



PETRONAS

PETRONAS

Code of Conduct and Business Ethics

Country Supplement: **VIETNAM**

The PETRONAS Code of Conduct and Business Ethics Country Supplement: Vietnam, is a specific reference for use in Vietnam. It does not describe all applicable laws or PETRONAS policies, or give full details on any particular law or policy. It does not constitute legal advice. It does not constitute or create a contract of employment. PETRONAS reserves the right to modify, revise, cancel or waive any policy, procedure or condition without notice and without revision of the PETRONAS Code of Conduct and Business Ethics. Moreover, the provisions of the Code of Conduct and Business Ethics may be modified by PETRONAS to adapt them to local laws and conditions.

Contents

Part I: Core Values and Culture

1. Application.....	5
2. Corporate Values and Culture.....	6
3. Definitions.....	7

Part II: Duties of Good Faith, Fidelity, Diligence and Integrity

Part II A: Conflict of Interest	8
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Part II B: Fighting Corruption and Unethical Practices	8
---	---

Part II C: Assets of PETRONAS

1. Responsibility for Assets, Facilities, Resources and Records	9
---	---

Part II D: Confidentiality Obligations/Intellectual Property/Public Communications

1. Confidentiality Obligations	10
--------------------------------------	----

Part II E: Confidentiality Obligations/Intellectual Property/Public Communications

1. Outside Employment or Business Activities.....	12
2. Public Service, Recreational, Sports, Union and Community Activities....	13
3. Political Activities.....	14
4. Prohibition of Action as Editor of Newspapers or Any Form of Publication.....	16
5. Participation in Media.....	16

Part III: Workplace Culture and Environment

1. Unlawful Discrimination	17
2. Dress Code	18
3. Sexual Harassment.....	20
4. Substance Misuse (Drug and Alcohol Abuse).....	21

Contents

Part IV: Discipline, Disciplinary Process and Sanctions

1. Labour Disciplinary Policy	22
2. Forbidden Actions when Imposing Disciplinary Measures in the Workplace	24
3. Time Limit for Taking Disciplinary Measures at Work	24
4. Disciplinary Measures and Procedures of Application of Disciplinary Measures.....	25

Country Supplement: **Vietnam**

Part I: Core Values and Culture

1. Application

- 1.1** Save as required by law, the Code of Conduct and Business Ethic (the **"Code"** or **"CoBE"**) (as supplemented by this Country Supplement for PETRONAS subsidiary in Vietnam) does not form part of your contract of employment, letter of appointment, statement of work or equivalent document.

In the event of a conflict between the Code (as supplemented by this Country Supplement) and your contract of employment, letter of appointment, statement of work or equivalent document, your contract of employment, letter of appointment, statement of work or equivalent document shall prevail.

2. Corporate Values and Culture

- 2.1** In the case of any Chairman of the Board of Members, the Director/ General Director, other executives, legal representatives and Controllers of any of PETRONAS' Vietnam subsidiaries, the duties set out in Part I paragraph 2.2 of the Code are without prejudice to the general duties of Chairman of the Board of Members, the Director/General Director, other executives, legal representatives, and Controllers set out in Article 71, or Article 83 or Article 165 of the 2020 Law on Enterprises subject to the type of company of the PETRONAS' Vietnam subsidiary.

3. Definitions

- 3.1** Part I paragraph 3.4 of the Code shall in Vietnam be deleted and replaced with the following:

For the purposes of the Code the term “employee” shall include any person who has entered into or works under an agreement with PETRONAS, is paid, managed and supervised by PETRONAS, including but not limited to director, executives, non- executives, secretaries, secondees, and individuals on direct hire.

- 3.2** For the avoidance of doubt, whenever the term “PETRONAS” is used throughout this Code (as supplemented by this Country Supplement), it shall be interpreted to mean the relevant PETRONAS group company or companies with which you have a contract of employment, letter of appointment, statement of work or equivalent document. Nothing in this Code (as supplemented by this Country Supplement) is intended to, or shall be deemed to, establish any direct relationship of employment, appointment, engagement or service between you and other PETRONAS group company.

