

**THE CODE  
BUSINESS ETHICS & CONDUCT**

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## MESSAGE FROM GENERAL DIRECTOR

**AS A LEADING PORT AND TRUSTED PARTNER, SP-PSA PLAYS A CRITICAL ROLE IN ENABLING THE SEAMLESS FLOW OF GOODS IN VIETNAM.**

At SP-PSA, we are committed to conduct business with the highest standards of ethics and integrity, with accountability to our customers, our people and the unions that represent them, our partners, governments, the local communities and the environment.

We are passionate about what we do, and what we stand for. We seek to ensure that every touch point reflects and reinforces our commitment to the highest standards of excellence and our Code of Business Ethics and Conduct (The Code) – for corporate governance, employee engagement, customer satisfaction, investor confidence and the sustainability of our business.

Today's increasingly complex business landscape is one that is impacted by dynamic trade patterns and business cycles, challenging markets, complex customer requirements, megaships and intensifying competition. In such an environment, we believe that all three pillars – **people, the planet and sustained performance** (how we do business) – are key, reinforcing one another for long-term leadership, growth and value creation. We know that doing the right thing and doing things right ultimately impact not only our agility as an organization, but also, our survival and success.

Our goal here at SP-PSA, is to become **the Best Terminal In Vietnam** – guided by The Code. It is the compass that guides our approaches to work, decision making and the action we take. All SP-PSA employees are empowered to embrace The Code, with integrity as our foundation, so that we can be truly Alongside our stakeholders in transforming supply chains for the greater service.

**HỒ LƯƠNG QUÂN**

**General Director**

## MESSAGE FROM DEPUTY GENERAL DIRECTOR

**Our actions, when nobody is watching us, reveal our moral compass – the inner guide that determines our outward actions and responses.**

### WHAT DO WE DO, WHEN NO ONE IS LOOKING?

**This is the defining question which is being addressed in The Code.**

Every day at work, we are faced with a multitude of ethical choices. The way we respond to these choices defines who we are and what we stand for. Sometimes, we need a little help to make the right choices and this is where The Code comes in.

The Code is intended to speak to every one of us. No one is exempted. Its purpose is to be our compass, to guide our ethical choices and align us with a common understanding of what it means to “do the right thing and to do things right”. At SP-PSA, we have made a name for ourselves, in terms of reliability, efficiency, expertise and many other professional attributes.

**“ THE CODE SPARKS TO EVERY ONE OF US. NO ONE IS EXEMPTED. ”**

Beyond that, our customers and all our stakeholders place their confidence in us because of our integrity and how we deliver our promises. We owe it to them and ourselves to be authentic and accountable, as we work alongside them towards success. Our relationship with them must be built on a foundation of unshakeable Trust.

We as a Company embrace the Fish! and Fish+ philosophies. Fish! culture can be summed up by the phrase “everyone for each other”, and building on Fish!, Fish+ is “everyone for the business”.

The Fish! Principles of  
**BE THERE,**  
**MAKE THEIR DAY,**  
**PLAY** and  
**CHOOSE YOUR ATTITUDE**



and the Fish+ Principles of  
**STRETCH,**  
**SUPPORT,**  
**SELF-DISCIPLINE** and  
**TRUST** are intertwined.



Integrity underpins every one of the Fish! and Fish+ principles.

When we are **being there** for our customer or colleague, we are focusing on the individual and have a genuine desire to care for and help him or her.

When we **choose our attitude**, it is with the sincere intention to contribute positively, sometimes going out of the way to do so. That is how we **make someone's day**.

For **play** to be effective and meaningful, we have to be truly engaged and communicative; only then will our creative energy be released for the greater good of the organisation as well as the community.

**Stretch** and **Self-discipline** contain elements of self awareness. Only by being truthful to our strengths and limitations can these principles be brought to life.

Finally, **Support** and **Trust** can flow from us, only if people know we really care. When we truly embrace these principles, we will not do things that betray the confidence people have in us.

In other words, SP-PSA is building a corporate culture founded on integrity – the very essence of The Code.

In the absence of integrity, it would be as if we were at sea, drifting without a direction, but unless we allow it, our integrity cannot be taken away from us.

It has been said that:

**“WITHOUT INTEGRITY, MOTIVATION IS DANGEROUS;  
WITHOUT MOTIVATION, CAPACITY IS IMPOTENT;  
WITHOUT CAPACITY, UNDERSTANDING IS LIMITED;  
WITHOUT UNDERSTANDING, KNOWLEDGE IS MEANINGLESS;  
AND WITHOUT KNOWLEDGE, EXPERIENCE IS BLIND.”**

Without integrity, the possession of experience, knowledge, understanding, capacity and motivation may be useful but may not be put to ethical use.

Now more than ever, as we journey towards becoming **the Best Terminal In Vietnam**, we need to stay true, hold fast and always be Alongside each other, in trust and integrity, as One SP-PSA.

**KIM JUNG KIL**

Deputy General Director

## THE REACH OF THE CODE

### I. APPLICABILITY

**The Code states how business should be conducted and sets out guidance on the standards of behaviour expected of all SP-PSA employees, especially when faced with situations of improper, illegal or unethical conduct.**

Under The Code, all employees of Companies (employees) must comply with applicable laws and authorities, always observe properly incurred duties to third parties and act in accordance with the highest standards of ethical, personal and professional conduct. No Employee may engage in improper behaviour or any conduct that would otherwise bring SP-PSA into disrepute.

The Code is not intended to be exhaustive in covering the issues or situations you may face as an employee; neither does it replace more detailed policies and guidelines addressing more specific obligations related to your scope of responsibility.

It serves as a reference guide and supplements other SP-PSA policies and guidelines applicable to your appointment and situation.

To use The Code, first read through the entire manual, then think about how it applies to your job. Be specific and think in terms of how you might handle situations to avoid improper, illegal or unethical actions. Within The Code are case studies and questions intended to encourage open discussion and to deepen your understanding of what it means to adhere to The Code – which is... “Doing what is right as well as righting what is wrong”.

SP-PSA recognises and respects regional and local legal differences in employment, privacy and other applicable laws. Where such regional and local requirements are more stringent than the guidance distilled under The Code, they must be complied with. Always consult your Supervisor, Manager or contact one of the resources listed in The Code should you require any clarification.

### II. COMMITTING TO THE CODE

**All Employees must have access to The Code in print or soft copy and are responsible for fully understanding its contents.**

**EVERY EMPLOYEE IS BOUND TO THE CODE AND MUST COMPLY STRICTLY WITH IT AT ALL TIMES.**

Violation of The Code will not be tolerated and violators will face disciplinary action, which may include dismissal by SP-PSA. Where local laws are also breached, violators will be reported to the relevant authorities. In cases involving monetary losses, SP-PSA may pursue the recovery of such losses.

If you have an enquiry or clarification to make, please contact Human Resource or Legal (if any). All enquiries will be handled discreetly and every effort will be made to maintain the confidentiality of information within permissible legal limits.

