



MGB BERHAD

Registration No. 200201021504 (589167-W)

CODE OF CONDUCT & BUSINESS ETHICS

1. INTRODUCTION

MGB Berhad (“**MGB**” or “**the Company**”) Code of Conduct and Business Ethics (the “**Code**”) provides the ethical framework to guide actions and behaviors of all Directors and Employees of MGB and its subsidiaries (collectively “**MGB Group**” or “**Group**”) while at work.

This Code reflects the increasing need for effective corporate governance compliance measures in the conduct of the Group’s business domestically and worldwide. It emphasizes and advances the principles of discipline, good conduct, professionalism, loyalty, integrity and cohesiveness that are critical to the success and well-being of the Group.

2. OBJECTIVE

The objective of the Code is to provide guidance on the standards of behavior expected of all Directors and Employees of the Group, and where applicable, Counterparts and Business Partners. The standards of behavior are derived from the Group’s Core Values and Business Principles. For all intent and purposes, all Directors and Employees shall always observe and ensure compliance with all applicable laws and regulations to which they are bound to observe in the discharge of their duties.

3. SCOPE

The Code is applicable to Directors and Employees (including full time, probationary, contract and temporary staff) (“**Employees**”) of the Group. Each Employee has a duty to read and understand the Code. Violation of any of the Code’s provisions can result in disciplinary action, including termination of employment. The Code applies to all businesses and countries in which the Group operates.

4. DIRECTORS CODE OF CONDUCT

Directors shall faithfully and diligently perform their duties and shall endeavor to the utmost of their abilities to promote the good standing and business interest, welfare and image of the Company and/or the Group in general.

Directors shall be required to observe the 12 Principles as stated in the Director’s Code of Ethics Policy.

5. EMPLOYEES CODE OF CONDUCT

- a) Employees shall faithfully and diligently perform their duties and shall endeavor to the utmost of their abilities to promote the good standing and business interest, welfare and image of the Company and/or the Group in general.
- b) Employees shall, apart from carrying on their respective job function, obey

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and comply with all reasonable and lawful orders and directives from the Company and to observe faithfully all rules, regulations and policies, which may be applicable to the Group in general.

- c) Employees shall do their utmost and undertake to cooperate fully with their colleagues.
- d) Employees are expected at all times to maintain the highest standards of professionalism and integrity in all that they do. This includes communications with colleagues, customers, clients, suppliers and the public. These standards apply to communications that are verbal, written (for example: memo, letter and report) and electronic (including but not limited to fax, email, mobile phone text messages, telephone, voicemail or internet).

6. CONFLICT OF INTEREST

Conflict of Interest is a situation in which an employee has a private or personal interest sufficient to influence or appear to influence the objective exercise of his or her official duties as an employee, or a professional.

Employees are expected to commit fully to the business of the Company and shall not engage in any business or work that may conflict directly or indirectly with the business of the Company or Group. In this regard, employees must declare any business interest, if any, that employee or his spouse or children (below 18 years of age) are shareholders to.

Below situations could lead to real or potential conflict of interest:

- a) Working for any organization (e.g. holding key positions, consulting, freelancing, working part-time) or managing a business outside the Company that is competing directly or indirectly with any of the Company's business (both during and after official working hours).
- b) Having a direct or indirect financial relationship (e.g. holding directorship, partnership, shareholding, etc.) with the Company's existing or potential competitor or suppliers (exception to this is holding insignificant stock interests in public companies or the employee had been given ESOS by their prior employer).
- c) Taking part in business decisions or managing a project/contract where the employee or their related parties have direct or indirect interest.
- d) Diverting of any potential business opportunities of the Company, for his or her personal gains.
- e) Divulging confidential information of the Company to third parties for personal gains.

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- f) Accepting gifts, bribes, kickbacks or any other form of special favours from both current and potential business partners of the Company, given because of the position the employee hold at the Company, which is not generally offered to other employees.
- g) Having a personal relationship with another employee that can interfere with the judgement or objectivity of either employee.
- h) Indulging in private business such as direct selling, selling food, etc. during office hours and using Company's facilities such as fax, photocopying machines, telephones, hand phones, etc.

7. REVIEW POLICY

This policy has been endorsed by the Board of Directors and is made available for reference on Company's corporate website and internal computer networking system.

This policy shall be reviewed by the Board of Directors and updated whenever necessary to ensure its effective implementation. Any subsequent amendments to this Policy should be approved by the Board of Directors.