



Policy

This record describes in detail the principle of actions regarding:

Code of Conduct and Ethics

Group Human Resources

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Record History

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1. Policy Statement

- 1.1 The purpose of this Code of Conduct and Ethics is to outline how NanoMalaysia Berhad (“NMB” or “the Company”) and its subsidiaries (collectively herein defined as “NMB Group” or “the Group”) do business the right way.
- 1.2 Integrity is the most important attribute of the Group, where all directors and employees are expected to abide by their moral and ethical convictions, and doing the right thing in all circumstances, even if no one is watching them. Having integrity means being true to oneself and doing nothing that would demean or dishonour oneself or the Group.

2. NMB Group’s Commitment

- 2.1 NMB Group conducts business with utmost integrity and with respect for stakeholders comprising of business partners, employees and the public. The standards of conduct and behaviour of company directors, management, officers and employees in Malaysia are prescribed by the Companies Act 2016. They are also regulated by common law and other government legislation on topics relevant to enhancement of the effectiveness of conducting the business of the companies, including anti bribery and corruption law, whistleblowing law, taxation law, personal data protection law, competition and corporate governance.
- 2.2 NMB Group believes that such standards apply to all stakeholders. Accordingly, the Group has developed this Code of Conduct and Ethics (“the Code”) for all stakeholders to read and pledge to accept this Code and ensure compliance as a minimum guideline for ethical conduct.

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3. Objectives

- 3.1 To establish a set of principles and practices that will set parameters and provide guidance and direction for conduct and decision-making of the Board of Directors, the Management Team, and employees of NMB Group.
- 3.2 To record the ethical and professional standards of corporate and individual behaviour expected of the Board of Directors, the Management Team, and employees of NMB Group.
- 3.3 To assist the Board of Directors, the Management Team, and employees of NMB Group in carrying out their duties and responsibilities in accordance with the standards of professional conduct expected by the Group.

4. Scope

- 4.1 This Code applies to all directors and employees of the Group.
- 4.2 The Group expects the business associates and other parties providing goods and/or services to or on behalf of the Group in any capacity to also comply with the accompanying the Third-Party Code of Conduct¹, and all applicable provisions of this Code, in the course of providing goods and/or services to NMB Group.
- 4.3 This Code is intended to supplement all applicable local laws, regulations and other internal policies and is not intended to substitute any local or international laws and regulations.

¹ See NMB-BAC-POL-00004 - Third Party Code of Conduct

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5. Definitions

The following definitions are included in this Code.

Board Committees	Committees established by the Board of Directors from time to time including the Board Audit and Risk Committee (“BARC”) and the Board Nomination and Remuneration Committee (“BNRC”).
CEO	The Chief Executive Officer of NMB.
Company Secretary	The secretary to the Board of Directors or the person normally exercising the functions of the secretary to the Board of Directors as defined in the Companies Act 2016.
Directors	Directors include all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.
Employee	A person employed by NMB Group, whether confirmed in a position or on probation, or any other person employed on contract, temporary basis, or secondment, or retain or appointed by NMB Group for a fixed or indefinite term to perform any function for NMB Group (inclusive of interns and apprentices where applicable).
Management Team	The management personnel of NMB including the CEO; and reference to the word ‘he’ shall include the female gender unless otherwise stated.
NMB	NanoMalaysia Berhad
NMB Group/the Group	NanoMalaysia Berhad and its subsidiaries.
The Company	NanoMalaysia Berhad or any its subsidiaries

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6. Principles

- 6.1 The principles have been developed to align with the various legal and regulatory obligations that apply to all directors and employees as well as the standards of conduct and behaviour expected by NMB Group.
- 6.2 All directors and employees are expected to exercise self-discipline and control in this regard, to comply with this Code, and the Anti-Bribery and Corruption Policy² on conflicts of interest and related party transactions.

7. Professional Excellence

- 7.1 All directors and employees must comply and faithfully abide with the law, the Constitution, this Code, the Board Charter, policies, and procedures of NMB Group, which, inter alia, matters in relation to:
- a) corruption, bribery and fraud.
 - b) criminal offences or breaches of Malaysian law.
 - c) accepting gifts/favours beyond the threshold allowed by NMB Group.
 - d) misuse and/or misappropriation of NMB Group's funds or assets, including intellectual property.
 - e) financial and/or operational impropriety within NMB Group.
 - f) gross mismanagement within NMB Group.
 - g) sexual harassment of any kind, or physical or mental or other abuse of human rights.
 - h) acts or omissions jeopardising the health and safety of NMB Group's employees or the public; and
 - i) concealment in relation to any of the above.
- 7.2 All directors and employees must exercise due care, diligence, and skill in the conduct of their duties and in organisational affairs.
- 7.3 All directors and employees must fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.