## OUR CORE VALUES AND ETHICAL FOUNDATION

### I. OUR CORE VALUES

**In all our relationships and actions, we choose to demonstrate our steadfast commitment to our corporate values:**

#### **COMMITTED TO EXCELLENCE**

**We set new standards by continuously improving results and innovating in every aspect of our business.**

#### **DEDICATED TO CUSTOMERS**

**We help our customers, external and internal, succeed by anticipating and meeting their needs.**

#### **FOCUSED ON PEOPLE**

**We win as a team by respecting, nurturing and supporting one another.**

#### **INTEGRATED GLOBALLY**

**We build our strength globally by embracing diversity and optimising operations locally.**

### II. TRIẾT LÝ KINH DOANH

**SP-PSA supports free enterprise and a competitive market system. Our business decisions are based on sound economic principles and reliable market research, with a view to long-term profitability and creating sustainable value.**

These are essential measures of both efficiency and market confidence in SP-PSA's services while the quantum of economic value-add is indicative of how far the returns create shareholder value. Hence, SP-PSA is committed to staying ahead of competition through constant innovation and efficiency enhancements as well as being sensitive and responsive to our customers and partners and their welfare and interests, and with a commitment to safeguarding the environment and communities which we operate in.

**“SP-PSA IS COMMITTED TO THE HIGHEST STANDARDS OF HONESTY AND INTEGRITY AND BELIEVES IN THE BENEFITS OF FREE, FAIR AND OPEN COMPETITION FOR CONSUMERS, BUSINESSES AND THE ECONOMY IN GENERAL.”**

It is SP-PSA's policy to comply with all competition and fair trading laws in the jurisdictions in which it operates. Employees must refrain from any discussion, communication, information sharing or agreement related to strategic information that would violate applicable antitrust or competition laws including but not limited to the following:

#### **❶ PRICING POLICIES, BIDS, DISCOUNTS, TERMS OF SALE**



- ② CUSTOMER LISTS
- ③ PRODUCTION COSTS OR VOLUMES
- ④ MARKETING PLANS
- ⑤ RISKS AND INVESTMENTS
- ⑥ TECHNOLOGIES AND RESULTS OF RESEARCH & DEVELOPMENT PROGRAMS

SP-PSA operates in a country of diverse economic, social and environmental concerns. These concerns are important to SP-PSA and will be fully considered, taking into account sustainable development and security of investments, in its decision-making.

### III. RELATIONSHIP WITH OUR STAKEHOLDERS

A **successful business** is defined by the relationship of the company with its shareholders, customers, employees, unions, business partners and the community which it operates in.

SP-PSA aims to leverage synergies from these relationships to create a collectively beneficial business environment:

**For Shareholders:** To safeguard shareholders' investments and create and add economic value.

**For Customers:** To satisfy the unique needs of our customers by offering innovation, flexibility and service that create value for their businesses as their commercial success is, in turn, our success.

**For Employees:** To recognise that our employees are our greatest asset and ensure that they have a safe and conducive working environment with equitable and competitive terms and conditions of service. SP-PSA promotes a culture of trust, as well as the development and support of our people. We always endeavour to forge cooperation and partnership for the mutual good of our company and employees, whether represented by the labour unions or not.

**For Business Partner:** To cultivate meaningful, beneficial and successful long-term relationships with our partners, suppliers, contractors, consultants and third parties (e.g. Government agencies, authorities and other stakeholders) based on fair-mindedness, mutual trust, understanding and open dialogue.

**For Communities:** To be a responsible corporate citizen and conduct business in a manner that promotes sustainable development for both SP-PSA and the community. This involves full compliance with local laws and regulations, cooperation with authorities, respect for local culture and business, and due consideration of social norms and environmental issues in all commercial decisions.

### IV. ETHICAL DECISION-MAKING

The principles of right and wrong that guide an individual in making decisions are called “ethics”. Ethical decision-making is essential to the sustainable success of our company. When faced with an ethically dilemma or when an uncertainty arises, ask yourself the following questions:

**WOULD SP-PSA’S REPUTATION BE AT STAKE IF THE PUBLIC KNEW ABOUT THIS?**

**WOULD IT BE SEEN AS BEING ILLEGAL OR UNETHICAL?**



**HOW WOULD MY FAMILY OR FRIENDS FEEL IF THEY KNEW?**

**IS IT IN COMPLIANCE WITH THE CODE?**

You should use the following three-step checklist as a guide for collecting the relevant information in order to decide upon the ethical course of action in business situations.

If still in doubt, you can consult Human Resource or Legal.

### **STEP 1: IS THE ACTION ILLEGAL? DOES THE ACTION VIOLATE ANY LAWS?**

You must comply with all applicable laws and regulations.

### **STEP 2: DOES THE ACTION VIOLATE COMPANY OR PROFESSIONAL STANDARDS?**

Laws and regulations often set only minimum standards of behaviour. Many businesses and professions and/ or company policies and procedures set even higher standards of behaviour. Thus, an action may be legal, yet still violate standards of the business or profession and/ or company policies and procedures. You must meet your business and professional standards, and company’s policies and procedures.

**“Just because it’s legal, doesn’t mean it’s ethical.”**

### **STEP 3: WHO IS AFFECTED, AND HOW, BY THE ACTION?**

If an action is legal and complies with business and professional standards, you must rely on your principles of right and wrong to determine if the action is ethical. Determining how the action affects individuals and groups – including the business, employees, owners, customers, the local community and society – will help you decide if an action is ethical.

Below are two hypothetical case studies or examples in which business ethics are applied for you to gain a better understanding of ethical standards and decision-making.

#### **Case Study 1**

**Scenario:** The employee processes expense reimbursements. She has access to records of all transactions belonging to Heads of Departments and employees. The employee sometimes looks up the records of Heads of Departments. She checks to see where they use their credit cards and how much they spend. She sometimes tells her friends about the spending habits of

Heads of Departments without identifying the Head(s) of Department(s), and the information shared also does not lead to the identification of the Head(s) of Department(s).

**Step 1. IS THE ACTION ILLEGAL?**

The act of the employee is not illegal as long as the details shared do not lead to the identification of the Head(s) of Department(s) but if the Head(s) of Department(s) is identifiable from the information shared then the same will amount to violation of personal data and privacy laws.

**Step 2. DOES THE ACTION VIOLATE COMPANY OR PROFESSIONAL STANDARDS?**

Yes, the act of sharing personal/ confidential information, even if the same does not lead to identification of the Head(s) of Department(s), violates company standards. The company has standards related to handling of personal/ confidential information. Sharing of confidential information with others is a violation of The Code and potentially personal data and privacy laws where it leads to the identification of the Head(s) of Department(s).

