



**INTERNATIONAL**

# **CODE OF CONDUCT AND BUSINESS ETHICS**

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## **1. Policy**

- 1.1** It is the policy of Vivocom Intl Holdings Berhad (the “Company”) that the employees and Board members of the Company and its subsidiaries (the “Group”) should observe the highest standards of ethics and integrity in their conduct and do the right thing — follow the law, act honourably, and treat co-workers with courtesy and respect.
- 1.2** We expect all of our employees and Board members to know and follow the following Code of Conduct and Business Ethics (“Code”) which we believe will help the Group in reaching its goal through honourable conduct. Failure to do so can result in disciplinary action, including termination of employment. Any waiver of this Code for directors or executive officers must be approved by our Board.
- 1.3** All Directors of the Group must also observe the Company Directors’ Code of Ethics established by the Companies Commission of Malaysia.
- 1.4** If you have a question or concern about this Code or believe that someone may be violating it, you can make a report of a suspected violation or concern through the Company’s whistle-blowing channels.

## **2. Code of Business Ethics**

### **2.1 Compliance with laws and regulations**

Employees must work to protect the company and its legal interests by complying with laws, rules and regulations where we do business.

### **2.2 Safety in working environment**

All employees should respect their colleagues, supervisors, customers, suppliers and various communities in which the Company conducts its business. Any discriminatory behaviour or harassment will not be tolerated.

### **2.3 Professionalism**

Employees must show integrity and professionalism in every aspect of conduct, including matters involving absenteeism, tardiness, and dress code compliance. Personal appearance should project the company’s commitment to professionalism.

### **2.4 Integrity**

All employees should fulfill their work with integrity and respect toward our stakeholders. Employees are prohibited from soliciting gifts from any third parties who liaising with the Group for the benefit of said party. Employees are all expected to avoid any personal, financial or other interests that may interfere with the quality of work.

### **2.5 Care for physical environment**

Employees should treat company property and their physical environment with respect and care.

### 3. Code of Conduct

#### 3.1 Setting the Tone at the Top

Management has the added responsibility for establishing, via their actions, the importance of this Code. It is believed that ethical behaviour is the product of clear and direct communication of behavioural expectations, which must be demonstrated from the top and proven by example.

To make our Code work, management must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate actions to deal with such issues.

#### 3.2 Trust and Credibility

Our business is dependent on the trust and confidence we earn from our employees, customers, and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching company goals solely through honourable conduct.

#### 3.3 Cultural and Workplace Harmony

The Group has taken affirmative action and is committed to create a harmonious environment of workplace free of discrimination of all types of abusive, offensive or harassing behaviour. Every employee will be treated with dignity and respect and there is equal employment opportunity disregard of race, religion, culture and gender. Any employee who feels harassed or discriminated against should report the incident to the management or to the Human Resources Department.

#### 3.4 Avoid Conflicts of Interest

All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

Determining whether a conflict of interest exists is not always easy to do. Employees or Board members with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees and Board members must seek review from the management, Company Secretary, or Chief Integrity Officer.

When considering a course of action, ask yourself whether the action you're considering could create an incentive for you, or appear to others to create an incentive for you, to benefit yourself, your friends or family, or an associated business at the expense of the Group. If the answer is "yes," the action you're considering is likely to create a conflict of interest situation, and you should avoid it.

#### 3.5 Ensure Financial Integrity and Responsibility

Ensure that money is appropriately spent, our financial records are complete and accurate, and our internal controls are honoured.

If your job involves the financial recording of our transactions, make sure that you're familiar with all relevant policies, including those relating to revenue recognition.

Never interfere with the auditing of financial records. Similarly, never falsify any company record or account. Always lend your assistance to the internal audit function and always provide true information.

If you suspect or observe any irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them to the whistle-blowing channel.

### 3.6 Obey the Law

We are committed to comply with laws, rules and regulations where we do business. Further, employees and Board members must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. A few specific laws are easy to violate unintentionally and so are worth pointing out below. If we are unsure of whether a contemplated action is permitted by law or Company policy, we should seek the advice from the Company Secretary. We are responsible for preventing violations of law and for speaking up if we see possible violations.

#### ***Trade Controls***

As various Malaysian laws regulate our business, rules and regulations such as the Personal Data Protection Act, you should work with the management to ensure that the transaction stays within the bounds of the applicable laws.

#### ***Insider Trading***

Do not use non-public information to buy or sell shares in the Company to gain personal advantage, or to pass it along to others so that they may do so. That could constitute the crime of insider trading.

### 3.7 Corruption

We pledge not to bribe anybody nor accept bribe from anyone, at any time, for any reason.

#### ***Business Courtesies***

Most business courtesies offered to us in the course of our employment are because of our positions at the Group. Although we may not use our position to obtain business courtesies, we must never ask for them. We may accept occasional meals, refreshments, entertainment, gifts and similar unsolicited business courtesies that are customary and conform to reasonable ethical or cultural practices of the marketplace provided these courtesies are not inappropriately lavish or excessive, not frequent from the same person or entity, not create the appearance of an attempt to influence business decisions.

### 3.8 Our Pledge

We rely on one another's good judgment to uphold a high standard of integrity for ourselves and our company. We expect all Board members and employees to be guided by the Code of Conduct and Business Ethic and the Employees Handbook respectively, as well as the spirit of this Code.

### 3.9 Disciplinary Actions

Employees who repeatedly or deliberately fail to follow this code will meet an appropriate disciplinary action.

**VIVOCOM INTL HOLDINGS BERHAD**  
**CODE OF CONDUCT AND**  
**BUSINESS ETHICS**

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Following a clear warning, employees who persistently show indecorous behaviour may face demotion, reprimand, detraction of benefits, suspension, or termination.

Legal actions may be taken in cases of theft, embezzlement, corruption, and other unlawful actions.

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