to declare it, he/she is in violation of this Policy and the Group's Code of Conduct and Ethics, and may be subjected to legal proceedings or disciplinary actions including termination of employment or service with the Group.

5.7 As it is not possible for this Policy to account for all activities that might give rise to COI, Directors and Employees are expected to exercise sound judgment and seek to adhere to the intent of this Policy.

6.0 Identification of Conflict of Interest

6.1 A COI situation arises when a Director or Employee has personal interest that could be seen to have the potential to interfere with their objectivity in performing their duties and exercising judgement on behalf of the Group. COI can arise in various forms, including but not limited to:

6.1.1 Equity ownership in entities having a business relationship with the Group

a) financial interest or equity ownership in a supplier, customer, competitor or any other privately-owned entity that has a business relationship with the Group.

b) An exception is made for shares held in publicly quoted companies whereby holding is not substantial (equity ownership of less than 5%) and the interest is not likely to impair the objectivity of the Director or Employee concerned.

6.1.2 Dealings with entities having a business relationship with the Group

a) Directors, Employees and their family members are prohibited from receiving commissions from suppliers, customers, competitors or other entities that has a business relationship with the Group.

6.1.3 Personal gain through business related opportunities with the Group

a) Directors, Employees and their family members may enter into business dealings with Group entities provided such dealings are disclosed and approved in accordance with RPT and COI requirements.

b) Directors and Employees must not use their position in the Group for personal gain, and engaging in any form of competition with the Group for business opportunities.

c) Directors and Employees must not hire, recommend hiring, exert influence over hiring decisions, supervise, affect terms and conditions of employment or influence the management of any family members engaged by the Group. Family members of Directors or Employees may be hired as Employees only if the appointment is based on qualification, performance, skills and experience, and in accordance with the Group's hiring policies and procedures.

6.1.4 Outside employment and activities outside the Group

a) Directors and Employees shall not, without the prior consent from the Human Resource Department, Finance Director (or equivalent designated personnel), Chief Executive Officer, or Board (as the case may be), be engaged in any capacity in any trade, private business or occupation other than what they have been employed for with the Group.

b) Executive Directors and Employees shall not accept employment for a second job with a customer, supplier, competitor, manufacturer, consulting firm or service organisation involved with the Group's product and/or service unless with the prior written approval of the aforementioned parties.

c) Executive Directors and Employees shall not hold directorships in any customer, supplier, or competing companies, where such directorship may influence decisions or course of actions of the Group, unless with the prior written approval of the aforementioned parties.

6.1.5 Directorships in common

a) Directors serving in the board of another company may lead to disclosure of confidential information obtained by reason of being a Director of the Group.

b) The agreement of the Board shall be obtained before accepting any external commitments that may result in a COI situation.

6.1.6 **Personal use of the Group's assets**

a) Directors and Employees shall not use property or resources of the Group for their own personal purpose or business.

b) Directors and Employees shall not channel the Group's confidential information or resources for personal gain or for the benefit of any other person outside the Group.

7.0 Declaration of Conflict of Interest

7.1 Directors and Employees who find themselves in a situation of actual or potential COI, whether direct or indirect, must declare the nature of the conflict using the **Conflict of Interest Declaration Form**, which can be downloaded from the Group's Intranet or obtain a copy from the Corporate Finance Department (or equivalent designated department).

7.2 The completed form shall be submitted electronically or via hardcopy to the Corporate Finance Department (or equivalent designated department). The Corporate Finance Department (or equivalent designated department) are responsible for ensuring completeness and compliance of the COI declaration, while maintaining confidentiality throughout the process.

7.3 The declaration of COI is mandatory and shall be made at the following points in time:

a) **Initial Declaration:** Upon joining the Group, Directors and Employees are required to declare any actual or potential COI within one (1) month after the onboarding date.

b) **Annual Declaration:** On annual basis, Directors and Employees are required to submit an annual declaration of any potential or actual COI, even if no conflict exists, to ensure ongoing compliance with this Policy.

c) **Ongoing Declaration:** If an actual or potential COI situation arises in incidental or ad hoc circumstances and was not declared in the annual declaration, Directors and Employees must immediately declare the nature of the conflict as soon as practicable.

7.4 Failure to declare a COI, providing false information, or engaging in activities that conflict with the interests of the Group without proper disclosure may result in disciplinary action, up to and including termination of employment or service with the Group.