Part II: Duties of Good Faith, Fidelity, Diligence and Integrity

Part II A: Conflict of Interest

- 1.1** In the case of any Chairman of the Board of Members, the Director/ General Director, other executives, legal representatives, and Controllers of any of PETRONAS' Vietnam subsidiaries and its family/ household, the duties set out in Part II A of the Code are without prejudice to the duties set out in Article 67, or Article 86, or Article 167 of the 2020 Law on Enterprises subject to the type of company of the PETRONAS' Vietnam subsidiary.

Part II B: Fighting Corruption and Unethical Practices

- 1.1** In addition to the duties regarding fighting corruption and unethical practices as set out in Part II B of the Code, you are also required to comply with the Criminal Code of Vietnam. A failure to comply with the Criminal Code of Vietnam may result in criminal penalties and/ or disciplinary action and/or termination of employment contract.

Part II C: Assets of PETRONAS

1. Responsibility for Assets, Facilities, Resources and Records

- 1.1** Paragraph 16.4 of the Code regarding recovery of financial loss caused by employee, by way of wage payment or deductions, is only applied in case the employee causes damage to tools, equipment or commits other acts to cause damage to PETRONAS' assets.
- 1.2** In case the damage caused by the employee is not serious, not deliberate and is worth less than 10 months' region-based minimum wage announced by the Government, the employee shall have to pay a compensation of not more than his/her 03 months' salary, which shall be monthly deducted from his/her salary.
- 1.3** An employee who loses the employer's tools, equipment or assets, or consumes the materials beyond the set limits shall pay a compensation for damage in full or in part at the market price or as stipulated in the internal labor regulations or the responsibility contract (if any). In case this is caused by a natural disaster, fire, war, major epidemic, calamity, or another force majeure event which is unforeseeable and insurmountable, and all necessary measures and possibilities for avoidance have been taken, the compensation shall not require.

Part II D: Confidentiality Obligations/Intellectual Property/ Public Communications

1. Confidentiality Obligations

- 1.1** For the avoidance of doubt, “Confidential Information” contained in Part II F Section 18 of the Code means all information about business or technology secrets, benefits, and salary of other employees and all information about PETRONAS, or any of its related PETRONAS or owned by PETRONAS or any of its related companies, including, without limitation to, documents, data, manuals, budget plans, technologies, marketing information, customer lists, research and development, technical information, financial lists, financial performance, a possible acquisition or sale of any assets, a possible change in their capital structure, a proposed dividend, senior management changes, development of a new product, any possible claim against them or other unexpected liability, business plans, designs, drawings, techniques, processes, all intellectual property rights in any form belonging to PETRONAS and all procedures or policies and any other kinds of information related to the activities of PETRONAS, or its related companies which have not been in public domain.

1.2 Paragraph 18.4. of the CoBE shall in Vietnam be deleted and replaced with the following:

In the course of your employment in PETRONAS, you may have established contacts and relationships with PETRONAS' vendors, suppliers, contractors, principals and other business partners. You shall not at all times during your employment with PETRONAS make use of business opportunities arising from your employment or cause or attempt to cause the diversion of such business opportunity from being exploited by PETRONAS or cause or attempt to cause the termination of contracts, agencies or other business relationships of PETRONAS without first obtaining the prior consent of PETRONAS.

Post-termination restrictive covenants (if any) that are applicable to you will be set out in your employment contract, the employment letter or other similar documents with PETRONAS.

Part II E: Conduct Contrary to Duty to Serve Diligently

1. Outside Employment or Business Activities

Part II G paragraph 27 of the CoBE shall in Vietnam be deleted and replaced with the following:

- 1.1** As a PRETRONAS employee, you must devote your time and attention to the fulfillment of your employment obligations to PETRONAS. For the avoidance of doubt, the labour laws of Vietnam allow an employee to enter into employment contracts with more than one employer, provided that he/she fully performs all terms and conditions contained in the concluded employment contracts. The laws also do not require the employees to obtain employer's prior consent in order to take up other employment or gainful activity. However, the prior consent of PETRONAS will be required in case the employee has entered into a non-compete agreement with PETRONAS, which requires such consent in particular situations.

