



RIVERSTONE GROUP OF COMPANIES
CODE OF CONDUCT ("CODE")

1. Riverstone Employee Conduct and Work Environment

1.1. Diversity, Equal Opportunity and Respect.

- 1.1.1. RS values diversity in its workforce and in a courteous and productive workplace, everyone is treated with respect and professionalism.
- 1.1.2. RS provide equal employment opportunity for all employees with a work environment free of discrimination and harassment.
- 1.1.3. RS does not unlawfully discriminate on the basis of race, colour, religion, sex, origin, age, disability, gender identity, marital status, ancestry or sexual orientation.
- 1.1.4. Respect is fundamental to our team's success, and we expect it from ourselves and each other at all times. Therefore, RS does not tolerate harassment of any kind.
- 1.1.5. Harassment can take many forms, including verbal remarks, physical advances or visual displays. It can come from coworkers, supervisors, vendors, suppliers, contractors or even customers.
- 1.1.6. The legal definition of harassment may vary depending on where we work, but it always has the purpose or effect of creating an intimidating, offensive or demeaning environment for another person.
- 1.1.7. It is a form of discrimination and, as such, has no place at RS.
- 1.1.8. Keep in mind that harassment can be sexual or non-sexual in nature.
- 1.1.9. Sexual harassment may include unwanted advances, inappropriate sexual jokes, sexually suggestive comments, touching, requests for sexual favors and inappropriate comments about someone's appearance.
- 1.1.10. Non-sexual harassment may include offensive comments, jokes or pictures related to race, religion, ethnicity, gender or age. In order to keep our workplace respectful, our comments and actions must always be appropriate.
- 1.1.11. If you feel that you have experienced or observed any discriminatory or harassing behaviour and you are not comfortable addressing the situation on your own, speak up and report the issue.
- 1.1.12. We never tolerate reprisals or retribution against anyone who lodges a complaint in good faith.

1.2. Fair Labor Standards

- 1.2.1. We are strongly committed to respecting and protecting human rights wherever we operate.
- 1.2.2. To that end, we follow all applicable laws relating to working hours and wages, as well as all RBA Code of Conduct guidelines.
- 1.2.3. Under these guidelines, work weeks must not exceed the maximum set by local law and, generally, should not be more than 60 hours per week, including overtime. In addition, all workers are allowed at least one day off every seven days.
- 1.2.4. We do not use child or forced labor in any of our operations or facilities, and we never participate in human trafficking or slavery of any kind. In all of our

operations, we do not permit exploitation of children; physical, verbal or emotional abuse; or involuntary servitude.

- 1.2.5. We fully respect and adhere to all applicable laws establishing a minimum age for employment.
- 1.2.6. Additionally, RS respects our Employees' rights to freedom of association.
- 1.2.7. All Employees are free to join—or not join—a labor union or other workers' group.
- 1.2.8. Our suppliers play a key role in helping us manage our supply chain in a socially responsible and ethically sound manner.
- 1.2.9. We hold our suppliers to the same high standards that we hold ourselves to.
- 1.2.10. This means that we expect our suppliers to embrace and follow this Code and the RBA Code.
- 1.2.11. If you suspect that human rights violations are occurring in our supply chain, you have a responsibility to speak up about it.

1.3. Employee Privacy

- 1.3.1. RS respects the privacy and dignity of every employee.
- 1.3.2. No employee should access or otherwise use employee records or information unless authorized to do so for legitimate business needs in accordance with local laws.

1.4. Health and Safety

- 1.4.1. RS is committed to continual improvement and will give priority towards environment, health and safety.
- 1.4.2. RS will comply with all relevant legislations and regulations of locations where we operate.
- 1.4.3. Specifically, we meet the RBA's standards for occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food, housing and health and safety communication.
- 1.4.4. For supervisors, this means:
 - Actively analyzing the workplace to anticipate and prevent hazards, including process hazards
 - Deterring casual behaviour or horseplay when safety is at risk
 - Encouraging Employees to identify hazards and follow safe work practices
 - Enforcing established policies, procedures and work rules
 - Ensuring Employees are adequately trained
 - Responding to reports of potential hazards in a timely manner
- 1.4.5. For all Employees, this means:
 - Reporting potential hazards to your supervisor, host or the Safety Department promptly

- Wearing required protective equipment while on the job
 - Exercising care with chemicals and other potentially hazardous materials
 - Complying with all safety rules and procedures when operating and maintaining machinery and equipment
 - Following all ergonomic guidelines
 - Responding appropriately in an emergency
 - Reporting any job-related injury or illness
 - Observe applicable workplace safety rules when performing their duties.
- 1.4.6. In order to keep all of our employees safe, RS shall never engage in or tolerate any form of violence. This includes both threats and acts of violence, as well as intimidation, threatening conduct, bullying and attempts to instill fear in others.
- 1.4.7. Weapons are not allowed in the workplace, consistent with local law. If you believe someone is in danger, immediately contact building security or local authorities.
- 1.4.8. When it comes to safety, we hold our vendors, suppliers and contractors to the same high standard to which we hold ourselves.
- 1.4.9. This means that we expect our suppliers to embrace and follow both our Code requirements and the RBA's guidelines regarding health and safety.