7.5 Company Secretary shall record each instance of COI disclosure made by the conflicted Director and Senior Management in the minutes of meeting during which the declaration was submitted. In cases where the declaration is made outside of meeting times, the disclosure will be documented in the minutes of the subsequent meeting.

7.6 All COI declarations and related documentation shall be retained for a minimum period of seven (7) years and be made available for inspection by the Company's auditors, regulator, in needed. The Corporate Finance Department (or equivalent designated department) shall ensure proper maintenance and retention of these documentation to facilitate scrutiny of the COI matter by regulators or auditors. Such documentation should be readily accessible to regulators and other relevant parties upon request.

8.0 Management of Conflicts of Interest

8.1 **For Employees:**

8.1.1 The Corporate Finance Department (or equivalent designated department) shall review all submitted declarations to assess the risks associated with the declared conflicts. Upon identifying a conflict, the Corporate Finance Department (or equivalent designated department) shall formally communicate the

details of the conflict to the Employee's immediate manager/supervisor and respective Head of Department, or the Board (for Senior Management).

8.1.2 The Audit Committee shall periodically review materiality of the COI declarations and report any significant findings to the Board.

8.1.3 The conflicted Employee, along with their immediate manager/supervisor and the respective Head of Department, or the Board (for Senior Management) must take reasonable steps to manage the conflict and mitigate its impact on the negotiation, discussion, or decision making process. The participation of the Employee with conflict should be limited and restricted. Such limitation or restriction should include, but is not limited to the following:

a) Abstaining from the matter, including any involvement, discussion and/or during the decision making process;

b) Limiting access to sensitive information related to the conflict; and

c) If necessary, re-arranging duties or responsibilities to a non-conflicting function.

8.2 **For Directors:**

8.2.1 Corporate Finance Department (or equivalent designated department) shall compile all submitted declarations and formally communicate the details of any conflict to the AC.

8.2.2 The AC shall review all submitted declarations, assess the risks associated with the declared conflicts and propose reasonable steps to manage the conflict and mitigate its impact on the discussion, or decision making process.

8.2.3 After consultation and review by the AC, the conflicted Director shall abide by the AC's determination on the appropriate steps and measures to manage, resolve or eliminate the actual or potential COI. The participation of the conflicted Director should be limited and restricted. Such limitation or restriction should include, but is not limited to the following:-

a) Abstaining from any involvement whatsoever in the matter;

b) Refraining from discussions regarding the matter;

c) Continue to receive board papers and other relevant information unless the Board Chairman or the Board determine otherwise; and

d) Abstaining from voting on the decision.

9.0 Reporting a Violation of this Policy

9.1 If there is any doubt regarding this Policy, it should be raised to Corporate Finance Department (or equivalent designated department).

9.2 Directors and Employees are encouraged to report any concerns or violations of this Policy to their immediate manager/supervisor or the AC (for Directors) at first instance.

9.3 However, where any individual who feels uncomfortable in raising their concern in this manner, wish to remain anonymous or unsatisfied with the response received, the concern can be raised using the procedures provided for in the Group's **Whistleblowing Policy and Procedures**, which can be obtained from the Group's website.

10.0 Review and Amendment to this Policy

10.1 This Policy and its relevant procedures will be reviewed periodically and updated as and when necessary, i.e. when the current management system is found to be inadequate or when there is a change in laws and regulations, environment or circumstances in which the Group operates.

10.2 Any revision or amendment to this Policy shall first be presented to the Board for approval. Upon the Board's approval, the said revision or amendment shall form part of this Policy.

10.3 Briefing or training shall be provided to communicate the duly revised or amended Policy to Directors and Employees. The duly revised or amended Policy shall also be notified to other relevant stakeholders accordingly and disclosed in the Group's website.

Reviewed and approved by the Board on 28 November 2025.

Conflict of Interest Declaration Form (Directors)

Part 1 – Declaration of Interest

1. I have read STRATUS's Conflict of Interest Policy and I acknowledge that I am required to comply with the said Policy.

2. I acknowledge that I have the responsibility to disclose to the Board of STRATUS in writing all actual or perceived conflicts of interest that may exist while I am a Director or for the duration of my relationship, arrangement, contract or agreement with STRATUS.

3. I agree to notify STRATUS in writing, immediately if any new situations or actions develop that may be regarded as a potential related party and/ or conflict of interest situation.

4. I have checked the appropriate box below and I hereby declare that all statements or declarations contained herein are true. **(Please check one box only)**

☐ I (and/or any of my family members) **have no** potential conflict of interest, nor am I involved in anything that may be considered to be a perceived conflict of interest.