**Step 3. WHO IS AFFECTED, AND HOW, BY THE ACTION?**

People Affected	Impact
Heads of Departments and Employees	Unable to protect information about their financial transactions, eroding the trust between the head and employees handling the personal data.
The Employee	Disciplinary actions to be taken which could include termination for violating company standards.
The Company	Could be held liable for any damages or losses suffered by the employee or other person arising out of the breach of personal data and privacy laws.

**Case Study 2**

**Scenario:** A businessman owns a controlling interest in a company that has supplied resources to Company A for many years. The businessman's son ("the employee") was recently hired by Company A, and in the employee's new position, the employee now has authority to contract with that same supplier (i.e. his father's company).

**Step 1. IS THE ACTION ILLEGAL?**

No.

**Step 2. DOES THE ACTION VIOLATE COMPANY OR PROFESSIONAL STANDARDS?**

An appearance of a conflict has been created because the employee is now involved in the decision-making process regarding the selection of the supplier. The problem could be resolved if an independent party such as the employee's manager, instead of the employee, acts to make the decision. The important action for the employee to take is to formally disclose the potential conflict (his personal relationship with the supplier) to his supervisor or manager so that it can be resolved openly and transparently.

**Step 3. WHO IS AFFECTED, AND HOW, BY THE ACTION?**

People Affected	Impact
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	The Employee	Conflict of interest has arisen, as he may be seen as favouring his father's company if the contract is awarded to his father's company, albeit, that company has been a long-time supplier to Company A.
	Colleagues and other contractors	Erodes trust in the process as they may perceive that this supplier was awarded the contract based on personal connections or the employee's bias, rather than on a fair assessment of best quotations (price, value, service level or other objective criteria).
	Company A	Company A may miss the opportunity to engage a better supplier if the employee is indeed biased in favour of his father's company. Company A may be vulnerable from value loss if the selection process was compromised. In the longer term, other suppliers may also stop participating in Company A's tenders leading to a narrowing of the supplier base.

## SECTION I: ORGANISATIONAL CULTURE

Organisational Culture comprising the shared beliefs, assumptions, perceptions and values of people working together every day reflects our moral compass – particularly when we think “no one is looking”.

**Authenticity** and **integrity** are qualities valued at SP-PSA and they are promulgated through the culture change movements of FISH! and FISH+ (collectively referred to as FISH).

### The 4 Fish! Principles

**BE THERE,  
MAKE THEIR DAY,  
CHOOSE YOUR ATTITUDE,  
PLAY.**



These same principles support and recognise that we have a diverse workforce at the SP-PSA and that our operations are carried out in a global environment that calls for inclusiveness and equity.

We believe that **differences** among us should be valued, so that we may all benefit from the creativity, varied perspectives, innovation and energy that arise out of such diversity.

### The 4 Fish+ Principles

**STRETCH,  
SUPPORT,  
SELF-DISCIPLINE,  
TRUST.**



## I. OUR RESPONSIBILITY TO ONE ANOTHER

As employees, we expect you to do your utmost to create a respectful workplace culture that is **free of**

**ACCIDENTS,  
HARASSMENT,  
INTIMIDATION,**

## **ENMITY, BIAS and UNLAWFUL DISCRIMINATION**

of any kind.

Not only are you not supposed to engage in behaviour detrimental to peace and harmony in the workplace, you have a responsibility for the safety and welfare of your co-workers and should keep watch for them.

## **II. TEAMWORK**

Teamwork and co-operation are important aspects of the work ethics in SP-PSA. We build on our collective skills, knowledge and experience to achieve the best results for our customers, partners and SP-PSA.

**“ SP-PSA VIEWS ITS EMPLOYEES AS ITS GREATEST ASSET AND RECOGNISES THE INTEGRAL ROLE THAT UNIONS PLAY IN SAFEGUARDING THE INTERESTS OF ITS EMPLOYEES. ”**

It respects the views of unions and seeks the amicable resolution of issues with the unions in a manner that is constructive, open, honest and ultimately beneficial to all parties concerned.

## **III. RESPECT, DIVERSITY AND INCLUSION**

SP-PSA respects employees as unique individuals and believes in creating an inclusive workforce that embraces diversity. We are committed to providing equal opportunities within the organization, based on competencies, abilities and performance. SP-PSA does not discriminate against employees based on race, gender, religion, age, disability, family status, sexual orientation, pregnancy or any similar attribute or condition.

Harassment is also a form of discrimination that creates an offensive, intimidating or hostile environment for others. It can be verbal, physical or non-physical (eg. threats, acts of violence, intimidation, bullying) or of a sexual nature (eg. involving unwanted advances, inappropriate touching, indecent exposure or sexually suggestive comments). Harassment may also be illegal or criminal under certain jurisdictions.

SP-PSA prohibits all forms of discrimination and takes all allegations of harassment, including sexual and racial harassment, seriously. Should you or anyone you know of is being subjected to any form of discrimination or harassment, please contact Human Resource Department or Legal Department immediately.

## SECTION II: ETHICAL BEHAVIOUR

### I. BRIBERY AND CORRUPTION

SP-PSA complies with all the applicable laws of the countries in which it operates and conducts its business, in particular, with anti-corruption and anti-bribery laws.

You should always abide by the following rules irrespective of whether you are dealing with another party in a joint venture, private industry, public service, government or any non-commercial organisation, and whether such other party is acting in a professional or personal capacity:

- ☐ Never directly or indirectly offer or make any unauthorised, illegal or improper payments;
- ☐ Never directly or indirectly attempt to induce anyone to do anything illegal or improper;
- ☐ Always report any knowledge or suspicion of unauthorised, illegal or improper payments being offered or received (for reporting to external parties, prior consultation with Human Resource Department and Legal Department (if any) is required); and
- ☐ Do not directly or indirectly offer, promise or accept any type of bribe, kickback, payoff or inappropriate gratification or advantage (whether in cash or in any other form) to or from any person with the intention of influencing or inducing the person to assist SP-PSA in obtaining or retaining business or to gain any unfair advantage for the company or the person.

#### **Q & A:**

**Q: I recently met an agent who can assist our company in obtaining business in a country where it has been particularly difficult for us to become established. May I engage this agent on behalf of our company?**

**A:** Speak with your local management and legal department (if any) to assess the situation. Due diligence on the agent and his background is critical to ensure that the agent's contacts, processes and methods are aligned with local laws and The Code.

### II. GIFTS AND ENTERTAINMENT

Gifts, favours and entertainment are to be handled with caution. Accepting excessive gifts, favours and/ or entertainment can affect business judgment and create expectations which are potentially embarrassing for SP-PSA. Likewise, offering excessive gifts, favours, entertainment and/or hospitality to others can be open to misinterpretation and give rise to liability for SP-PSA.

**Business gifts, favours or entertainment may be provided on SP-PSA's behalf only if:**

- ☐ They are consistent with generally accepted business practice and ethical standards;
- ☐ They cannot be construed as bribes, kickbacks or corrupt inducements in any way, with regard to form, cost, the frequency of giving and the circumstances under which they are given;
- ☐ They are transparent and not concealed;

- ☐ They do not violate the laws, regulations or policies of any country, public body or company involved; and
- ☐ SP-PSA will not be embarrassed by its disclosure.