- 1.2** Within the working time at PETRONAS, you may not concurrently implement non-PETRONAS' works that affects to working hours in PETRONAS without the express written permission of PETRONAS. If you are already engaged in any other gainful activity or involved, either directly or indirectly, in the management or business activities of any other company or companies, firms, corporations or other business activities, you should come forward and disclose your activities to PETRONAS through your Head of Department or your Human Resource Department.

2. Public Service, Recreational, Sports, Union and Community Activities

Part II G Section 28 of the CoBE shall in Vietnam be deleted and replaced with the following:

- 2.1** Generally, PETRONAS wishes to encourage employees to participate in unpaid voluntary public service, recreational activities, sports and other community activities. However, such activities can be allowed during working hours with approval from Head of Department.

- 2.2** The general rule is that if you are invited to serve on local bodies, or as an appointed or elected club official, you are required to notify your Head of Department immediately upon being so appointed or elected and must be able to balance the outside activities with your full-time employment. You must be able to discharge your dual responsibilities satisfactorily, both in respect of the time taken up by the outside activity and the nature of your full-time duties. At all relevant times, you must ensure that your duties and obligations to PETRONAS, as well as the interests of PETRONAS, are not compromised.

- 2.3** PETRONAS recognises the role of employees who are elected to a position in a trade union and their participation in trade union activities which are in compliance with the labour laws.

- 2.4** Charitable donations of (or employing) PETRONAS resources must be preapproved by the appropriate manager in accordance with the limit of authority.

3. Political Activities

Part II G paragraph 29 of the CoBE shall in Vietnam be deleted and replaced with the following:

- 3.1** PETRONAS recognises that employees, in their capacity as citizens, may wish to involve themselves in legitimate political activities. While PETRONAS does not wish to discourage employees from doing so, in order that PETRONAS can avoid involvement or identification with any political party, employees are allowed to participate in these activities if such does not affect to the interests and benefits of PETRONAS. In the event employees are appointed an office holder at the branch, division, State or national level of a political party, the employees are to inform PETRONAS of such appointment.

- 3.2** In order not to compromise the interests of PETRONAS, employees who wish to stand for State and/or material elections that affects to the working time in PETRONAS, are required to get an agreement with PETRONAS.

- 3.3** You must not use your position with PETRONAS to try to influence any other person (whether or not employed by PETRONAS) to make political contributions or to support politicians or their parties in any country without approval from your Head of Department or the head of your operating unit.

- 3.4** You may not make any contribution or incur any expenditure using the resources to benefit any political campaign, party or politician in any country without approval from without approval from your Head of Department or the head of your operating unit.

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- 3.5** PETRONAS facilities, equipment and resources may not be used for any political campaigns or party functions without approval from your Head of Department or the head of your operating unit.
- 3.6** Charitable donations may not be used as a substitute for prohibited political payments.

4. Prohibition of Action as Editor of Newspapers or Any Form of Publication

Part II G paragraph 30 of the CoBE shall in Vietnam be deleted and replaced with the following:

- 4.1** During the daily working time, you will not act as the editor, or take part directly or indirectly in the management of any publication affecting to the working time in PETRONAS, including newspapers, magazines or journals, except for the following:
- a) department or staff publications;
 - b) professional publications; and
 - c) publications of non-political or voluntary organizations.

5. Participation in Media

Part II G paragraph 31 of the CoBE shall in Vietnam be deleted and replaced with the following:

- 5.1** During the daily working time, you may not participate in any form of advertisement or broadcasting whether in the newspapers, magazines, radio or television or any other media causing affects to working time, interests and charisma of PETRONAS, without prior written consent from PETRONAS.
- 5.2** At any time, you may not, in the name of a staff of PETRONAS, participate in any form of advertisement or broadcasting whether in the newspapers, magazines, radio or television or any other media, without prior written consent from PETRONAS.
- 5.3** You may be allowed to, in the name of a staff of PETRONAS, contribute literary or academic articles to any publications (for example newspapers, magazines or journals) relating to business of PETRONAS, provided that prior written permission from PETRONAS is obtained.

