



Policy

This policy document describes in detail the principle of actions regarding:

Third Party Code of Conduct

Group Integrity and Governance

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SECURITY CLASSIFICATION	VITAL RECORD CLASSIFICATION	RETENTION PERIOD	TIER
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1. Policy Statement

- 1.1 NanoMalaysia Berhad (“NMB” or “the Company”) and its subsidiaries (collectively herein defined as “NMB Group” or “the Group”) practices a high ethical standard, integrity culture and adopts zero tolerance against all forms of improper conduct, fraud, corruptions, briberies, and money laundering.
- 1.2 The Third-Party Code of Conduct (“TPCOC”) establishes a set of standards on business and ethical practices and professional conduct expected on all business associates and third party.

2. NanoMalaysia Berhad’s Commitment

- 2.1 NMB Group holds all business associates and third parties to a high degree of professionalism, ethical standards and integrity, and is committed to implementing policies and procedures to ensure that this expectation is met.

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 NMB Group’s business associates and third parties.
- 3.2 To ensure all business associates and third parties must uphold professionalism in conducting its business and avoid any non-transparent relationship with the Group. Corruption and unethical business practices are not tolerated.
- 3.3 To ensure all business associates and third parties must maintain the highest ethical standards, be responsible to make ethical decisions and comply with all rules, regulations and laws referred under this TPCOC.
- 3.4 To ensure all business associates and third parties are to conduct business in a manner that will not cause any disrepute, embarrassment or discredit to NMB Group.

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4. Scope

- 4.1 This Code applies to all business associates and third parties of the Group.
- 4.2 Business associates and third parties are external parties with whom the NMB Group has, or plans to establish, some form of business relationship. This includes clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors, as defined by ISO 37001 - Anti-Bribery Management Systems.
- 4.3 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 all applicable provisions of this Code, in the course of providing goods and/or services to NMB Group.
- 4.4 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.

5. Definitions

The following definitions are included in this Policy.

Business Associate/Third Party	An external party with whom the NMB Group has, or plans to establish, some form of business relationship. This primarily includes Counterparties and Business Partners, i.e., clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors, as defined by ISO 37001 - Anti-Bribery Management Systems.
Bribery	Bribery is defined as any action which would be considered as an offence of giving or receiving ' gratification ' under MACCA. In practice, this means offering, giving, receiving or soliciting something of value to illicitly influence the decisions or actions of a person a position of trust within an organisation. 'Gratification' is defined in the MACCA to mean the following: <ul style="list-style-type: none"> a) money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any

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	<p>description whether movable or immovable, financial benefit, or any other similar advantage.</p> <ul style="list-style-type: none"> b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity. c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part. d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage. e) any forbearance to demand any money or money's worth or valuable thing. f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f). <p>Bribery may be 'outbound', where someone acting on behalf of the Group attempts to influence the actions of someone external, such as a Government official or client decision-maker. It may also be 'inbound', where an external party is attempting to influence someone within the Group such as a decision-maker or someone with access to confidential information. Bribery and corruption are closely related. However, corruption has a wider remit. See 'Corruption' definition below.</p>
Corruption	<p>The Transparency International definition of corruption is 'the abuse of entrusted power for personal gain.' For the purpose of this policy, corruption, is defined primarily as any action which would be considered as an offence of giving or receiving 'gratification' under the Malaysian Anti-Corruption Commission Act 2009 (MACCA) ("Bribery" as defined above). In addition, corruption may also include acts of extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.</p>

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Conflicts of Interest	When a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making of the Group.
Facilitation Payment	A payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite a routine or administrative duty or function.
Money Laundering	The process of converting cash or property derived from illegal or criminal activities and to portray the appearance of having been obtained from legitimate sources.
Terrorism Financing	The process of financing terrorist activities either through legitimate or illegitimate sources. Some of the examples of terrorism financing techniques include movement of funds via financial system, raising fund from legitimate sources, raising fund from ransom/ kidnapping etc.
NMB/the Company	NanoMalaysia Berhad.
NMB Group/the Group	NanoMalaysia Berhad and its subsidiaries.

6. Rights and Responsibilities

- 6.1 NMB Group reserves the right to act on the business associate or third party if NMB Group believes that there is a breach of the TPCOC.
- 6.2 It is the responsibility of the business associate or third party to ensure that its representatives understand and comply with this TPCOC. If the business associate or third party believes that a breach may have occurred or is likely to occur, the business associate or third party must channel promptly their suspicions to NMB Group by lodging an official report via NMB's whistleblowing mechanism as outlined in the Whistleblowing Policy¹.