**In determining their propriety, the following factors are considered:**

- ☐ Cost, frequency and timing;
- ☐ Whether the setting is conducive to building a business relationship;
- ☐ Reasonableness and proportionality to the business purpose;
- ☐ Whether the gift, favour or entertainment is, or can be, fully visible to the management of the organisation whose employee or representative receives it.

Employees may accept small gifts that would be considered common business courtesies unless they are intended to or may appear to influence a business decision or gain a business advantage. Employees must not solicit meals or entertainment. However, meals and entertainment may be accepted if the following are met:

- ☐ Occurs infrequently;
- ☐ Arises in the normal course of business;
- ☐ Can be considered a common business courtesy;
- ☐ The expenditure is reasonable; and
- ☐ The venue and settings are appropriate and fitting.

If the value thereof exceeds a reasonable sum, prior written approval must be sought from senior management for expenditure relating to gifts, favours, hospitality or entertainment and such expenditure be properly recorded showing all the details of the transactions involved. Such action must not be, and must not be construed as, an attempt by the company to exert improper influence on the recipients.

When making charitable donations or contributing other community benefits on behalf of SP-PSA at the request of public officials or bodies, employees should make all reasonable efforts to conduct due diligence and satisfy themselves that the suggested arrangements are legitimate and in conformity with the local laws and policies.

Facilitation payments can potentially be considered as bribes and employees must differentiate between properly payable fees (such as legally required administrative fees) and disguised requests for facilitation payments.

SP-PSA has established internal controls, policies and procedures in an effort to deter, prevent and detect bribery, monitor compliance as well as provide secure, confidential and accessible means for internal or external parties to raise concerns about bribery on the part of associated persons and provide suggestions for improvement of procedures and request advice. SP-PSA takes a severe view of bribery and will take all necessary disciplinary actions and other sanctions in response to any untoward conduct and/or infringement of The Code including but not limited to termination of service.



### III. SANCTIONS LAWS

Sanctions laws (“Sanctions Laws”) are laws passed by international (e.g. United Nations), regional (e.g. European Union) and/or state (e.g. the U.S.) bodies to implement political and/or economic measures in order to effect change in the behaviour or apply pressure on a particular country or regime, applied to governments, entities or individuals. Examples of Sanctions Laws include the seizure of property of sanctioned individuals, restrictions on trading or dealing with sanctioned entities or countries.

SP-PSA fully complies with all applicable Sanctions Laws. Sanctions Laws are generally jurisdiction specific, so that an entity, citizen or resident of country A would need to abide by the Sanctions Laws passed by country A, but entities not from, or non-citizens or non-residents of, country A may not be similarly bound, although under certain Sanctions Laws (e.g. U.S. Sanctions Laws), an individual physically located in a country could be bound by that country’s Sanctions Laws. As such, each Sanctions Law needs to be understood on its own terms.

Consequences of non-compliance with applicable Sanctions Law are serious and may include imprisonment, substantial fines for the entity and/or the individual, reputational harm, and potentially restrict SP-PSA’s ability to continue provision of services to our customers or partners or to bid for or undertake new projects.

It must be emphasised that Sanctions Laws are typically interpreted on a strict liability basis, which means that intent, or lack of intent, is not taken into consideration when an authority determines if a Sanctions Law violation has occurred.

**To ensure SP-PSA conducts business in compliance with applicable Sanctions Laws, careful attention must be given to the following:**

- ☐ With whom SP-PSA does business – to ensure that the counterparties are not sanctioned individuals or entities under applicable law;
- ☐ What is being transacted and where it is being transacted – to ensure that the goods or service to be provided or supplied are not restricted in any manner and that it complies with the Sanctions Laws applicable to where the transaction is being carried out or delivered; and
- ☐ How the transaction is being carried out – to ensure that the way the transaction is being carried out does not directly or indirectly circumvent, or facilitate the circumvention, of Sanctions Laws. Consider also the currency being used in the transaction as well as any bank involved in the transaction as these might bring in extraterritorial Sanctions Laws governing the use of that currency. Ensure that the SP-PSA personnel involved in the transaction comply with the SP-PSA U.S. Person and EU Person Recusal Policy and Procedure.

Specific legal advice may be needed in relation to a particular transaction arising from the relevant facts of that transaction. For any queries relating to Sanctions Laws, whether a particular Sanctions Law applies or any doubt or concern about any transaction vis-à-vis Sanctions Laws, please contact SP-PSA Legal.

In the event of any breach or suspected breach of Sanctions Laws by any SP-PSA personnel or agent, immediately notify SP-PSA Legal. SP-PSA Legal will in turn bring in other relevant functions such as operations, commercial or human resources, to address such breach.

## IV. HEALTH AND SAFETY

Most of SP-PSA's operations involve a degree of risk. Hence it is company policy that this risk is objectively assessed and must be assessed to meet all safety standards before operations can commence. SP-PSA complies with all applicable industry regulations and has a systematic approach both to prevent any safety breaches and to promote a culture of safety awareness.

Health and safety are critical business issues that require regular reporting, appraisals and improvements.

We do not tolerate any verbal or physical behaviour that may lead to or cause workplace violence. The health and safety of our employees as well as the expectations of our customers and stakeholders require that each employee works free from the influence of any substance or activity that could prevent or impede safe and effective work activities. We are responsible for our own and our co-workers' safety.

For more specific details, consult the company's Health and Safety Guidelines set by Health, Safety, Security & Environment (HSSE) representative.

### **Q & A:**

**Q: I have seen some behaviours repeated day after day at my worksite that I think are unsafe, but they are not taking place in my department. What should I do?**

**A:** We believe each employee is responsible for his or her own safety, as well as the safety of all co-workers. This type of concern should be reported immediately to your manager, a safety leader or the Ethics Hotline (+0254 3924 571) or Ethics Email ([Ethics@sp-psa.com.vn](mailto:Ethics@sp-psa.com.vn)).

**Q: Yesterday I had an argument with a co-worker that almost escalated into a physical confrontation when he challenged me to meet him outside the office. I believe he may try to harm me at some point. What can I do?**

**A:** Report this incident to your supervisor or Human Resource representative. Threats of immediate physical violence should be referred to Security and/or the local police department.

**Q: My worksite has a procedure to record, investigate and mitigate against accidents which result in injury. Worksite safety is an annual key performance indicator. I know of injuries that are not being reported. What should I do?**

**A:** It is important to investigate all accidents to determine steps necessary to prevent similar occurrences. You should always notify your supervisor when an accident occurs at the workplace. If a co-worker or supervisor is reluctant to report a work-related injury, encourage him or her to report it. If the injury is still not reported, contact management or the Ethics Hotline (+0254 3924 571) or the Ethics Email ([Ethics@sp-psa.com.vn](mailto:Ethics@sp-psa.com.vn)).

