

CODE of ETHICS & CONDUCT

OUR
CORE
VALUES

**KOD ETIKA
& TATA
LAKU**

RESPECT
INTEGRITY
TEAMWORK
EXCELLENCE



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CODE of
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PHARMANIAGA GROUP OF COMPANIES

1 PRELIMINARIES

1.1 EXECUTIVE SUMMARY

The Company is committed to maintaining the highest standards of integrity and professionalism in its business dealings. At all times, we strive to comply with the laws of the country and to conduct ourselves at the highest level of ethical behaviour.

The Code of Ethics and Code of Conduct (hereafter referred to as the Code) is part of the Management's efforts to promote and instill in our Employees, the standard of ethical conduct expected of them.

The Code has been enhanced to guide and help us identify any potential problems. Although the Code cannot address every situation, it summarizes the Company's responsibilities and expectations for both Employees and Management's ethical conducts. It will help us to recognize situations that might create an ethical issue, and help us decide what to do.

It is the responsibility of each and every Employee to understand and comply with the Code. The Management reserves the right to initiate disciplinary and/ or legal action against any Employee found to be in contravention of the Code.

1.2 OBJECTIVES

The Code shall serve as our formal commitment to conduct ourselves professionally at all times and do business in a transparent, appropriate and fair manner. The objectives of the Code are:

- a. To define acceptable behaviour.
- b. To assist Employees in living up to high ethical business standards.
- c. To convey to both Employees and External Parties that the Pharmaniaga Group shall under no circumstances allow its ethical principles to be compromised.
- d. To promote awareness and understanding among Employees and External Parties that failure to comply will result in the appropriate disciplinary action.

1.3 DEFINITIONS

For the purpose of the Code, the following definitions shall apply:

- a. **Company** shall mean Pharmaniaga Group of Companies or Pharmaniaga Berhad and its subsidiary companies.
- b. **Chairman** refers to the Chairman of Pharmaniaga Berhad.
- c. **Code** refers to this Code of Ethics and Conduct.
- d. **Employee** or **Employees** refers to all levels of Employees of the Company, employed on either permanent or temporary basis. It includes persons who are on contract, secondment, apprenticeship, internship or any persons by whatever description under the supervision of the Company, whether remunerated or otherwise.

- e. **Chairman/ Managing Director** refers to the Chairman/ Managing Director of Pharmaniaga Berhad.
- f. **Human Capital Management** refers to either the Human Capital Management Department of Pharmaniaga Berhad and/or the Human Capital Management Department of the respective subsidiary companies.
- g. **Head of Human Capital Management** refers to the Head of Group Human Capital Management of Pharmaniaga Berhad
- h. **External Parties** refers to stakeholders including customers, shareholders, contractors and vendors, government officials, agency officials, financial institutions and other parties having dealings directly or indirectly with the Company.
- i. **Management** refers to the Managing Director, Chief Operating Officer, Chief Financial Officer, and Divisional Directors.

1.4 SCOPE

The Code supersedes all previous Code of Conduct and Code of Ethics Handbook, List of Employment Misconduct and any other relevant or applicable documents. While every effort is made to keep the contents of the Code current, Company reserves the right to modify, suspend, or terminate any of the policies, procedures, and/or guidelines.

The Code shall apply to all Employees and wherever applicable, External Parties.

1.5 INTERPRETATION

- a. Words referring to the masculine gender shall be deemed to include the feminine gender, unless otherwise stated,
- b. Words referring the singular shall be deemed to include the plural and vice versa.
- c. References to child/children Include legally adopted child and step child.
- d. In case of any doubt, the interpretation of the Management shall be taken as conclusive and final.

1.6 ETHICAL CONDUCT CHECKLIST

To assist Employees in determining whether a conduct is ethical or not, they should consider whether or not the conduct:

- a. Is legal,
- b. Reflects Pharmaniaga's Core Values,
- c. Conflicts with Pharmaniaga's interest,
- d. Brings adverse implications to oneself, other Employees, External Parties and the Company.

Any questions or concerns about and/or relating to the Code may be directed to the Head of Human Capital Management/Divisional Director/Chief Executive Officer/ Director/General Manager/Line Manager/Head of Department and/or through the Company's Whistleblowing mechanism, where applicable.

1.7 INSTRUCTIONS

- a. This Code is applicable to all Employees.
- b. Each Divisional Director/General Manager/Line Manager/Head of Department is required to ensure that the Code is understood by all Employees within his department/division/ company and that each and every Employee signs in acknowledgement of his understanding of the contents herein.
- c. As and when required by the Company, all Employees are required to submit the signed version of the following documents:
 - i. Letter of Undertaking.
 - ii. Declaration Form (*applicable for Clauses 4.1.1 to 4.1.5 only*).
 - iii. Other Non-Disclosure and/or Confidentiality Agreements (*where applicable*).
 - iv. Any other documents (*where applicable*).
- d. In the event that any clarification is required, it shall be the Employee's responsibility to consult his superior and/or the Head of Human Capital Management.
- e. The signed documents (Section 7.1: Letter of Undertaking, Section 7.2: Declaration) are to be returned to the Head of Human Capital Management, where applicable, within one (1) week of receipt of the Code.
- f. In cases where written consents and/or approvals from and disclosures to the Chairman/Managing Director are required under the relevant clauses of the Code, all applications, requests and/or notifications are to be submitted through the Head of Human Capital Management.

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2 CODE OF ETHICS STATEMENT

Code of Ethics is a statement of the ethical principles, values and behaviour expected of all Employees of the Company. It is intended to assist Employees to identify and resolve ethical issues that might arise during their employment. The Code of Ethics puts forward a set of general principles in the best interest of the Company rather than detailed prescriptions.

The Company strives to achieve the highest standards of ethics. Our Code of Ethics emphasizes the importance of upholding our Core Values which are Respect, Integrity, Teamwork and Excellence. All Employees must be committed to these Core Values and must share these responsibilities:

OUR CORE VALUES

- **RESPECT**
We shall treat co-workers and External Parties with respect at all times.
- **INTEGRITY**
We shall adhere to the highest standard of integrity in all our relationship and business dealings.
- **TEAMWORK**
We shall work together as one to create healthy working relationship.
- **EXCELLENCE**
We expect only excellence from all our Employees.