☐ I (and/or any of my family members) **have** potential conflict of interest or a perceived conflict of interest. A comprehensive list, with full particulars of the related parties and/or conflicts or perceived conflicts, is hereby attached.

Signature:

_____

Name:

Position:

Date

Part 2 – Disclosure of Interest (Directors)

Name: _____

Nationality: _____

Disclosure as at: _____

A1 – List of companies within STRATUS where I hold directorship and/ or shares in

Name of companies	Nature of business	Types of business (A)	Nature of interest (Director/ Shareholder)	No. of shares held		Shareholdings (%)	
				Direct	Indirect	Direct	Indirect

A2 – List of family members* that have interest(s) in STRATUS and/ or its subsidiaries (if any)

Family member (s) (B)	Relationship	Name of company	Nature of business	Types of business (A)	Nature of interest (Director/ Shareholder)	No. of shares held		Shareholdings (%)	
						Direct	Indirect	Direct	Indirect

Note

(A) Sole proprietorship/ partnership/ corporation/ others, please describe

(B) Family members refers to spouse, parent, siblings, child (including adopted or stepchild), grandparents, grandchildren, in-laws, nephews, nieces, uncles or aunts.

B1 – Other interests of Director and/or person(s) connected which have transactions with STRATUS and its subsidiaries (if any)

Name of connected person	Name of company	Nature of business	Nature of interest (Director/ Shareholder)	Types of business (Sole Proprietorship/ Partnership/ Corporation/ Others, pls describe)

B2 – Details of transaction between other interests of Directors and/or person(s) connected with STRATUS and its subsidiaries (if any)

Nature of transaction	Seller/ Provider	Buyer/ Recipient	Transacted Amount (MMMM YYYY – MMMM YYYY)	Outstanding balance exceeding credit term as at DD MMMM YYYY

C – Potential conflict of interest

Nature of Conflict	Details

Conflict of Interest Declaration Form (All Employees)

Part 1 – Declaration of Interest

1. I have read STRATUS's Conflict of Interest Policy and I acknowledge that I am required to comply with the said Policy.

2. I agree to notify STRATUS in writing, immediately if any new situations or actions develop that may be regarded as a potential conflict of interest situation.

3. I have checked the appropriate box below and I hereby declare that all statements or declarations contained herein are true. **(Please check one box only)**

☐ I (and/or any of my family members) **have no** conflict of interest to declare, nor am I (and/or any of my family members) involved in any dealing, employment or whatsoever that may give rise to a perceived conflict of interest as defined in the STRATUS's Conflict of Interest Policy.

☐ I (and/or any of my family members) **have** one or more conflicts of interest or perceived conflicts of interest to declare, as defined in the STRATUS's Conflict of Interest Policy. A comprehensive list, with full particulars of the conflicts or perceived conflicts, is hereby attached.

Signature:

_____

Name:

Position:

Date

Part 2 – Disclosure of Interest (All employees)

Name: _____

Nationality: _____

Disclosure as at: _____

A1 – List of companies where I hold directorship and/ or shares in (if any)

Name of companies	Nature of business	Types of business (A)	Nature of interest (Director/ Shareholder)	No. of shares held		Shareholdings (%)	
				Direct	Indirect	Direct	Indirect

A2 – List of family members* that have interest(s) in STRATUS and/ or its subsidiaries (if any)

Family member(s) (B)	Relationship	Name of company	Nature of business	Types of business (A)	Nature of interest (Director/ Shareholder)	No. of shares held		Shareholdings (%)	
						Direct	Indirect	Direct	Indirect

Note

(A) Sole proprietorship/ partnership/ corporation/ others, please describe

(B) Family members refers to spouse, parent, siblings, child (including adopted or stepchild), grandparents, grandchildren, in-laws, nephews, nieces, uncles or aunts.

B1 – Other interests of Employee and/or person(s) connected which have transactions with STRATUS and its subsidiaries (if any)

Name of connected person	Name of company	Nature of business	Nature of interest (Director/ Shareholder)	Types of business (Sole Proprietorship/ Partnership/ Corporation/ Others, pls describe)

B2 – Details of transaction between other interests of Employees and/or person(s) connected with STRATUS and its subsidiaries (if any)

Nature of transaction	Seller/ Provider	Buyer/ Recipient	Transacted Amount (MMMM YYYY – MMMM YYYY)	Outstanding balance exceeding credit term as at DD MMMM YYYY

C – Potential conflict of interest

Nature of Conflict	Details