## V. ALCOHOL AND DRUGS

The use, possession, distribution, purchase or sale of alcohol or drugs (excluding medicine) by any person while on company premises, or while operating company equipment, is **prohibited** unless prior permission has been obtained from appropriate SP-PSA management.

Any person under the influence of alcohol or drugs is prohibited from entering company premises, engaging in company business or operating company equipment. Any use of alcohol or drugs that causes or contributes to unacceptable job performance or unusual job behaviour is prohibited.

**“ Where allowed by law, the company may conduct searches and test for alcohol and drug use, if necessary. ”**

## VI. MONEY-LENDING

Employees **must not** directly or indirectly engage in any money-lending activities.

## VII. ENVIRONMENT

Environmental issues are appraised in the same manner as any other business factors. SP-PSA fully complies with all applicable environmental laws. We firmly believe in long-term sustainable development. Investment decisions will only be made when the company is convinced, after considering all relevant feedback, that any environmental issue will be properly addressed.

### **Q & A:**

**Q: My supervisor asked me to perform a task that I believe violates environmental regulations. What should I do?**

**A:** If you are uncertain, check with your supervisor to be sure you have understood the request. If you still feel the request violates environmental regulations, report the concern to the management or the Ethics Hotline (+0254 3924 571) or the Ethics Email ([Ethics@sp-psa.com.vn](mailto:Ethics@sp-psa.com.vn)).

## SECTION III: PERSONAL INTEGRITY AND RESPONSIBILITY

### I. CONFIDENTIAL INFORMATION

Clear, honest and open communication, subject to business confidentiality, is maintained in SP-PSA to ensure full accountability.

Any confidential information not officially released to the public by the respective Commercial department, should be handled in accordance with SP-PSA's Document and Information Policy.

The use of company information for personal gain, directly or indirectly, is strictly prohibited and may constitute a criminal offence. Confidential information may only be disclosed outside of SP-PSA by authorised Employees. When in doubt, you are advised to consult the Information Technology department for clarification on how to handle confidential or other sensitive information.

SP-PSA may obtain information to keep up with developments in the relevant industry. Any such information is to be obtained only through honest, ethical and legal methods as authorised by the management.

### II. CONFLICTS OF INTEREST

A conflict of interest occurs when an employee's personal interests interfere, or appear to interfere, with the employee's ability to act in the best interests of the company or raise a question of whether that employee's actions, judgment, and/or decision-making can be unbiased. Employees are expected to always act in the company's best interests and to exercise sound judgment unclouded by personal interests or divided loyalties.

You must avoid having, or having the appearance of, any conflict of interest in any undertaking you may have as an employee. The following non-exhaustive examples illustrate conduct expected of Employees in relation to potential or actual conflicts of interest:

☐ **Prohibited activities such as:**

**Outside Employment:** As an employee, you should not be concurrently employed, directly or indirectly, by another employer, or be running your own businesses outside of SP-PSA, unless prior written consent is obtained from SP-PSA. You should not accept employment, advisory positions or board seats with SP-PSA competitors or business partners when judgment could or could appear to be influenced in a way that may harm SP-PSA.

**Personal Investments:** A personal investment made with competitors, suppliers or customers creates a conflict of interest. If you are investing in a company that has a business relationship with or is a competitor of SP-PSA, you should consider the extent to which you are able to influence that relationship or SP-PSA's decisions pertaining to that company.

☐ **Activities requiring consent:**

You must obtain prior written consent from your manager, department head or Human Resource, as appropriate, to engage in any employment, business, or commercial activity

outside (directly or indirectly) of SP-PSA, whether the activity is intermittent or continuing, and whether or not compensation is received.

□ **Media:**

Unless you are appointed as a spokesperson for the SP-PSA and prior written approval has been granted, you should not, under any circumstance, speak as a representative of SP-PSA or comment on SP-PSA activities or your role at the company to the media. All queries from media are to be referred to the Commercial department.

Prior written consent is also required from your manager, department head, Human Resource, as appropriate for speeches or presentations or public speaking outside SP-PSA, if:

- You are giving the speech or presentation as part of your job in the company;
- The speech or presentation or public speaking describes your work with the company; or
- You are formally identified at the speech or presentation as an employee of the company.

□ **Volunteer activities:**

You are not required to obtain prior approval for volunteer work in a non-profit organisation. You must not over-commit to volunteering that affects your work performance in SP-PSA.

□ **Personal benefits:**

In connection with any transaction involving SP-PSA or business partners, you may not directly or indirectly receive any personal profit or advantage other than your compensation from SP-PSA.

□ **Insider trading:**

You must not directly or indirectly take advantage of any material non-public information obtained through your dealings with SP-PSA's existing or potential customers or partners, for your personal benefit, such as trading in securities of SP-PSA's customers' or partners' companies, or tipping others to trade. This may contravene the laws on insider trading and lead to personal liability or even liability for the company. You should also not ask other people to trade on your behalf or disclose any insider information that you have obtained.

Material non-public information includes confidential information not generally available to the public and which would be deemed "significant" by a reasonable investor in making an investment decision regarding the purchase or sale of a company's securities.

Examples of potential material non-public information (not exhaustive):

- Pricing
- Litigation matters
- Financial results
- Strategic and business plans
- Gain or loss of a substantial customer/ supplier
- Known but unannounced future earnings or losses
- News of the disposition or acquisition of significant assets
- Major changes to organisational structure or management team
- Timing of major new product/ service introductions or announcements
- Execution or termination of significant contracts with business partners eg. news of a pending or proposed merger

□ **Disclosing potential conflicts:**

While there is no need for every outside activity to be reported, you must promptly disclose in writing to your department head any potential conflict of interest.

In any potential conflict of interest situation, ask yourself:

- Could my personal interests interfere with those of the company?
- Could it appear that way to others, either inside or outside of the company?

### **Q & A:**

**Q: I accidentally saw a copy of a confidential memo describing a large contract that our company will soon sign with another company. If I buy some of the other the company's stock on the basis of this information and before news of the contract is made public, am I engaging in insider trading?**

**A:** Yes. Assuming that the news of this contract is material non-public information, or insider information, if you purchase securities of the other company based on this information before it becomes public, you are engaging in insider trading.

**Q: My family-run company (namely, Company A) is in the business of providing IT services. Company A gave the best rates to SP-PSA during the tender exercise and was awarded the contract. I was involved in the evaluation and decision-making process for SP-PSA but did not disclose any conflict because Company A gave the most competitive rates and awarding the contract to them was in the best interest of SP-PSA. Should I have declared my conflict of interest?**

**A:** Yes, you should have declared a conflict of interest because your involvement raises in a critical process a question of whether your actions, judgment, and decision-making can be unbiased given that Company A is run by your family, notwithstanding the fact that they provided the lowest quote. Regardless, if awarding the contract could be in the best interest of SP-PSA or not, it should not be a justification for not declaring potential conflict of interests.