Our Core Values establish a sense of shared principles, beliefs and ethical standards within the Company that guide our actions and behaviour. A business of high principles generate greater drive and effectiveness and serves as the best foundation for our future direction.

3 CODE OF CONDUCT STATEMENT

The Code of Conduct is based on principles, values and behaviour outlined in the Code of Ethics. It applies to all Employees and sets out to Employees' terms and conditions of service/employment.

3.1 UNDERLYING PRINCIPLES

In the heart of the Code of Conduct are the six (6) principles that all Employees must observe:

- a. To avoid conflict of interest.
- b. To avoid misuse or abuse of position.
- c. To prevent misuse of information gained through the Company's operation, either for personal gain or for any purpose other than that intended by the Company.
- d. To ensure confidentiality of information, communication and transactions conducted by the Company.
- e. To ensure transparency and justice.
- f. To create a respectful workplace environment and culture.

3.2 RESPONSIBILITIES AND ACCOUNTABILITY

a. Employees

All Employees are required to understand the Code and comply as a matter of course. By signing and returning the letter acknowledging their understanding of the contents herein, the Employees ought to have understood the Code. Therefore, ignorance of the existence of this Code or of any part of its provisions or of any amendment or variation to it is not, and will not be accepted as an excuse for its breach.

b. Management

The Management has the added responsibility of leading according to these practices, in both words and actions. They must promote compliance and ethics by example. They are also responsible for promoting open and honest two-way communication to facilitate discussions especially in situations where the application of the Code, or any part of it, may be unclear.

The Management should not only play an exemplary role but should also diligently be on the lookout for indications that unethical and improper business conduct is taking or has taken place.

c. External Parties

All External Parties are required to conform to the principles documented in the Code In their dealings with the Company.



4 PHARMANIAGA CODE OF CONDUCT

All Employees shall conform strictly to the laws and Regulations of Malaysia, as well as to accepted standards of business ethics. Employees shall also abide by the Code of Conduct as set out below:

4.1 CONFLICT OF INTEREST

Employees shall avoid situations in which personal interest could conflict, or appear to conflict, with the Company's business. During the tenure of service with the Company, Employees shall devote the whole of their time, attention and skills to the duties of their office to the best of their abilities and shall obey the reasonable and lawful directives of their superiors.

When the Employees' personal, social, financial or political activities interfere or have the potential of interfering with their loyalty and objectivity toward the Company, a conflict of interest may exist. It is the responsibility of the Employees to avoid such conflict.

4.1.1 External Board Membership

- a. Employees shall declare any existing board membership in any capacity in any company outside the Company.
- b. Employees who have been invited to serve on the board membership in any capacity in any company outside the Company may only accept such appointment after obtaining a written consent from the Chairman/MD.
- c. In seeking consent to sit on the board of such company, the Employees shall satisfy the Chairman/MD that such appointment is not detrimental to their responsibilities to the Company.
- d. Approval, if any, may be granted on the understanding that should, in the opinion of the Chairman/MD there arise at any time a conflict of interest or it is detrimental to the Employees' responsibilities to the Company, then the Employees must make a final choice either to remain in the Company or the said board.

4.1.2 Financial Interest

- a. Employees and their families shall not directly or indirectly, buy, sell or lease property, equipment or materials from or to the Company (other than purchases for personal consumption).
- b. Employees and their families who have any financial interest in any External Parties which have business relationships with the Company and who are involved in any way in the decision- making, dealing or transactions with such entities during the course of employment with the Company, must inform the Chairman/MD in writing of such Interest for clearance prior to entering into such decision, dealing or transaction.

4.1.3 External Employment or Business

Employees shall not either directly or indirectly engage themselves in any employment or business which is in conflict with his work with the Company and/or business and operations of the Company.

4.1.4 Activities Outside the Company

- a. Employees shall not be a member of any political party, councils, committees of trade or other non-trade associations or societies without prior written consent from the Chairman/MD.
- b. Permission will not normally be granted unless all or some of the following three (3) criteria are met:
 - i. Membership must in no way conflict with the Interest of the Company.
 - ii. The Company will gain some advantages as a result of such membership.
 - iii. The time spent in membership activities must not significantly interfere with the Employees' duties with the Company.
- c. The Employees' involvement in such associations or societies, upon approval from the Chairman/MD, shall be on the Employees' own time and expenses.

4.1.5 Co-Worker Romantic Relationship

- a. The Company trusts and expects its Employees to have good judgment in pursuing romantic relationships with their co-workers. Nevertheless, Employees should recognize that such relationship can create an actual or apparent conflict of interest, depending on the Employees' work roles and respective positions.

- b. Therefore, it is unacceptable for an Employee to begin or maintain romantic relationship with his direct or indirect reporting. Even if the superior is acting impartially, the relationship will be likely perceived to influence his judgment in terms of performance review, compensation and promotion, amongst others.
- c. Any romantic relationship with co-workers is also unacceptable if it interferes or creates a conflict. If such romantic relationship occurs, the Employee must notify Human Capital Management on the relationship. Changes to work arrangements of either or both Employees involved may be made, at the Company's discretion.

4.2 ILLEGAL GRATIFICATION AND BUSINESS COURTESIES

Employees must not put themselves in an obligated or compromised position in any business dealing. The foremost guiding principle is conscience on the part of the Employees when faced with the situation. It is the responsibility of all Employees to act and perform their duties with transparency and impartiality.

4.2.1 Anti – Bribery

The exchange of gifts can build goodwill in business relationships, but some gifts can create improper or the appearance of improper influence. Some can be seen as bribes, corruptions or kickbacks. These gifts mean anything of value and may come in various kinds of benefits, personal or otherwise.

They include but are not limited to cash, any kind of gifts or prizes, transportation, use of properties and vacation facilities, holidays, stocks or other securities, participation in stock offerings, favourable terms on any products or services, home improvements, tickets, gift certificates, commissions and entertainment.

Employees and their families shall not, directly or indirectly, solicit, accept, promise, offer, make, give, or provide corrupt payments on their behalf from or to the Company's External Parties (including Governments, Statutory Bodies and Agencies) that may influence, or even perceived to be able to influence decision making in relation to obtaining business or awarding contracts. Please refer to the Anti-Bribery Policy for further details.

4.2.2 Nominal Value

Employees may accept meals or entertainment of nominal value in connection with performing company business. 'Nominal' will depend on the circumstances. In general, nominal means something small, a gesture, or business courtesies.