Part III: Workplace Culture and Environment

1. Unlawful Discrimination

Part III paragraph 2.3 of the CoBE shall in Vietnam be deleted and replaced with the following:

- 1.1** PETRONAS does not discriminate against any individual in their employment or hiring practices. This includes discrimination based on race, ethnicity, colour, age, gender, gender identity or expression, sexual orientation, political beliefs, citizenship, national origin, religion, disability, parental status, economic/class status, characteristic, pregnancy, marital status, opinion, family responsibility, HIV infection, establishment of or participation in trade union or internal employee organization that is not related to the individual's merit or requirements of the job position he/she is applying for.

2. Dress Code

Part III section 4 of the CoBE shall in Vietnam be deleted and replaced with the following:

2.1 Male employees

- a) All male employees should be neatly, appropriately and decently attired during office working hours.
- b) All male employees must wear either long/short sleeved shirts, bush jackets or PETRONAS provided shirts. Shirts must be tucked in. Casual printed shirts, jeans and T-shirts are NOT allowed.
- c) Footwear must be appropriate and suitable. Slippers, slip-ons and sport shoes are NOT allowed. Exemption to wear flat sandals is given for those with medical reasons.

2.2 Female employees

- a) All female employees should be neatly, appropriately and decently attired during office working hours.
- b) Female employees may wear decent pant suits. Jeans and shorts are NOT allowed.
- c) Provocative and improper attire is NOT allowed.
- d) Female employees may wear decent pant suits. Jeans and shorts are NOT allowed.
- e) Footwear must be appropriate and suitable. Slippers, slip-ons and sport shoes are NOT allowed. Exemption to wear flat sandals is given to pregnant Employees and to those with medical reasons.

2.3 Uniformed employees

All uniformed employees must wear their designated uniforms at all times.

2.4 Other Forms of Attire

Attire, other than those specified above, including the specified types of footwear, may be worn during office hours if it is a requirement of the job and the said attire is approved by the respective Head of Department.

2.5 Cross-dressing

Cross-dressing is NOT allowed, except explicitly otherwise provided by the laws of Vietnam.

2.6 Dress Code for Official Functions

Employees shall be appropriately attired in accordance with the dress requirements for a particular function. In the absence of any specific requirement, the employee must follow PETRONAS dress code.

2.7 Hair for Male Employee

Hair should be neat (length should be above the collar).

2.8 For the Purpose of this Section:

- a) "Cross-dressing" means when a male employee dresses or makes up himself as a female or when a female employee dresses or makes up herself as a male.
- b) "Neat and appropriate attire" means decent, suitable, smart and professional attire.
- c) "Provocative/Improper attire" means inappropriate and unsuitable office attire. This includes transparent or tight, body hugging shirts/blouses/knitted blouses, low cut collar/necklines, bareback dresses, tight skirts/slacks/pants, high slit skirts/sarongs that reveal the thighs and short skirts.

3. Sexual Harassment

Part III paragraph 5.3 of the CoBE shall in Vietnam be deleted and replaced with the following:

- 3.1** For the purpose of this Section 5, "sexual harassment" in the workplace means any sexual act of a person against another person in the workplace that is not desired or accepted by the latter.
- 3.2** Sexual harassment may occur in the form of a request, demand, suggestion, threat, use of force to have sex in exchange for any work-related interests; or any sexual acts that thus creates an insecure and uncomfortable work environment and affects the mental, physical health, performance and life of the harassed person.
- 3.3** Sexual harassment in the workplace includes:
- a) Actions, gestures, physical contact with the body of a sexual or suggestive nature;
 - b) Verbal sexual harassment: sexual or suggestive comments or conversations in person, by phone or through electronic media.
 - c) Non-verbal sexual harassment: body language; display, description of sex or sexual activities whether directly or through electronic media.
- 3.4** The workplace means any location where the employee works in reality as agreed or assigned by the employer, including the work-related locations or spaces such as social activities, conferences, training sessions, business trips, meals, phone conversations, communications through electronic media, on shuttles provided by PETRONAS and other locations specified by PETRONAS.