Furthermore, Company A should have also disclosed a potential conflict of interest. Failure to do so may indicate an attempt to unduly influence the tender evaluation process, and this may lead them to be disqualified and potentially excluded from future tenders.

## **III. DECLARATION BY EMPLOYEES**

All employees shall declare their Indebtedness, Bankruptcy, Trade/ Business, Directorship, Conflict of Interest.

Declarations shall be made promptly in writing to their department head.

- At the time of joining;
- When any situation that requires declaration occurs.

All declarations shall be compiled by HR department and reported to the General Director and Deputy General Director.

### **☐ Indebtedness and Bankruptcy:**

An employee should not spend beyond his means and be indebted. He has to declare his indebtedness when he is financially embarrassed.

An employee is deemed to be financially embarrassed if:

- he signs a promissory note or an acknowledgement of indebtedness in any form either as principal or surety; or
- at any time, his total unsecured debts and liabilities (including outstanding credit card(s) balances) exceed **six** months of his monthly salary, or
- he is an undischarged bankrupt or a judgement debtor.

However, financial embarrassment excludes the following:

- money borrowed with enough land or house as security;
- bank overdrafts;
- loans from insurance companies with insurance policies as security;
- loans from the Company or Co-operative Societies;
- money borrowed on personal belongings pledged in pawnshops;
- money outstanding under hire-purchase agreements; and
- study loans granted by recognised local institutions of higher learning to their students.

An employee who is financially embarrassed and fails to make a declaration will face disciplinary proceedings, which may lead to his dismissal from the Company.

□ **Trade/Business and Directorship:**

An employee cannot accept directorship in any company or engage in any trade or business or any of the following activities except with the written approval from the General Director and Deputy General Director. These restrictions will apply even when the employee is on leave of any description.

- Any trade or business activity outside of SP-PSA whether the activity is intermittent or continuing and whether or not compensation is received; or
- Take part, directly or indirectly, in the management or proceedings of any commercial undertaking; or
- Undertake, directly or indirectly, any work for an employer other than SP-PSA; or
- Furnish any report as an expert or give expert evidence, whether for payment or gratuitously; or
- Act as an executor, administrator or receiver which may in the opinion of SP-PSA:
  - diminish his capacity for SP-PSA's work; or
  - interfere with SP-PSA's work; or
  - expose him to the imputation of deriving profit by virtue of SP-PSA's appointment.
- Receive, retain or claim any monies for services rendered to any person or organisation regardless of whether such services are rendered voluntarily or as part of his duties.

## IV. DATA PRIVACY

Personal data is information that can identify an individual, including employees, contractors, directors, shareholders, customers, and anyone else with whom SP-PSA conducts business. Personal data is an important asset, and the way we handle this data demonstrates respect and promotes trust and is critical to our success. In Vietnam,



there is a law that govern how we collect, use, disclose and dispose of personal data. For these reasons, we must follow company policies and guidelines for handling personal data.

SP-PSA respects the confidentiality of information relating to individuals as may be recorded in any form and has policies and practices in place to ensure that personal data is handled appropriately and lawfully. Such information may not be accessed, collected, used, disclosed, copied, modified or disposed of in an unauthorised manner.

A strong privacy policy supports and reflects the trusting and beneficial relationships we enjoy with all of our stakeholders.

**Q & A:**

**Q: An ex-colleague who now works for another company has asked me to provide the names of some of my business contacts. My ex-colleague's company does not compete with our company. Can I give her this information?**

**A:** Business contact information is not only confidential but, as it can identify an individual, is considered personal data. Except as legally required or with the informed consent of the business contact, it should not be shared with anyone. If you believe your ex-colleague could use the services of your business contact's company, you could either ask your business contact if he or she is comfortable with you sharing his or her contact information or alternatively, with your ex-colleague's permission, pass along her business information to your business contact.

**Q: I have just received by accident an e-mail with a file containing the salaries of several other employees. May I share it with other people at work?**

**A:** No. This information is by default strictly private and confidential. You should avoid reading the contents beyond the preliminary scan, delete the e-mail, and immediately bring the error to the sender's attention. Disclosing the information to other employees is a violation of The Code.

## **V. FRAUD**

SP-PSA company maintains a zero tolerance stand towards any of its employees being involved in fraud. It will also not tolerate fraud by vendors, customers and partners, which adversely impacts SP-PSA, including reputationally.

Fraud can be defined as intentional deception, misappropriation of resources or manipulation of data to the advantage or disadvantage of a person or entity. Forms of fraud include:

- ☐ Theft, embezzlement
- ☐ Falsification of financial results
- ☐ Falsification of expenses and invoices



- ☐ Failure to account for monies collected
- ☐ Alteration or falsification of records or documents
- ☐ Destruction of information to conceal bad practices
- ☐ Corruption, kickbacks, conspiracies, collusion, bribes
- ☐ Removal or concealment of property to prevent access required by law
- ☐ Knowing use of or possession of, with the intention to use, forged documents
- ☐ Deliberate provision of false information on applications or requests (eg. Funding)
- ☐ Misappropriation of assets (travel expenses, payroll, equipment, supplies, inventories, etc)

SP-PSA has established internal controls, policies and procedures in an effort to deter, prevent and detect fraud.

All employees have a duty to promptly report any concerns which they may have about a possible fraudulent activity on the part of any employee, vendor or any other party associated with SP-PSA. Such concerns should be reported to the immediate supervisor, the Whistle Blowing Team or Legal Executive, if any.

All reports will be treated in confidence and will be promptly and thoroughly investigated. Where there has been a serious allegation of fraud, corruption or bribery, SP-PSA will notify and fully cooperate with the appropriate law enforcement agency in any investigation. SP-PSA will, where necessary, take appropriate disciplinary action including dismissal.

#### **Q & A:**

**Q: I travelled to Barcelona on a work assignment and subsequently, I was required to travel to Madrid for 3 days to attend business meetings and return to Barcelona thereafter. My wife who was accompanying me on the trip wanted to stay in Barcelona while I made the short trip to Madrid. I thought it would be acceptable to hold my room in Barcelona so that my wife could stay while I booked another room in Madrid during my time there. I sought reimbursement for both the hotel room stays in Madrid and Barcelona.**

**A:** Claiming for both the hotel stay in Madrid and Barcelona is deemed intentional deception. In this fraud, you are claiming non-business expenses – the extended hotel stay in Barcelona for your wife while you were in Madrid. The Approving manager or Finance processing the reimbursements will uncover the overlapping dates and raise suspicion of all the past claims submitted by you to commence an investigation. If you are found to make regular false claims, it will result in termination of your employment and the case will be reported to the police.