The Company prohibits giving gifts of more than nominal value In dealing with any business. Employees shall not accept any business entertainment or gift that is too lavish or too frequent.

4.2.3 Business Courtesies

Gift-giving and receiving practices may vary among cultures. In some rare situations, it would be impractical to refuse or return a gift. In such cases, Employees are to practice good business sense and conscience. In limited situations, Employees may accept the following gifts:

- a. Occasional business meals.
- b. Company souvenirs of nominal value (e.g. calendars, pens, notepads, and diaries).
- c. Promotional business items.
- d. Reasonable entertainment such as accompanying a business associate to a local cultural or sporting event.
- e. Non-cash gifts presented to Employees attending social functions such as signing ceremonies and corporate visits.
- f. Gifts presented to Employees during weddings, Hari Raya, Chinese New Year, and Deepavali, Christmas or other festive occasions.
- g. Customary gifts as non-acceptance may cause offense to the organisation or country involved.

4.3 CONFIDENTIAL INFORMATION

Confidential information in this context is defined to include any and all trade secrets, confidential, private or secret information of the Company including, without limitation to the following:

- a. Business and financial information of the Company.
- b. Business methods and practices of the Company.
- c. Pricing and marketing strategies of the Company.
- d. Intellectual properties.
- e. Information on Employees, clients, customers and principals.

- f. Other corporate databases.
- g. Information as the Company may from time to time designate as being confidential.

Confidential information however, will not include information that is in the public domain or information that falls into the public domain (unless such information falls into the public domain by unauthorized disclosure or other acts on the part of the Employee). The improper use of such confidential information is totally prohibited.

4.3.1 Records

A record is defined as a sub-set of information created or received as evidence of a business activity. The Group requires that records must be managed securely throughout their life cycle. This includes such data as regulatory filings, quality, safety, financial and employee records.

a. Management Reports and Records

Employees are expected to co-operate with reasonable request for information from government agencies and regulators, and to consult with the relevant departments before responding to any non-routine requests.

Authorized Employees must provide accurate information to speak on behalf of the Company with auditors, government representatives and other parties. At all times, Employees must uphold the integrity of information and not misrepresent or falsify any information and records in the Company.

b. Employee Confidentiality and Data Privacy

The Company is committed to respecting the confidentiality of our Employees' personal information. It is our policy to acquire and retain only personal data that is required for the effective operation of the Company, or that is required by law. The Company shall ensure that:

- i. Access to personal data is strictly limited to Employees who have appropriate authorization and a clear business need for that information.
- ii. Authorized Employees only use the personal data for the purpose for which it was collected and adhere to the highest standards of confidentiality in using it.
- iii. Authorized Employees do not provide the personal data to anyone inside or outside the Company without proper authorisation.

4.3.2 Insider Trading

Insider trading is defined broadly to cover situations where Employees buy or sell securities (quoted shares) while they are in possession of confidential information which is not generally available to the public and affects or may affect the value to be placed on these securities. The Employees may have such information by virtue of their position in the Company or because someone in such position may have provided them, directly or indirectly, with the information.

a. Definition

Insider trading includes trading in the following categories:

- i. Employees' own company.
- ii. Principal, subsidiary and associated companies.
- iii. Customer or supplier companies.
- iv. Companies in which the above categories are connected e.g. companies for which an offer or takeover is contemplated.

b. Insider

An insider includes:

- i. All directors, whether executive or non-executive.
- ii. All Employees.
- iii. Family of Directors and Employees.
- iv. Beneficial trusts of all the above mentioned.
- v. Other persons acting on behalf of or in conjunction with the abovementioned.

c. Dealings

No insider shall buy, sell or otherwise deal, directly or indirectly, in the shares of any company within Pharmaniaga in the following periods:

- i. During the period commencing from the time information is obtained up to one (1) full trading day after the announcement of a matter that involves unpublished price-sensitive material information in relation to

the securities of the Company or, where relevant, any other listed public company.

- ii. During the period from the commencement of negotiation for a corporate proposal involving a transaction having a value exceeding 25 of the net assets of the listed public company up to one (1) full trading day after the announcement or one (1) day after the abortment of negotiation, as the case may be.
- iii. During the period commencing from the expiry of the financial year, half year or quarter, as the case may be, up to one (1) full trading day after the announcement of the Company's results for the financial year, half-year or quarter, as the case may be, and/or of any dividends and distributions to be paid or passed.

In the event that there is a compelling reason to dispose of the shares which an insider wishes to sell within the periods defined above, prior written approval must be obtained from the Chairman or MD. This applies similarly to the shares of all other companies as listed in the definition above.

d. Price-Sensitive Information

- i. Employees shall accept and understand that price-sensitive information is strictly confidential to the Employees concerned alone and should not be discussed or divulged to another person except in an official capacity and on need-to-know basis.
- ii. Employees shall not deal in the listed securities of their own listed issuer or of other listed issuers as long as they are in the possession of price sensitive information relating to such listed securities.
- iii. In this context, any information is classified price-sensitive which, if known to an outsider, is likely to have an effect on the price of Company's securities. This includes but not limited to, information on profitability, new issues, dividends, cash flow, mergers, acquisitions, major capital outlay etc.

4.3.3 Non-Solicitation of Clients, Customers and Principals

All Employees, at any time during their employment and/or within the period of three (3) years from the cessation off their employment however caused, either individually or through any company under their control or on their behalf or on

behalf of any person competing or endeavouring to compete with the Company, shall not without the prior written consent of the Chairman/ MD:

- i. Directly or indirectly solicit, endeavor to solicit or gain custom of, canvass or interfere with any person who is a client, customer or principal of the Company as at the date of the cessation of their employment or;
- ii. Use their personal knowledge of or influence such client, customer or principal of the Company to or for their own benefit or that of any other person competing with the Company.

4.3.4 Non-Solicitation of Employees

All Employees, at any time during their employment and/or within the period of three (3) years from the cessation of their employment however caused either individually or through any company under their control on their behalf or on behalf of any person competing or endeavouring to compete with the Company, shall not without the prior written consent of the Deputy Chairman/Company MD directly or indirectly solicit for employment or endeavour to employ or retain as an independent contractor or agent, any person who is an employee of the Company as of the date of cessation of their employment or was an employee of the Company at any time during the two (2) years prior to the cessation of their employment.