1.5. Drugs and Alcohol

- 1.5.1. RS is committed to providing a safe and productive work environment. We want to employ a workforce free from the use of illegal drugs and the abuse of alcohol. Substance abuse limits our ability to do our work safely. Therefore, we may never work while impaired or under the influence of alcohol, illegal drugs, or other drugs or medications.
- 1.5.2. In addition, when working or while on Company premises, we may never use, possess, transfer or sell illegal drugs, or misuse alcohol, prescription drugs or over-the-counter medications.

2. Financial Statement Integrity and Company Record.

- 2.1. We are responsible for ensuring that RS books and records are full, fair, accurate, timely, and understandable reflections of the company's operations and business activities.
- 2.2. Any records required by our jobs at RS such as time cards and expense reports must be accurate and complete.
- 2.3. If questions arise, ask a direct or other manager for assistance. If you become aware of records that may be inaccurate, report the situation immediately to a direct or other manager.

3. Conflicts of Interest and Personal Integrity.

3.1. Conflicts of Interest

- 3.1.1. RS employees must avoid business decisions, conduct, or other outside activities that create an actual or potential conflict of interest with our obligation or duties to RS.

3.2. Insider Trading

- 3.2.1. RS employee who possesses material, non-public information regarding RS or any other company must not:
- Trade in that company's stock while in possession of inside information;
 - Use the inside information for personal advantage of the personal advantage of other; or
 - "Tip" other who may buy or sell securities because of the inside information.
- 3.2.2. To do otherwise is a violation of RS policy and may subject you to criminal penalties.

3.3. Gifts and Others Business Courtesies.

- 3.3.1. RS employee must never accept or give a bribe.
- 3.3.2. Bribe would include not just payment of cash, but any offer, payment, promise to pay, or authorization to pay any money, gift, products or services that might be intended to be in exchange for business or to influence any business decision or action.

4. Use of Company Assets and Resources

4.1. Protecting Physical Assets

- 4.1.1. RS assets and resources are dedicated to achieving RS's business objectives.
- 4.1.2. All RS employees are required to safeguard and not misuse company assets and resources, and must never use them for any unlawful or unethical purpose.
- 4.1.3. We need to follow applicable security and use procedures to protect the company's physical assets from theft, loss, damage or misuse.
- 4.1.4. We all have a responsibility to protect RS's assets and to use them efficiently.
- 4.1.5. The RS's assets include, but are not limited to:
- Property
 - Inventory
 - Equipment and supplies
 - Computer data and time
 - Confidential information and trade secrets
 - Time and skills of Employees during work hours

- 4.1.6. We must never use any of RS's assets for unauthorized purposes.
- 4.1.7. Theft, carelessness and waste have a direct impact on RS's profitability, so we should always use Company assets wisely and carefully.

4.2. Confidential Information.

- 4.2.1. RS employees have a duty to protect confidential RS information, as well as confidential relationships between the company and its customers, suppliers and shareholders.
- 4.2.2. Even if you leave RS, you are still legally and contractually obligated to maintain the confidentiality of this information.
- 4.2.3. It is a violation of RS policy to use confidential information obtained during employment at RS for personal gain.
- 4.2.4. RS employees are expected to take reasonable precautions to ensure the physical security of confidential information and facilities.

4.3. Records management

- 4.4. In addition to creating honest, accurate financial records, we must also manage and retain our Company's records according to our Records Management Procedure.
- 4.5. Records are vital to fulfilling our business needs and meeting regulatory requirements.
- 4.6. Never destroy them in violation of the policy.
- 4.7. If certain documents or records may be needed for an investigation, audit or potential lawsuit, they may be placed under a legal hold. If a record is subject to a legal hold, we must not alter, damage, or destroy the record until we are instructed that the hold has been lifted—regardless of our usual retention schedules.
- 4.8. We are also firmly committed to preventing and detecting any act of fraud.
- 4.9. Generally speaking, fraud is intentionally concealing facts in order to deceive or mislead others, *inter-alia*, this may include:
 - Misstatements due to fraudulent financial reporting or revenue recognition
 - Misstatements related to using assets for illegal, inappropriate or unintended purposes (such as wire fraud or fictitious vendors)
 - Fraudulently obtained revenue and assets
 - Attempts to avoid costs and expenses
- 4.10. If you think unethical, improper or illegal conduct is taking place - particularly concerning our internal accounting practices, financial irregularities or fraud; you must report your concerns immediately.

5. Dealing with Other

5.1. Our Customers and Suppliers

- 5.1.1. RS is committed to maintaining our customers and trust and respect.