4. Substance Misuse (Drug and Alcohol Abuse)

- 4.1** Part III paragraph 8.2 of the CoBE shall in Vietnam be deleted and replaced with the following:

To ensure adherence to this policy, PETRONAS may conduct unannounced testing and searches for substances of misuse in accordance with its policies within the working premises and working time or before the implementation of any mission and work that may affect to the labour safety and subject to the requirements of applicable laws. Subject to the labour laws, you are required to consent to testing and searches conducted by any persons or laboratory authorised by PETRONAS by signing relevant documents issued by PETRONAS. Further, employees who undergo such testing must give consent to the release of the results to PETRONAS.

Employees who abuse drugs and alcohol and who are found to be under the influence of illegal drugs and alcohol at the workplace are considered to have committed an act of misconduct which may render them liable for disciplinary actions. Any persons covered by this Code who are found to have unauthorized possession of any substance of misuse or who test positive for any substance of misuse are considered to have committed an act of misconduct which may render them liable for disciplinary action.

Part IV: Discipline, Disciplinary Process and Sanctions

Part IV of the CoBE shall in Vietnam be deleted and replaced with the following:

1. Labour Disciplinary Principles

- 1.1** Disciplinary measures against an employee shall be taken in accordance with the following regulations:
- a) PETRONAS must prove the employee's fault;
 - b) There must be the participation of the representative organisation of employees to which the employee is a member.
 - c) The accused employee must be present and has the right to defend himself/herself, or to employ a lawyer or another person to do so. In case accused employee is under age 15, there must be the participation of his/he parents or legal representative;
 - d) Minutes must be prepared of any dealing with breach of labor discipline.
- 1.2** It is prohibited to impose more than one disciplinary measure for one violation of internal labor regulations.
- 1.3** In the event where several breaches are committed at the same time, only the highest disciplinary measure shall be applied appropriately to the most serious offence.

1.4 No disciplinary measure shall be taken against an employee during the period when the employee is:

- a) Taking leave due to sickness, in convalescence and work leave with the permission of the employer;
- b) Being in custody or detention;
- c) Awaiting the results of the competent authority to investigate, verify and conclude for the acts of violations in case an employee commits an act of theft, embezzlement, gambling, deliberate violence causing injury, uses narcotic drugs at workplace, discloses technology, business secrets, infringes intellectual property rights of PETRONAS, or commits an act of sexual harassment, or commits an act causing serious losses and damage for PETRONAS in terms of property and interests.
- d) The female employee is pregnant and takes maternity leave; the employee nourishes her child under 12 months old.

1.5 No disciplinary measure shall be taken against an employee who commits a violation of the labor discipline while suffering from the mental illness or another disease that causes the loss of consciousness ability or the loss of his/her behaviour control.

2. Forbidden Actions when Imposing Disciplinary Measures in the Workplace

The following actions are prohibited when imposing disciplinary measures:

- a) Disciplinary measure that infringes upon body, life, or dignity of employees
- b) Monetary fine and wage deduction in lieu of discipline;
- c) Disciplinary action applied to breach which is not stipulated in the internal labor regulations or employment contract or labor laws.

3. Time Limit for Taking Disciplinary Measures at Work

- 3.1** The time limit for handling a violation of labour discipline of an employee is six (6) months at most, from the date the breach is committed or discovered. This time limit shall be a maximum of twelve (12) months in case the breach is related to financial, property, disclosure of technological and business secrets of PETRONAS.
- 3.2** Upon the expiration of the time limit stipulated in Part IV paragraph 1.4 above, if the time limit for handling a violation of labour discipline has expired or it has not yet expired but being shorter than 60 days, the statute of limitations may be extended for up to 60 more days.
- 3.3** PETRONAS must issue a disciplinary decision within the time limit for handling a violation of labour discipline.

4. Disciplinary Measures and Procedures of Application of Disciplinary Measures

The constitute acts of misconduct for which a person covered by this Code may be liable for disciplinary actions, subject to the grades of discipline, PETRONAS shall impose any of the following disciplinary measures:

- a) Reprimand
- b) Deferment of pay rise for up to 6 months
- c) Demotion
- d) Dismissal

Please refer to your Human Resource Department for the disciplinary policy, disciplinary procedures and sanctions procedures applicable to your company which stipulated under the internal labour regulations of your company as amended from time-to-time.

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