4.4 COMPANY PROPERTIES

All Employees have the responsibility to protect company properties, both intellectual and physical, from loss, damage, misuse, theft or any form of vandalism. Properties of Pharmaniaga assigned to Employees are strictly to be utilized for work related purposes only. Abuse of the assigned properties is a serious violation.

4.4.1 Intellectual Properties

Employees must not use intellectual properties belonging to the Company for personal gain. The unauthorized use of such intellectual properties can lead to serious loss of value. Other intellectual properties also include patents, trademarks, service marks, domain names, copyrights, trade secrets, rights In know-how, proprietary, information, documents and communication facilities.

a. Ownership

The Company shall be legally entitled to all rights in ideas, inventions and works of that are created or developed by the Employees, either alone or in conjunction

with any person, at any time in the course of their employment with the Company the same must be disclosed to the Chairman/ MD.

Such Intellectual property and the copyright and other intellectual property rights therein will be owned by the Company insofar as any intellectual property rights therein for full term in which such right exist or are capable of existing throughout the world. Any duplication of material that is copyrighted without consent of the Company is prohibited.

b. Corporate Names, Logos and Others

The corporate names and logos of Pharmaniaga Group of Companies are invaluable and intangible assets that carry the goodwill of the Company. Their usage shall only be for official purposes. The corporate names and logos must be respected, safeguarded and shall not be subjected to personal abuse.

c. Proprietary Software

All Employees must use only licensed computer software. They are prohibited from acquiring, possessing, trading or using software that could compromise the information system security of the Company. The following are inappropriate uses of software which are prohibited at all times:

- i. Any copying of software without written authority.
- ii. Any copying or transferring of proprietary software belonging to the Company on other computers that do not belong to the Company, unless it is authorized.
- iii. Any usage of unauthorized software on any computers.

d. Information and Documents

General guidelines In protecting company information are:

- i. Using password protection in computer files.
- ii. Securing documents in locked cabinets in office premises.
- iii. Securing information on laptop while travelling.
- iv. Exercising caution when speaking in public e.g. on mobile phones.
- v. Applying professional judgment when considering sharing knowledge especially with a third party (should always be on 'need to know' basis).

4.4.2 Use of Properties (Equipment, Facilities and Resources)

Company properties, its equipment, facilities and resources are to be maintained and used in economical and efficient manner. These properties include, but are not limited to:

a. Information Technology (IT) Facilities

The internet is an endless source of information available in an unregulated environment. At work, the facilities provided for the Employees are for business purposes. As such, internet access for inappropriate activities can result in disciplinary action. Personal use should not interfere with work productivity. The following are examples of unacceptable and/or inappropriate use of internet and e-mail:

- i. Sending or spreading of virus contaminated documents and e-mail knowingly with intent to cause damage.
- ii. Surfing the internet to visit inappropriate websites including websites which are obscene, indecent or offensive in nature e.g., pornographic and gambling sites.
- iii. Downloading materials that might be considered offensive and objectionable from the religious, political, racial or gender perspectives.
- iv. Downloading large files or accessing streaming audio or video for personal use.
- v. Clogging the e-mail gateway with non-business messages.
- vi. Circulating unnecessary e-mail including 'chain letters', engaging in 'spamming' activities and inciting personal attacks.
- vii. Engaging in unproductive and/or non-business activities such as gaming, chatting and blogging.

b. Electronic Facilities

Electronic facilities include but are not limited to computers, mobile phones, fax machines and photocopiers. Portable equipment that is issued to Employees remains the property of the Company.

c. ID/Access card and Uniform

ID/Access card and Uniform or any other attire bearing the Company's name and/or logo (if applicable) are a reflection of the Company's image. Employees must use and wear them accordingly and responsibly. Employees shall not tamper with or deface their ID/access card or make unauthorized alterations to the uniform.

d. Office Equipment and Facilities

Office furniture and fittings, work areas, restrooms, pantries and praying areas are to be used by Employees with proper care and maintenance. Lights and electrical appliances should be switched off after use and at the end of the day.

e. Company Vehicles

Company vehicles are provided only for the use of authorized Employees and for official work purposes only. Any private use is only a privilege and not an absolute right. Unauthorized carrying of other passengers in these vehicles is strictly prohibited.

f. Company Funds

Employees responsible must comply with all instructions on how to handle cash, credit cards and other funds. Employees shall not abuse their positions to use, divert or conduct any transaction with those funds except strictly for authorized purposes. All transactions must be reflected in the financial records.

g. Company Time

Whilst at the workplace, Employees are expected to be fully engaged in their work, devote the necessary time in order to fulfill job responsibilities and not undertake personal activities. Employees who are required to report their hours worked must do so truthfully and accurately.

4.5 FINANCIAL AND ACCOUNTING INTEGRITY

Financial and accounting integrity represents part of corporate professionalism. Accurate and honest recording and reporting of financial information are essential to the Company's credibility and reputation. The Company establishes and maintains internal procedures and controls to ensure the integrity of the Company's financial reporting and legal compliance. Employees are to refer to the Finance Department for detailed policies and procedures to meet regulatory obligations.

4.5.1 Proper Disbursement of Funds and Other Assets

Funds and other assets of the Company must be used for proper and legal business purposes only. All financial transactions and disbursement must be authorized and recorded. At all times when a payment is disbursed or received, it can only be used for the purpose spelt out in the supporting documents.

To avoid incurring unauthorized commitment or transaction, authorization to act on the Company's behalf shall be in accordance with the Levels of Authority (LOA) approved by Board of Directors, where applicable. All expenses must be approved as per the LOA and comply with the Company's finance/accounting policies.

4.5.2 Proper Recording and Documentation

The Company's books and records shall only contain true, complete, proper and accurate information. It is the Employees' obligations to reflect accurately in the records, financial books and accounts the transaction and events taking place with conformity to all required accounting principles, standards and Internal control. To ensure proper recording and documentation, Employees shall:

- a. Not make or permit entries to be made to any account, record or document with the intention to falsify, mislead or obscure the true nature of the transaction or authorization limits.
- b. Not show lack of concern for any inaccurate, false or misleading data and must bring to the attention to the Company the presence of such information.
- c. Not amend, alter or deface documents submitted by business associates or customers.
- d. Not be involved in any arrangement to forgeries in any form.

4.5.3 Records and Documents Retention

Records and documents retention (and destruction) must be in compliance with all legal requirements and finance/accounting policies. For tax and auditing purposes, it is important to keep records as per statutory requirements.