**Q: I travel constantly to provide assistance to overseas units on specific business projects. I submit the same claims for hotel and meal expenses to both my own department and also the overseas unit for double reimbursement. I believe that they would not check with each other anyway and I believe this is only fair – to make up**

**for the hardship and sacrifices that I make for being away from my family and working over weekends.**

**A:** It is an outright fraud to claim reimbursement for the same expenses twice. There are internal controls established for intra-company billing verification on the expenses submitted by you. Your department will invoice the overseas business unit your expense reimbursements and will uncover your dishonesty. You will be required to refund the Company, your employment with the company will be terminated and the case will be reported to the police.

## VI. INFORMATION SECURITY

You are required to protect confidential information to which you have access in connection with your employment. SP-PSA's privacy policies govern the collection, use, transfer, and security of employee data, customer and prospect data, and data SP-PSA may access in connection with services. You are required to abide by these policies when collecting or processing the relevant information.

The SP-PSA Document and Information Policy, located on the company website, sets forth the requirements for the treatment of confidential information. It provides a description of various categories of classified information, such as:

- ☐ Confidential.
- ☐ Strictly Confidential.
- ☐ Personal & Confidential
- ☐ Secret

The SP-PSA Document and Information Policy provides guidance on the proper handling of each category of information, including restrictions on use, disclosure, storage, transmission and deletion.

## VII. INTEGRITY OF ACCOUNTS

**SP-PSA has the highest regard for truth, completeness, accuracy and timeliness in the recording of business transactions to maintain the integrity of the Company's financial reporting and support internal decision-making.**

At all times, financial records must comply with recognised accounting standards and financial transactions must be executed only in accordance with management's authorisation, the Finance Policy and all relevant finance directives. No payment shall be requested, approved or made with the intention that any part of such payment will be used for any purpose other than as described in the document supporting it. All financial transactions fall under the purview of Finance and any related enquiries may be directed to Finance Department for their attention and advice.

## VIII. SOCIAL MEDIA

As the online landscape continues to mature, the ways by which we communicate with one another – including our colleagues, customers, partners – continue to evolve. Social media create opportunities to champion the SP-PSA brand and also for personal expression, but they also bring with them risks and responsibilities for individuals and the company.

You should assume that anything you do on social media – whether on a business or personal account – could be viewed by a colleague, supervisor, partner, supplier, competitor, investor, customer, or potential customer. Your activity on social media reflects on SP-PSA and can impact the work environment.

### **How It Affects You**

Employees are fully responsible and accountable for all content posted on, or other contributions to, social media and messaging platforms, including but not limited to Facebook, LinkedIn, YouTube, Twitter, Instagram, TikTok, WhatsApp, Telegram, Glassdoor, Internet forums, blogs, podcast or any other regular newsfeed.

### **Social Media Guidelines for every employee to comply with**

Before posting content online, employees should:

- ☐ Be aware that the views expressed, even though in your personal capacity, reflect upon SP-PSA.
- ☐ Ensure that the content does not include anything confidential and/or commercially sensitive. For example, while you may mention that you work for the Commercial department, do not mention details of business development plans you may be working on (or details that would point to such plans) that are not already public.
- ☐ Refrain from showing or using the SP-PSA logo, brand or trademarks in a negative light.
- ☐ Refrain from posting content that may be detrimental to SP-PSA's reputation, or incur a liability, potentially or otherwise, to or on the company, its management, employees, customers, partners, competitors and any other stakeholders.
- ☐ Post only content that is based on facts and such content must be in compliance with all applicable laws.
- ☐ Ensure that content is not misleading, deceptive, offensive, slanderous, defamatory, seditious or obscene.
- ☐ Ensure that content does not impinge or cause offence to another's race, culture, ethics, morality or religion, whether illegal or otherwise.

We encourage employees to take responsibility for the content they create and the quality of the conversations they participate in online even in their personal capacity. As the owner of your own social accounts and a participant in social networks, you should get familiar with the networks' privacy and security policies and understand how your information and the content you post can be displayed and used throughout the site as well as other third-party sites that may be linked to by the social media networks.

Should you as an employee create regular content in your personal capacity that comments on issues related to SP-PSA's business (such as ports, logistics, supply chains, customers etc) in formats such as a blog, regular newsletter, podcasts, etc, you should be aware that this may be taken to represent SP-PSA's views. As such, you must declare your content creation to your Head of Department, and SP-PSA reserves the right to ask you to discontinue or modify your content and coverage.

### **What to do if you come across inappropriate content of SP-PSA posted online**

If employees come across inappropriate, false or negative comments, pictures, video and/ or audio content online about SP-PSA:

- ☐ Posted by someone else in the employee's personal social media and messaging channels, they should take ownership by removing it immediately and refrain from forwarding or propagating such content.
- ☐ Posted by co-workers in the employee's personal social media and messaging channels, they should also report the issue to Human Resources for further investigation.
- ☐ About SP-PSA posted on public websites – employees should not respond to the content but should report the incident immediately to their relevant Commercial department.

SP-PSA reserves the right to request employees to remove postings which are deemed negative or damaging to SP-PSA, its employees, unions, customers, partners, competitors and any other stakeholders.

## **IX. POLITICAL ACTIVITIES**

SP-PSA is an independent business organization and has no political affiliations whatsoever in the countries where it operates. However, when the need arises, SP-PSA reserves the right to make its position known on issues that impact its businesses, shareholders, partners and customers.

Employees may exercise their right to take part in politics as long as there is no conflict of interest with SP-PSA. However, any decision to become involved is entirely personal and voluntary to be conducted in the employees personal time as permitted by local laws.

Employees must not pass off political views as those of SP-PSA's and SP-PSA must not in any way be made accountable or responsible for any statements made or activities carried out by employees in their personal capacity, or any consequences arising out of such statements or activities. Employees cannot make use of company assets and resources for personal activities in support of political lobbying or any political party.

### **Q & A:**

**Q: My friend is running for political office and I would like to help with the campaign. Is this allowed?**

**A:** Yes, but this must be carried out in your personal time and capacity and you must not use the company's resources such as the company's email or name to run, support or advance the campaign in any way.

## X. MENTAL HEALTH

Protecting employees from reprisals, stigmatization, or discrimination when seeking help for mental health is crucial for fostering a supportive and inclusive work environment. Here are some measures that SP-PSA shall put in place:

- **Promote Awareness and Education:**
  - Educate employees about mental health, reduce stigma, and create an open dialogue.
  - Train managers and buddies to recognize signs of mental health issues and respond empathetically.
- **Confidentiality and Privacy:**
  - Ensure that employees' mental health information remains confidential.
  - Encourage employees to seek help without fear of negative consequences.
- **Anti-Discrimination Measure:**
  - Prohibiting discrimination based on mental health.
  - Adjusting work schedules, workload, or tasks as needed.
  - Fostering a culture of empathy, respect, and understanding.
  - Encouraging open communication and active listening.
  - Providing confidential counselling and support for mental health issues.

Creating a safe space for mental health support benefits both employees and SP-PSA. By implementing these measures, SP-PSA can protect employees and promote a healthier workplace.