² See NMB-BAC-POL-00001 - Anti-Bribery and Corruption Policy

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- 7.4 All directors and employees must act with integrity, honesty, and probity always and must not act in a manner which is adverse or detrimental to the interests and objectives of NMB Group or diminishes the reputation or standing of NMB Group.
- 7.5 All directors and employees must maintain a professional level of courtesy, respect, and objectivity in all NMB Group's activities.
- 7.6 All directors and employees must act in good faith and in the best interests of NMB Group.
- 7.7 All directors and employees must act fairly and impartially in all matters.

8. Bribery, Corruption and Conflicts of Interest

- 8.1 NMB Group has adopted a ZERO TOLERANCE policy against all forms of bribery and corruption, whether active or passive.
- 8.2 The Group is committed to the highest ethical standards and integrity in the conduct of its businesses and operations.
- 8.3 All directors and employees must comply to the Group's Anti-Bribery and Corruption Policy³.
- 8.4 All directors and employees must ensure that all third party, which includes all customers, contractors, vendors, suppliers, solicitors, agents, consultants, joint venture partners and any person(s) appointed by them in any capacity to deliver the goods or perform any part of the services to NMB Group, must comply to the Group's Third-Party Code of Conduct⁴.

³ See NMB-BAC-POL-00001 - Anti-Bribery and Corruption Policy

⁴ See NMB-BAC-POL-00004 - Third Party Code of Conduct

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9. Equal Opportunity

- 9.1 NMB Group ensures the right of all directors and employees to appropriate and effective services without discrimination on the basis of their make-up in respect to gender, race, religion, age, political affiliation, or disability, in accordance with all applicable legal and regulatory requirements.

10. Misconduct

- 10.1 Any violation or infringement of this Code, the terms and conditions of employment, any legal or statutory laws and any conduct on the part of the director or employee which is inconsistent with the faithful discharge of his/her duties towards NMB Group whether committed within or outside the premises of NMB Group would be construed as a misconduct, which is defined in the Disciplinary Action Policy⁵.
- 10.2 Even though in general NMB Group considers what a director or employee does in his/her own free time is a private matter, however, where such off duty conduct or behaviour have an adverse effect on relationship between the director or employee concerned and NMB Group, or on NMB Group's business or reputation, disciplinary proceedings may be taken by NMB Group against person(s) involved.
- 10.3 Example of off duty conduct or behaviour, which may attract disciplinary proceedings include but not exhausted to:
- a) Conduct or behaviour that results in adverse publicity on the director or employee, which may then have detrimental impact on NMB Group's standing.
 - b) Friction created between two or more parties which in turn renders continued working relationships impossible.
 - c) The relationship of trust and confidence has irretrievably broken down by NMB Group and the director or employee.
 - d) The director or employee being involved in activities outside of work, which could make him/her unsuitable for continued service with NMB Group.
- 10.4 It is also important to note that this Code is not intended to affect or abrogate any existing or independent rights of NMB Group conferred by law, including the enforcement of its contractual rights expressly or impliedly forming part of the contract of employment with the individual director or employee.

⁵ See NMB-GHR-POL-00024 - Disciplinary Action Policy

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11. Confidential Information

- 11.1 All parties must respect the confidentiality of sensitive information known due to service of all directors and employees of NMB Group.
- 11.2 Confidential information may be in written, oral, or electronic (both voice and data) form and originate from different sources (e.g., technology applications, business strategies, customer lists, credit, procedures, personnel information, etc.). It is best to assume that all information relating to NMB Group (business or personal) is confidential, unless clearly stated otherwise.
- 11.3 All parties must exercise due care in handling information/data (including the safekeeping, and or destruction thereof) obtained in the course of their duties, in particular information/data which is considered as confidential).
- 11.4 All parties are bound by any statutory/legal provision which regulates data/data privacy such as Computer Crime Act 1997 or the Personal Data Protection Act 2010.

12. Collaboration and Cooperation

- 12.1 All directors and employees are expected to respect the diversity of opinions as expressed or acted upon by other directors and employees, and formally register dissent as appropriate.
- 12.2 All directors and employees are expected to promote collaboration, cooperation, and partnership internally within the Company, the Group and amongst business associates, other parties and stakeholders.

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13. Responsibilities towards Stakeholders, Employees and Customers

- 13.1 All directors and employees are expected to have positive relationships with NMB Group's stakeholders and customers, and always attempt to respond to their enquiries and requests as quickly as possible.
- 13.2 All directors and employees are committed to delivering value for stakeholders and customers and exert NMB Group's best efforts to maximise stakeholders' and customers' benefit.
- 13.3 NMB Group treats all stakeholders and customers equally.
- 13.4 All directors and employees are expected to ensure adequate safety measures and provide proper protection to everyone at NMB Group's workplaces.
- 13.5 NMB Group is always expected to promote professionalism, and to raise the competency of directors, management, officers, and employees when engaging with stakeholders and customers.