4.5.4 Procurement Practices

Procurement of products and services shall be carried out according to the procurement policies and procedures. The awards of contracts to vendors shall be carried out in objective manner after thorough evaluation of their proposals, financial status, profile and performance as well as other criteria that will assist the procurement team in making an objective decision.

Procurement agreements should be appropriately documented to clearly identify the products and services to be provided, the basis of earning payment and the applicable rate or fee. The amount of payment must commensurate with the services or products provided. Employees involved in procurement of one form to another must comply with the features of sound procurement practices as follows:

- a. All vendors are treated equally and all are afforded the same information at the same time.
- b. Ensure that no information leaks during the procurement process,
- c. Ensure no favouritism amongst vendors,
- d. Anyone in procurement team must not be the signatory for any cheque/ payment to be prepared for the vendors.
- e. Must have more than one bidder, as competition between the two or more vendors may result in lower prices.
- f. Ensure procurement process is auditable, justifiable and stands up to scrutiny,
- g. Rely upon good performance track records of vendors.
- h. Procurement team and the end user must carry out negotiations with the vendor to ensure requirements are met.

Any conflict of interest [or potential thereof] through relationships or friendships with people in other companies participating to tender for any project must be declared in writing to the Chairman/MD, This covers Employees who have relatives or friends working for the vendors.

4.5.5 Anti - Money Laundering

All Employees must act diligently to prevent from involvement in money laundering activities. Money laundering is the process of transforming the proceeds of illegitimate activities into seemingly legitimate money or other assets, either directly or indirectly.

Please refer to the Anti-Money Laundering Policy for further details.

4.6 DISCLOSURE OF OVERPAYMENTS

It is the responsibility of the Employees to notify and refund the Company any overpayments of salary, allowances, expenses, reimbursements, compensation and/or benefits, amongst others, in excess of or not within their entitlements.

4.7 PUBLIC IMAGE

4.7.1 Public Appearance

- a. Employees who have been invited to make public appearances in their personal capacity e.g. as guest speakers/panel members in any public forum or event, on topics related and/or relevant with their line of work, are to seek approval for their participation and/or the proposed contents of their presentation from their Line Manager/person in authority. Employees may only make such appearance after such approval has been obtained.
- b. Employees who have been invited to make public appearance either in their personal capacity or as the representatives of the Company must ensure that their thoughts and actions are not detrimental to, tarnish or implicate the Company's image and interests.

4.7.2 Media Communication and Public Statement

Employees shall not issue any statement, written or verbal to the media and/or general public (including all forms of electronic media) on matters in relation to the Employee's duties or the Company's activities and performance, unless prior permission has been obtained from the relevant authorized parties.

Any dealing with the media shall be handled by or referred to the relevant authorized parties to ensure accurate, consistent, professional communication response and to avoid misinterpretation.

4.8 OCCUPATIONAL SAFETY, HEALTH, ENVIRONMENT

4.8.1 Occupational Health, Safety and Security

The Company aims to provide a healthy, safe and secure working environment where no one is subject to unnecessary risk. In an effort to prevent accidents, injuries and occupational hazards, the Company's policies on occupational safety, health and security strives to meet the following objectives:

- a. All operational decisions affecting safety, health and security will be given top priority, as those affecting business.
- b. Comply with applicable safety, health and security laws and regulations and adopt reasonable standards of its own.
- c. Provide a safe, healthy and secure working environment for its Employees.
- d. Create safety, health and security awareness among Employees by emphasizing their responsibilities towards making safety, health and security an integral part of their lives.

It is the responsibility of all Employees to comply with all instructions or measures on occupational health, safety and security instituted by the Company. Employees must make sure that they:

- a. Are familiar and comply with the relevant laws and standards, regulations, policies and procedures in respect of occupational safety, health and security that apply to their jobs.
- b. Stop any work that becomes unsafe.
- c. Know what to do if an emergency occurs at the workplace.
- d. Ensure that those who work with them (co-workers or External Parties) act consistently with the Company's policy on occupational safety, health and security.
- e. Promptly report to the Management of any accident, Injury, illness, unsafe/unhealthy/unsecure condition, incident, spill or release of material to the environment (so that steps can be taken to correct, prevent or control those conditions immediately).
- f. Seek advice and help if they are unclear about their obligations or they have any concern about potential or actual breach of occupational safety, health and security law or requirement.

4.8.2 Environment

The Company is committed to complying with environmental laws and regulations, and to minimize any damage to the environment arising from its activities, Relevant Employees must maintain all required environmental documentation accurately and completely,

To fully comply with all legal requirements, Employees must constantly make sure that everything they do is safe and does not cause damage to the environment. All Employees must do their part to ensure that the Company meets this commitment.

4.9 GENERAL CONDUCT

All Employees shall conduct themselves responsibly, ethically, honestly and with integrity and respect for one another, The Company does not condone any act of misconduct that is deemed to be detrimental to the interest of the Company.

The following examples of acts of misconduct are not exhaustive and may be revised from time to time:

4.9.1 Abuse and/or Inappropriate Use of Computer/Information and Communication Technology/Social Media

- a. Keeping or viewing of inappropriate materials including materials which are obscene, indecent or offensive in nature, in company-owned or company-provided computers and laptops,
- b. Installation, connection and/or usage of software and hardware without license and authorization.
- c. Usage of unauthorized computer access (password) and disclosing and/or divulging passwords to unauthorized parties.
- d. Unauthorized access to data or programme, unauthorized modification of the contents of any data or programme and disclosing and/or divulging such data or programme to unauthorized parties.
- e. Fraudulent use of network and network facilities.
- f. Any other misconduct as mentioned in Section 4.4.2 (a) of the Code.

4.9.2 Acts of Dishonesty and Fraud.

- a. Provision of false or misleading information or withholding of information from the Group when applying for employment and/or to secure employment with the Company.
- b. Provision of false or misleading information or withholding of information from the Company for own personal gain/benefit and/or to the detriment of the Company.
- c. Falsification of information, documents and/or records.
- d. Forging or falsification of medical certificates.
- e. Purchasing of medical certificates.
- f. Visiting a medical practitioner under false pretext for the purpose of getting medical leave.
- g. Feigning illness.
- h. Theft, pilferage, fraud or dishonesty including any attempts of such involving the Company's business, funds and/or properties.
- i. Misappropriation and unauthorized use of the Company's funds and properties.
- j. Stealing of other Employees' belongings and/or properties within the Company's premises.