## SECTION IV: WHISTLE BLOWING

As part of our commitment to uncompromising integrity, SP-PSA has established the whistle blowing policy for its employees, business partners and others to report any concerns they may have regarding compliance with The Code, or the laws and regulations that govern SP-PSA's business.

The policy seeks to protect a person who in good faith without any personal agenda reports a misconduct or malpractice within SP-PSA, from any form of disadvantage. It is important that the individual communicates the question or concern through one of the many available channels, including **writing to [Ethics@sp-psa.com.vn](mailto:Ethics@sp-psa.com.vn) or calling the Ethics Hotline at +0254 3924 571.**

### I. OBJECTIVE

- ☐ The objective of the whistle blowing policy is to provide a channel for employees and external parties to bring to the attention of the Whistle Blowing Team any misdeeds or improprieties committed by the management or staff of SP-PSA without fear of retaliation.
- ☐ By reference to "SP-PSA" in the following pages, it shall deem to mean SP-PSA International Port Company Limited and/ or its related or associated companies or subsidiaries (if any).

### II. SCOPE OF WHISTLE BLOWING POLICY

- ☐ Any activity or conduct or omission by an employee or any auditing firm providing external audit services and all other vendors providing services/ products to SP-PSA, relating to accounting, internal controls, internal accounting controls or procedures that are questionable or not in accordance with generally accepted accounting and industry practices, or not in line with The Code, shall be deemed as possible improprieties.
- ☐ These will include but not be limited to:
  - Fraud or suspected fraud, thefts and dishonest acts.
  - Profiteering as a result of insider knowledge.
  - Accepting or giving bribes.
  - Intimidation, discrimination or harassment of employees and other persons during the work or in the capacity of an employee.
  - Misappropriation of funds.
  - Disclosure of confidential information to outside parties.
  - Conflict of interest in business dealings with external parties or involvement in prohibited activities (refer to The Code).
- ☐ We encourage that the whistleblower's identity be made known to enable matters reported to be handled and reviewed promptly. We fully recognise that in certain situations, the whistleblower may wish to remain anonymous and/or is allowed by law to retain their anonymity. While in other situations, local laws may prohibit anonymous reporting or only allow anonymous reports related to certain subjects.

All cases will be handled with care and discretion in accordance with local laws and regulations, regardless of amount and form.

For matters which are out of the scope of disclosure described above, the whistle-blower would be informed that the matter is out of scope.

- Matters which are out of the scope will be forwarded to the respective parties in accordance to the following guideline, for their follow-up:
  - Human Resource-policy related matters – Human Resource Department.
  - Finance-policy related matters – Finance Department.
  - Intra-departmental matters – Head of department.

### III. CHANNEL & STRUCTURE FOR WHISTLE BLOWING

- All Employees have a duty to report concerns which they may have, based on reliable and verifiable information provided to them, about possible misdeeds or improprieties committed by employees/ management of the company, or by vendors, which can adversely impact the interest of SP-PSA.
- The channels for reporting such concerns or matters include, where appropriate:
  - The immediate supervisor
  - The Head of Department
  - Head of Human Resource
  - **Whistle Blowing telephone hotline/ email (+0254 3924 571 or [Ethics@sp-psa.com.vn](mailto:Ethics@sp-psa.com.vn))**
  - The Board of Directors

The reporting could be via telephone, email, letters or fax. The appropriate channels will be used to protect the whistle blower.

- To ensure that the company has a centralised repository of all reported cases, a centralised unit called the Whistle Blowing Unit is tasked to handle all matters relating to whistle blowing.

Matters reported through channels other than the whistle blowing hotline would be forwarded to the Whistle Blowing Unit for further investigation.

- The Whistle Blowing Team comprises the following members:
  - Head of Human Resource Department
  - Head of Finance Department
  - Trade Union Chairman

An administration support group comprising designated members from HR and Finance will also be assigned. Other parties, eg. Legal (if any), will be co-opted into the unit as and when required.

The responsibilities of this unit include:

- The receiving and recording of matters reported.
- The evaluation and assessment of the matter to establish whether to investigate further.
- The investigation itself, unless direction on the investigation is deemed necessary to be provided by an Investigation Team.

- The preparation/ review and endorsement of the investigation report, including recommendations on follow-up actions.
  - Annual review of policy and recommendation of enhancements.
- ☐ All matters reported will be reviewed within a reasonable time frame by the Whistle Blowing Unit and a decision taken on whether to proceed with a detailed investigation. Guidance/direction will be sought from a Board of Members where necessary.

Where the matter reported involves senior management, fraud, misappropriation of funds or bribery, the Board of Members Chairman must be informed immediately. A dedicated email address would be made available for direct reporting to the Board of Members Chairman, if necessary.

Quarterly reports on cases reported will be submitted to the Board of Directors.

#### **IV. CONFIDENTIALITY OF WHISTLEBLOWER & WHISTLEBLOWEE IDENTITY**

- ☐ The whistle-blower's identity will be kept confidential.
- ☐ The number of employees involved in the investigation will be kept to a minimum so as to ensure that the confidentiality of the case and the whistle-blower is maintained.
- ☐ The identity of the whistle-blowee will be kept confidential until there is sufficient evidence to support that it is a genuine case.

#### **V. PROTECTION FOR WHISTLEBLOWER**

- ☐ SP-PSA provides assurance that the whistle-blower's identity will be kept confidential unless such disclosure is required by the court or other regulatory authorities.
- ☐ SP-PSA will not tolerate the victimisation of the whistle-blower, and disciplinary action will be taken against those who victimise the whistle-blower.
- ☐ SP-PSA provides assurance that the employment of the whistle-blower will be protected even if the claim of malpractice proves to be erroneously provided the report has been made in good faith. However, reporting with malicious intent will not be tolerated.
- ☐ A Whistleblower Protection Officer (a member of Human Resource) will serve to protect the Whistleblower who has acted in good faith, post whistle blowing. The Whistleblower Protection Officer will keep in touch with the whistleblower and monitor the status of the whistleblower to assess signs of victimisation or distress.

#### **VI. PROTECTION FOR COMPANY AND WHISTLEBLOWEE**

- ☐ Information pertaining to the whistleblowing case will be kept confidential and restricted to the group of designated officers in charge of the investigation. This is to prevent unnecessary leakage of information which could result in potential lawsuits if there is insufficient evidence to support the case.



- SP-PSA will ensure there are sufficient facts and evidence to support the action/ decision to be taken against the whistleblowee, and that the evidence is able to stand up to cross-examination/ scrutiny in the courts.
- SP-PSA will ensure that all whistleblowees will not be convicted of any wrongdoing or be unduly penalised until the case facts are proven to be genuine and sufficient evidence is in place to support the case.

## **VII. ANNUAL REVIEW**

The whistle blowing policy will be reviewed on an annual basis by Human Resources in consultation with Legal (if any), and recommendations will be made to the relevant departments for its endorsement before submission to the Board of Directors for final approval./.