14. Responsibilities towards the Nation, Society, Community, and the Environment

- 14.1 As a company limited by guarantee under a Ministry of the Federal Government of Malaysia, NMB complies to the laws, regulations and guidelines set by the Government of Malaysia.
- 14.2 NMB strives to align its strategies and activities towards national policies, programmes and initiatives set by the Government of Malaysia for the betterment and economic wellbeing of society.
- 14.3 All directors and employees are expected to have a strong commitment to the improvement of society as well as the communities NMB Group serves and in which it operates. NMB Group encourages the support of charitable, civic, educational and cultural causes.
- 14.4 NMB Group as an entity including all directors and employees, shall not directly or indirectly participate in party politics and shall not make payments to political parties or individual politicians in any country.

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- 14.5 NMB Group adopts an objective and positive attitude and gives the utmost cooperation for the common good when dealing with governmental authorities or regulatory bodies.
- 14.6 NMB Group respects the environment and strives to protect the natural resources of where it conducts business.
- 14.7 NMB Group strives to align its programmes and activities towards the United Nations' 17 Sustainable Development Goals ("SDGs").
- 14.8 NMB Group ensures compliance with all environmental laws and regulations of where it conducts business.
- 14.9 NMB Group encourages effective use of natural resources and improvement to quality of life by promoting corporate social responsibility activities.

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15. Directors and Employees Training and Declarations

- 15.1 The Group conducts awareness programmes for all directors and employees to introduce and refresh awareness of the Code, and to continuously promulgate integrity and ethics. This includes the Code of Conduct and Ethics training, assessment and attestation.
- 15.2 All new directors and new recruits shall complete training on this Code. New recruits are expected to pass the assessment at the end of the training.
- 15.3 The Management Audit, Risk and Compliance Committee (“MARCC”) may at any time recommend that certain trainings be repeated to any employee or group of employees in any department or Region if deemed necessary based on circumstantial requirements.
- 15.4 Group Human Resources shall maintain all records of trainings.
- 15.5 All directors and employees shall declare that they have read, understood and agreed to always abide by this Code, by completing the Integrity Pledge Form⁶. A copy of this declaration shall be documented and retained by Group Human Resources.

16. Compliance Controls

- 16.1 The Management Audit, Risk and Compliance Committee (“MARCC”) shall have the oversight of the implementation of compliance controls related to this Code and shall review the suitability of this Code from time to time, considering relevant developments in the legislature as well as evolving industry and international standards.
- 16.2 The Internal Auditors shall conduct regular risk assessments to identify risks potentially affecting the Group.
- 16.3 Non-compliance identified by the validation or identified through other risk assessments undertaken shall be reported to the BARC.
- 16.4 The Management Human Resources Committee (“MHRC”) shall initiate investigations on potential acts of Code violation deemed necessary based on reasonable cause for suspicion. The Chairperson of the MHRC shall maintain a direct reporting line to the BARC, as well as to the Board.

⁶ See NMB-GHR-FRM-00007 – Integrity Pledge Form

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17. Prevention and Eradication of Sexual Harassment

- 17.1 Any sexual behaviour that is unwanted and has the effect of being a nuisance whether verbal, non-verbal, visual, psychological, or physical:
- 17.1.1 who, for reasonable reasons, can be considered the recipient (victim) as imposing sexual conditions on his or her job, or
- 17.1.2 which, on reasonable grounds, can be considered by the recipient (victim) as a violation of dignity, or an insult or threat to him or her but not directly related to his or her work.
- 17.2 Based on the definition above, sexual harassment can be divided into two categories, the first is sexual harassment in the form of threats (sexual coercion) and the second is sexual harassment in the form of threats to personal peace (sexual annoyance):
- 17.2.1 Sexual harassment in the form of threats has a direct impact on a person's employment status. For example, where a superior officer who has the authority to determine salary and rank, tries to threaten a subordinate employee to sexually treat him or her. If the subordinate submits to the sexual desires of the superior, employment-related benefits will be obtained. On the other hand, if the subordinate employee rejects it, the benefit will be denied.
- 17.2.2 Sexual harassment in the form of a threat to personal peace is sexual behaviour that is considered by the victim as a threat, blackmail, or insult, but does not have a direct relationship with the benefits of the job. However, the behaviour created an uneasy working atmosphere for the victim who had to experience it to continue working. Sexual harassment between colleagues falls under this category. Likewise, harassment by the Company's customers against employees also falls under the same category.
- 17.3 In the context of this Code, sexual harassment in the workplace also includes sexual harassment that occurs outside the workplace arising from work-related relationships and responsibilities.
- 17.4 Situations where this type of sexual harassment can occur include, but are not limited to:
- Social gatherings in relation to work
 - While performing duties outside the workplace
 - Conference or training sessions related to employment
 - During travel related to assignments

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- e) By telephone
- f) Through electronic media, and
- g) Through social media.