4.9.3 Acts of Disrespect and Insubordination

- a. Showing disrespect to an Employee of the Company, including a colleague, subordinate and/or superior.
- b. Insubordination, disobedience and/or refusal or failure to follow any lawful or reasonable order/directive of a superior of the Company.
- c. Striking at work or inciting others to strike in contravention of any law or rule enforced.
- d. Obstructing other Employees from work and/or performing their work.
- e. Participation in illegal and/or unauthorized gatherings within the Company's premises.
- f. Removing or altering any matter on bulletin or notice boards without the permission of the Company.

- g. Removing from the company premises, any of the Company's properties without prior approval.
- h. Tampering, defacing or damaging the Company's properties.
- i. Entering into a prohibited area without prior approval from the Company.
- h. Unreasonable refusal to carry out overtime work as required by the Company.
- i. Deliberate bypassing of the Company's usual channel of communication.
- j. Challenging the Company to dismissal.

4.9.4 Acts of Violence, Inappropriate Behaviours and Criminal Offences.

- a. Rioting or participating in disorderly behaviour within the Company's premises or within its vicinity at any time.
- b. Fighting within the Company's premises or within its vicinity at any time.
- c. Harassing another Employee, including stalking another Employee.
- d. Serious pecuniary indebtedness such as incurring excessive debt with the Company, other Employees and/or outsiders.
- e. Using insulting, demeaning and/or vulgar words or gestures against another Employee or outsiders, within the Company's premises or its vicinity at any time.
- f. Defaming, degrading, discrediting or dishonouring the Company and/or any of its Employees.
- g. Spreading of malicious rumours about the Company and/or any of its Employees.
- h. Any form of violence, abuse, assault (including threatening to assault or injure] against another Employee and/or outsiders.
- i. Possession of unauthorized firearms or other dangerous weapons within the Company's premises.
- j. Committing any indecent and/or immoral act on the Company's premises.
- k. Criminal conduct or the Employee's failure to report to the Company is criminal conduct that would adversely affect the Employee's work performance or cause major discredit or embarrassment to the Company.
- l. Conviction and imprisonment for any criminal offence.
- m. Money laundering.
- n. Pimping whether acting as an agent for prostitution or being engaged in any form of vice.
- o. Involved in or aid any activity where the relevant authorities require the Employee to be placed under any legal order of restricted residence or banishment.
- p. Any other acts that could cause fear, stress and distress to other Employees.
- q. Any other acts that could bring disrepute or embarrassment to the Company.

4.9.5 Alcohol, Drug and Gambling

- a. Possession or abuse of illicit and/or unauthorized drugs or narcotics.
- b. Drinking of alcoholic beverages within the Company's premises and/or during working hours.
- c. Being intoxicated or under the influence of alcohol and/or drugs during working hours, within the Company's premises and/or while on the Company's business.
- d. Drug addiction.
- e. Drug pushing.
- f. Gambling of any form, including making or taking bets, card playing, whether for money or otherwise, within the Company's premises at any time.
- g. Online gambling using the Company's computer and/or on the Company's premises at any time.

4.9.6 Appearance

- a. Failure to adhere the Company's dress or grooming guidelines, whether expressed or implied.
- b. Failure or refusal to wear uniform as required.
- c. Defacing or making unauthorized alterations to the Company's uniform.

4.9.7 Business Conduct

- a. Organizing, holding, or participating in any meeting on matters not related to the Company's business and/or related to the Employee's work, within the Company's premises without prior approval from the Company.
- b. Distributing or displaying any unauthorized notices or literature on the Company's premises without prior approval from the Company.
- c. Participating in unauthorized financial transaction and/or private trading within the Company's premises.
- d. Abuse of position for personal gains.
- e. Abuse and/or unauthorized use of the Company's assets and properties.
- f. Failure to pay monies owed to the Company.
- g. Making unauthorized public statements regarding the affair of the Company.
- h. Unauthorized liaison with the press about the Company.
- i. Unauthorized access to the Company's confidential data and information.
- j. Allow unauthorized parties, access to the Company's confidential data and information.
- k. Disclosing the Company's secrets, designs, or any other confidential information.
- l. Publishing or spreading any kind of pictures, caricatures, write-ups, comments, articles, books, blogs and/or any form of visuals or materials that may tarnish, embarrass or causes disrepute to individuals, departments and/or the Company in social network sites, blogs and/or other forms of medium, printed or electronic.

m. Non-compliance of the Code and/or other similar codes and/or regulations.

4.9.8 Conflict of Interest

- a. Soliciting, accepting, offering, promising and/or giving of cash, gifts or favours from or to the Company's contractors, suppliers, dealers, bankers and customers.
- b. Allowing family members to solicit, accept, offer, promise and/or give cash, gifts and favours from or to the Company's contractors, suppliers, dealers, bankers and customers.
- c. Accepting and/or paying commissions as part of any payment arising from a commercial transaction other than those legally entitled to.

4.9.9 Lateness, Absenteeism and Attendance.

- a. Habitually late for work.
- b. Absence without leave/obtaining prior approval from the Company and/or without valid reason.
- c. Absence from the workplace during working hours end/or leaving the workplace before the end of working hours for unofficial reasons, without obtaining prior approval from the Company.
- d. Exceeding the time limit granted for lunch break or any other breaks granted by the Company.
- e. Malingering and loitering during working hours.
- f. Failure or refusal to record attendance time (time in, time out and any movements in between, where applicable).
- g. Unauthorized use or abuse of ID/access cards, time attendance cards (or any other form of attendance records used by the Company), including punching another Employee's time card or recording the attendance of another Employee.

4.9.10 Safety and Health

- a. Failure or refusal to obey and comply with safety and health rules and work regulations.
- b. Tampering with the Company's safety device, equipment etc.
- c. Failure or refusal to wear or use safety equipment provided by the Company.
- d. Failure to take care of tools, equipment, facilities etc. entrusted to the Employee.
- e. Failure to Immediately report to his superior and/or any other authorized personnel any defect in any equipment connected with the Employee's work which has come to his knowledge.
- f. Smoking in restricted/prohibited area.
- g. Refusal or failure to submit to medical treatment provided by the Company for addiction of any kind and/or for any form of illness or injury.
- h. Refusal, failure or deliberate delay in reporting serious infection or contagious illness/disease to the Company.