- 5.1.2. RS competes fairly, honestly and by delivering superior products and services to our customers.
- 5.1.3. RS does not authorize, condone, encourage or promote, directly or indirectly through others, unlawful or unethical behaviour, such as bribery, kick-back, pay-offs, promises to pay cash or things of value, or any other activities that may be construed as being corrupt, unlawful or unethical.
- 5.1.4. RS will safeguard our customers information and comply with applicable laws in customer privacy.

5.2. Our Business Partners and Suppliers.

- 5.2.1. RS uses only those business partners and suppliers that comply to our standard policies and procedures.

5.3. Competitors

- 5.3.1. RS competes vigorously and fairly and complies with applicable antitrust laws to ensure our goods and services are provided on their merits.
- 5.3.2. Only lawful means of obtaining information about our competitors may be used.

6. Raising / Resolving Issues and Concerns

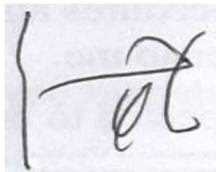
- 6.1. RS employee is responsible for reading, understanding, and following the code.
- 6.2. Anyone who violates the code is subject to discipline, up to and including termination of employment.
- 6.3. Anyone who violates the law may also be subjected to civil and criminal penalties.
- 6.4. In RS, every employee has a duty to report possible violations of the law, the code, and other company guidelines.
- 6.5. As in the Group Whistle Blowing policy and consistent with RS's Open-Door process, issue can be addressed in accordance with the process flow set out in the Whistle Blowing policy.
- 6.6. All employees will be treated with dignity and respect and will not be subjected to retaliation, threats or harassment for raising concerns or reporting violations.

7. Approvals and Waivers

- 7.1. The Code sets out expectations for RS's conduct.
- 7.2. When certain situations require permission from management or another person before taking action, you need to raise the issue promptly to allow enough time for the necessary review and approval.
- 7.3. In a particular circumstance RS may find it appropriate to waive a provision of the Code.
- 7.4. To seek a waiver, speak with a manager, who will consider the request in consultation with others, such as Risk Management.

8. Environmental Commitments

- 8.1. We all benefit from healthy air, land and water - and we do our part to protect and preserve these resources. To do this, we follow all environmental laws that apply to us.
- 8.2. Beyond simply following the law, we strive to surpass industry standards of environmental excellence in all of our workplaces, including those standards outlined in the RBA Code of Conduct.
- 8.3. The RBA Code of Conduct establishes standards about all of the following:
 - 8.3.1. Environmental permits and reporting
 - 8.3.2. Pollution prevention and resource reduction
 - 8.3.3. Hazardous substances
 - 8.3.4. Wastewater and solid waste
 - 8.3.5. Air emissions
 - 8.3.6. Materials restrictions
 - 8.3.7. Storm water management
 - 8.3.8. Energy consumption
 - 8.3.9. Greenhouse gas emissions
- 8.4. RS provides training to employees on environmental topics according to roles and responsibilities.
- 8.5. In all of our operations, RS is committed to promoting sustainable practices. We utilize safe and long-term practices for reducing waste, preventing pollution and handling and disposing of potentially hazardous materials.
- 8.6. We also make sure to maintain our monitoring systems to ensure that we stay compliant and keep our communities healthy. We continuously look for ways to use energy efficiently and wisely.
- 8.7. For more information review the Environmental Health and Safety Policy as well as our annual Sustainability Report located at www.riverstone.com.my



T.S. WONG

Chief Executive Officer

9. Code of Conduct Acknowledgment

- 9.1. By signing below, I acknowledge that I have read and understood the RS Code of Conduct.
- 9.2. I understand that I should contact any of the resources listed in our Code if I have any questions concerning this document, or any behaviour or situation concerning RS.
- 9.3. I also understand that I have a responsibility to immediately report any violations of this Code to one of the resources listed in the Code.
- 9.4. I hereby confirm the following:
 - 9.4.1. I have read and understood the RS Code of Business Conduct and Ethics.
 - 9.4.2. I understand that more detailed guidance of matters covered in the Code is provided in other resources.
 - 9.4.3. I understand that I am responsible for knowing and complying with the Code and all laws, policies, procedures and other guidance that applies to me.
 - 9.4.4. I understand that I am expected to behave honorably in all my business relationships and to treat with respect all people with whom I interact professionally.
 - 9.4.5. I understand that I have a duty to speak up and report any known or suspected violation of the Code, Company policies or law.
 - 9.4.6. I am not aware of a violation of the Code, Company policies or law which has not already been reported as necessary and appropriate.
 - 9.4.7. I understand RS's policy forbidding retaliation and will not retaliate against any individual who reports a concern in good faith.
 - 9.4.8. I understand that I may be subject to disciplinary action up to and including termination of employment if I violate the Code, any of RS's policies or the law.

Date:

Employee Name

Employee Signature