17.5 It is important to emphasize that sexual harassment means sexual behaviour that is unwanted and disliked by the victim. It is also a sexual behaviour that is performed on the recipient without being asked or reciprocated by the recipient.

17.6 Sexual harassment includes a variety of sexual behaviours that can be divided into five types, which are:

- a) Verbal harassment

For example: words, comments, jokes, teasing, sounds and questions in the form of sexual threats or suggestions.

- b) Signal/non-verbal interference:

For example: glances or glances that imply an intention or desire, licking the lips or holding or eating food in a seductive manner, hand gestures or sign language that implies sexual behaviour, persistent stroking behaviour.

- c) Visual disturbances:

For example: showing obscene material, drawing obscene pictures, writing sexually suggestive letters, exposing private parts of the body that should not be exposed.

- d) Psychological harassment:

For example: repeating social invitations that have not been accepted, persistent pleas to go out together or to flirt.

- e) Physical harassment:

For example: unwanted touching, patting, pinching, stroking, rubbing, hugging, kissing, sexual assault.

17.7 To encourage victims of sexual harassment to file a complaint, the information received will be classified as confidential to protect the dignity of the victim, especially when making a complaint and at the time the investigation into the complaint is conducted.

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- 17.8 In a situation where the victim of sexual harassment has suffered a loss, such as being demoted or denied a promotion, it is appropriate that the victim be restored to his or her proper position.
- 17.9 The victim should also be compensated for any financial loss resulting from the denial of any benefits he or she is entitled to receive.
- 17.10 Promoting awareness and educational programs to shed light on NMB Group's policy on sexual harassment and raise awareness of sexual harassment and its adverse consequences to employees, supervisors and company managers will be conducted from time to time.

18. Reporting of Code Violations

- 18.1 Any director or employee who is aware of any irregularity, misbehaviour, or non-compliance of this Code, are duty-bound to lodge an official report via NMB Group's whistleblowing mechanism as outlined in the Whistleblowing Policy⁷.
- 18.2 However, any employee who feels that they have been a victim of sexual harassment must make an official complaint to the Group Human Resources or to their immediate supervisor. If a complaint is made against an immediate supervisor, it should be forwarded directly to Group Human Resources.

19. Whistleblowing Investigation

- 19.1 All grievances and incidents reported via NMB Group's whistleblowing mechanism will be reviewed by the BARC. When necessary, an investigation will be carried out on the reported incident.
- 19.2 Directors and employees who raised the issue may be called to cooperate fully with the investigation. Such director and employee will be protected via NMB Group's Whistleblowing Policy.

⁷ See NMB-BAC-POL-00003 - Whistleblowing Policy

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20. Sanctions

- 20.1 As guided by the Disciplinary Action Policy⁸, if any complaint is found to be true, a Domestic Inquiry can be held, and disciplinary action will be taken. If the complaint is found to be false, disciplinary action may be taken against the complainant based on the false complaint.
- 20.2 This may include termination of employment or directorship, depending on the severity of the Code violation.
- 20.3 Further legal action may also be taken in the event that the Group's interests have been harmed as a result of non-compliance.
- 20.4 The Group shall notify the relevant regulatory authority if any identified criminal incidents have been proven beyond reasonable doubt.
- 20.5 Where notification to the relevant regulatory authorities have been done, the Group shall provide full co-operation to the said regulatory authorities, including further action that such regulatory authority may decide to take against convicted directors or employees.
- 20.6 However, if any party is not satisfied, an appeal can be submitted to the BARC Chairman.

21. Policy Governance

- 21.1 Group Human Resources shall conduct a comprehensive review of this Code at a minimum of every three (3) years from the last review date or as required.
- 21.2 Any amendment(s) proposed must be approved by the Board.

⁸ See NMB-GHR-POL-00024 - Disciplinary Action Policy

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22. References

- 22.1 NMB-BAC-POL-00003 – Whistleblowing Policy
- 22.2 NMB-BAC-POL-00001 – Anti-Bribery and Corruption Policy
- 22.3 NMB-BAC-POL-00004 – Third Party Code of Conduct
- 22.4 NMB-GHR-POL-00024 – Disciplinary Action Policy
- 22.5 NMB-GHR-POL-00021 – Health, Safety and Environment Policy