4.9.11 Sexual/Gender/Race/Religion Related Offences

- a. Showing insensitivity, intolerance and disrespect towards others, including the

opposite gender, other races and/or the religious requirements of others.

- b. Sexual assault against another Employee and/or outsiders.
- c. All forms of sexual harassment (verbal, non-verbal, visual, psychological and physical) against another Employee and/or outsiders.
- d. Sending or distributing sexual-related materials (such as pornographic materials, lewd messages etc.).
- e. Keeping or viewing pornographic materials on the Company's premises (such as pictures, videos, website etc.).
- f. Making derogatory comments based on gender, racial or religious characteristics.
- g. Making offensive or inappropriate name calling, slurs or jokes.

4.9.12 Work Performance

- a. Repeated or flagrant acts of inefficiency, incompetence or negligence in the performance of duties.
- b. Failure or refusal to comply with standard work procedures.
- c. Repeated failure to meet established standard of production and/or output.

4.9.13 Others

- a. Sleeping on duty.
- b. Unnecessary wastage of the Company's materials and resources.
- c. Allowing unauthorized persons to enter into prohibited/restricted area without obtaining prior approval from the Company.
- d. Engaging in unproductive and/or non-business activities during office hours.
- e. Making or receiving excessive personal telephone calls using the Company's telephone and/or own mobile phones on the Company's time.
- f. Abusing another Employee's key and/or ID/pass card or permitting others to use his key and ID/pass card to enter the Company premises.
- g. Stopping work before the end of official working hours.
- h. Inciting or aiding another Employee to commit any acts of misconduct including those as listed herewith.
- i. Failure to immediately declare to Human Capital Management of bankruptcy or insolvency status at any time during the Employee's employment.

5 OTHER POLICIES

The following are the relevant policies which are available from Human Capital Management.

5.1 WHISTLEBLOWING

The Whistleblowing Policy primarily addresses concerns where the interests of the Company are at risk. The main objectives of this policy are:

- a. To provide avenues for Employees to disclose any wrongdoing.
- b. To reassure Employees that they will be protected from reprisals, discrimination or victimization for whistleblowing in good faith.
- c. To provide a formal mechanism for action on all reports made.

Please refer to the Whistleblowing Policy for further details.

5.2 WORKPLACE BULLYING

The Company views cases of bullying at the workplace seriously and any valid and proven cases will be subject to the appropriate disciplinary action'. All parties are responsible for ensuring that any form of workplace bullying is prevented by:

- a. Ensuring that they are aware of and familiar with the policy and actions and behaviours that constitute bullying and ensuring that they adhere to the policy at all times.
- b. Ensuring that Employees under their supervision, where applicable, are similarly familiar with this policy of actions and behaviours that constitute bullying.
- c. Leading by example and ensuring that bullying does not occur at the workplace.

5.3 SEXUAL HARASSMENT

The promotion of the physical, emotional and psychological well-being of the Employees is an important objective of the Company.

The Company is committed to provide a conducive working environment for Employees to ensure that they are protected from all forms of sexual harassment and unsolicited or unwarranted sexual overtures and advances. Such act by Employees will be treated as misconduct which may result in the appropriate disciplinary action including dismissal.

Please refer to the Sexual Harassment Policy for further details.

5.4 SOCIAL MEDIA

These are the Company's six (6) guidelines on Social Media:

1. Know and Follow the Rules

Carefully read these guidelines and ensure your postings are consistent with these policies. Your actions in the social media must be guided by our Code of Conduct as well, and being a public listed company and a pharmaceutical company, there are other rules, regulations and professional standards which are applicable in our

activities on social media and communication in general. Inappropriate postings includes:

- discriminatory remarks, harassment, libellous, defamatory, obscene, indecent, pornographic or profane material;
- any material that could constitute or encourage conduct that would be considered a criminal offence or give rise to civil liability;
- dishonourable content such as racial, ethnic, sexual, religious, and physical disability slurs; and
- threats of violence or similar inappropriate or unlawful conduct will not be tolerated.

It is an offence to maliciously create, offer, publish, print, distribute, circulate or disseminate any fake news or publication containing fake news and if convicted, a person will be liable to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding 6 years or to both, and in the case of a continuing offence, to a further fine not exceeding RM3000 for every day during which the offence continues after conviction. Fake news is defined in the Anti-Fake News Act 2018 to include any news, information, data and reports which is or are wholly or partly false, whether in the form of features, visuals or audio recordings or in any other form capable of suggesting words or ideas.

2. Be Respectful

- Always be fair and courteous to fellow employees, customers, suppliers or people who work on behalf of Company.
- Beware of comments that could damage your reputation or reflect poorly on you and the Company. Social media platform is not the forum for venting personal complaints about supervisors, co-workers, or Company. Keep in mind that you are more likely to resolve work-related complaints by speaking directly to your co-workers or supervisors instead of posting complaints on social media.
- Honour Our Differences. The Company will not tolerate any form of discrimination including age, sex, race, colour, religion, ethnicity, sexual orientation, gender identity, citizenship, disability, or marital status.
- Avoid using statements, photographs, video or audio that reasonably could be viewed as malicious, obscene, threatening or intimidating, that disparage co-workers, customers or suppliers, or that might constitute harassment or bullying.
- Be careful in discussing topics where emotions run high (e.g. politics and religion) and show respect for others' opinions.
- If you see inappropriate postings, unfavourable opinions, negative comments or criticism about yourself or about the Company, do not try to send a written reply that will escalate the situation. Forward this information to our Human Capital Management.

3. Be Honest and Accurate

- Make sure you are always honest and accurate when posting information or news, and if you make a mistake, correct it quickly. Be open about any previous posts you have altered. General rule of thumb – Not sure? Don't share. The authenticity of what you post is important. You should verify questionable content with credible sources before posting or commenting about it.

- Be aware that you are not anonymous when you make online comments. Information on your networking profiles is published in a very public place. Even if you post anonymously or under a pseudonym, your identity can still be revealed.
- Do not misrepresent yourself. If you are no longer an employee of the Company, don't say you are.
- Do not claim authorship of something that is not yours. If you are using content created by another person, make sure they are credited for it in your post. Do not use the copyrighted material, trademarks, publicity rights, or other rights of others without the necessary permission of the owner.

4. Protect Yourself and Our Information

- Be mindful of the information you share on social media since any personally identifiable information you share on social media can be seen by anyone with access to the social media application. Posting personally identifiable information could potentially lead to unwanted attention and could even contribute to identity fraud.
- Do not use your work email address with the Company when registering in a personal capacity on social media. You should only use your work email address when registering for purposes related to your work with the Company.
- Maintain the confidentiality of the Company trade secrets and private or confidential information, even when you are not working with the Company anymore, as your responsibility to protect such secrets may extend beyond your employment period. Trade secrets may include information regarding the development of systems, processes, products, promotions, know-how and technology.
- Do not post internal reports, policies, procedures or other internal business-related confidential communications, and please, don't forward your internal conversation to other third parties. The long trail emails might contain sensitive or confidential information which you might have missed out or did not know.
- Respect financial disclosure laws. It is illegal to communicate or give a "tip" on inside information to others so that they may buy or sell stocks or securities. Such online conduct may also violate the Insider Trading Policy.
- Do not create a link from your blog, website or other social networking site to a Company website without identifying yourself as an Employee.
- Express only your personal opinion. Never represent yourself as a spokesperson for the Company. If you do publish a blog or post online related to the work you do or subjects associated with the Company, make it clear that you are not speaking on behalf of Company. It is best to include a disclaimer such as "The postings on this site are my own and do not necessarily reflect the views of Pharmaniaga Berhad."
- Use privacy settings when appropriate. Be mindful that the internet is immediate and nothing posted is ever truly private nor does it expire.
- Even when you are no longer a Company Employee, (and this policy may not be applicable to you), certain laws do apply when you are posting online, including defamation and anti-fake news laws. The Company treats its image seriously, and will not hesitate to pursue in order to protect the

image of the Company and its employees who are still a part of the Company.

5. Retaliation Is Prohibited

Any Employee who retaliates against another Employees for reporting a possible deviation from this policy or for co-operating in an investigation will be subject to disciplinary action, up to and including termination.

6. Media Contacts

Employees should not speak to the media on the Company's behalf without contacting the Corporate Communications Department. All media inquiries should be directed to them. If in doubt, please contact Corporate Communications Department at comms@pharmaniaga.com.

5.5 GIFTING

In conducting our business, it is normal for an employee to be faced with situations where they will be accepting or receiving gifts/entertainment. The nominal value for gifts is RM250 and you may refer to the Gifting Policy for details of guidelines.

6 CODE OF ETHICS AND CONDUCT PROCEDURES AND GUIDELINES

6.1 DISCIPLINARY PROCEDURES AND GUIDELINES

The Company reserves the right to take the appropriate disciplinary action against an Employee who is found to be in breach of the Company's rules and regulations, policies, procedures and accepted practices, whether expressed or implied.

The Company is committed in ensuring that any disciplinary action taken is in accordance with accepted practices and the relevant Labour Laws.

6.2 GRIEVANCE PROCEDURES

The Company is committed towards ensuring that Employees' grievances are attended TO and/or resolved in a just, fair and timely manner in order to preserve harmonious relations.

To this effect, on Employee with a work related grievance Is to first bring up his grievance to his superior. It is the responsibility of the superior to try and resolve the grievance at his level expediently. If unresolved and/or if the grievance involves the Employee's superior, the Employee may bring his grievance to the attention of Human Capital Management.

Every reasonable effort shall be made by the Company to resolve any grievances or complaints at the lowest possible level.

7 APPENDICES

7.1 LETTER OF UNDERTAKING

I hereby declare that I have received the Code of Ethics and Code of Conduct Handbook. It is my sole duty and responsibility to read and understand the Code, which is an integral part of my Terms and Conditions of Service.

I shall conduct myself with complete integrity in the execution of my duties and assignments. I undertake that I will abide by the Code. If for any reason(s) I do not comply with any of the requirements of the Code, I shall not cite ignorance or lack of understanding as my self-defense. I further agree that the Management has the absolute right to take action due to any violation of the Code.

I fully understand that the Management has the absolute right to add, amend, review or delete any of the contents of the Code as and when necessary and that I shall also be liable to such additions, amendments, revisions and/or deletions.

Signature

Full Name (please print in capital letters)

Identity Card / Passport No.

Designation

Department and Company

Date

Please return the completed forms to the Head of Human Capital Management.*

**7.1 Letter of Undertaking (1 page)*

7.2 Declaration (2 pages)

*For Reference
Only*

7.2 DECLARATION FORM

The purpose of the declaration hereunder is to ensure that there is no conflict of interest between the Employee and the Company. Any changes in the status must be notified immediately to the Company.

A. Shares Ownership

I hereby declare that I, or members of my immediate family am/are (please mark "/" where applicable):

Not the beneficial owner/s of 5 or more of the shares/securities of any public or private companies.

The beneficial owner/s of 5 or more of the shares/securities of the following public or private companies:

Name of Holder	Relationship	Name of Company Shares/Securities Held	Nature of Company Business	Percentage of Holdings

I hereby declare that I, and members of my immediate family, shall not acquire the beneficial ownership of 5% or more of the shares or securities of any public or private company, as from the date of this declaration and in future, without the written consent of the Chairman/MD.

For Reference Only

B. Other Interests

Please mark (/) where applicable:

I have nothing to declare

I hereby declare the following interests:-

Business and Employment Additional business, or other employment interest that I am involved with.	Name of Company: _____ Address: _____ Nature of Business: _____
Consultancy Company or individual on behalf of whom consultancy is undertaken	Name of Company: _____ Address: _____ Nature of Business: _____ Frequency or Volume of Work: _____
Directorships Company of which I am a director	Name of Company: _____ Address: _____ Nature of Business: _____
Partnerships Company of which I am partner	Name of Company: _____ Address: _____ Nature of Business: _____ Frequency or Volume of Work: _____
Other relevant interests	

I hereby declare that I will seek the written consent of the Deputy Chairman/Company Managing Director prior to acquiring and being involved with any interests as per Table B above.

I also hereby declare that to the best of my knowledge, the information disclosed on this form is complete and accurate in accordance with the Code. I understand that any false declaration or omission may lead to disciplinary proceeding/action.

Signature

Full Name (please print in capital letters)

Identity Card/Passport No.

Designation

Department and Company

Date

For Reference
Only