¹ See NMB-BAC-POL-00003 – Whistleblowing Policy

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7. Conflicts of Interest

- 7.1 NMB Group prohibits the business associate or third party from gaining improper advantage or preferential treatment in their relationship with NMB Group. The business associate or third party is in a conflict of interest² when a situation arises placing itself in a position being able to exploit in a professional or official capacity for self and family member's benefit.
- 7.2 The business associate or third party must exercise reasonable care to avoid situations that could result in actual or potential conflicts of interest. To ensure this, the business associate or third party is required to complete and sign the Third Party Compliance Declaration Form.³

8. Bankruptcy

- 8.1 Any business associate or third party who are winding-up or being declared bankrupt by a court of competent jurisdiction or receives winding-up petition/bankruptcy notice shall immediately notify NMB Group.

9. Circumvention of Fraudulent Practices

- 9.1 All business associates and third parties must avoid from committing fraudulent practices which include any acts of omission or false representation with the intention to mislead NMB Group, obtain financial gain (or other benefits) or to avoid an obligation.

² See NMB-GIG-POL-00001 – Anti-Bribery and Corruption Policy

³ See NMB-GIG-FRM-00001 – Third Party Compliance Declaration Form

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10. Money Laundering and Terrorism Financing

- 10.1 If the business associate or third party has reasonable grounds to suspect that funds with which they are somehow involved are linked to money laundering activities, or that the transactions look suspicious, or the funds are linked to/used for terrorism activities etc.; the business associate or third party must channel promptly their suspicions to NMB Group by lodging an official report via NMB's whistleblowing mechanism as outlined in the Whistleblowing Policy.

11. Bribery and Corruption

- 11.1 NMB Group has adopted a ZERO TOLERANCE policy against all forms of bribery and corruption, whether active or passive.
- 11.2 NMB Group is committed to the highest ethical standards and integrity in the conduct of its businesses and operations.
- 11.3 All business associates and third parties, 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 this Code and NMB Group's Anti-Bribery and Corruption Policy while doing business with NMB Group.

Gifts

- 11.4 All business associates and third parties must not offer any gifts to any directors or employees of NMB Group regardless of whether the business associate or third party has direct or indirect business interest with NMB Group.
- 11.5 Any gift of cash or cash value (e.g., vouchers, coupons, shares, commissions, etc.) to any directors or employees of NMB Group is strictly prohibited at all times.

Corporate Hospitality and Entertainment

- 11.6 NMB Group strictly prohibits business associates and third parties to offer or provide corporate hospitality and entertainment to any directors or employees of NMB Group.

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Facilitation Payment

- 11.7 Facilitation payment is payment made to expedite the performance of a person performing a routine or administrative duty/function.
- 11.8 All business associates and third parties must not offer, promise, give or anything which may reasonably be regarded as a facilitation payment to any directors or employees of NMB Group.

12. Misrepresentation

- 12.1 All business associates and third parties are prohibited from making any misrepresentation, including but not limited to their capabilities, for the purpose of securing procurement, contracts, partnerships, or any other form of engagement with NMB Group or its related entities.
- 12.2 Misrepresentation in the services rendered, goods delivered, or any other activities conducted with or on behalf of NMB Group is strictly prohibited.

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13. Protection of Information and Intellectual Property Rights

Confidentiality Obligation

- 13.1 All information relating to NMB Group shall be treated as confidential unless stated otherwise. Hence, all business associates and third parties must exercise vigilance in handling information or data obtained in the course of their duties with NMB Group and refrain from using NMB Group’s name, directly or indirectly, for whatsoever purposes unless being authorised by NMB Group.
- 13.2 A business associate or third party may have access to Material Non-Public Information (“MNPI”) about NMB Group and other companies conducting business with NMB Group. In this regard, the business associate or third party must consider all information as MNPI unless it has been publicly announced.
- 13.3 Proprietary information is where all information (whether in written or oral form and whether on paper or electronic form) relating to technical, product and services, financial data and projections, marketing strategies and business plans, organisational and personnel information, decisions by the Group’s Board of Directors, trade secrets, patents, trademarks, copyrights, pricing guidelines, profit sharing arrangements, customer information, databases, records and any non-published financial or other data that is not public information, or if known will have an adverse effect on NMB Group.
- 13.4 All business associates and third parties must keep confidential all information made available by NMB Group for purposes of conducting business.
- 13.5 All business associates and third parties must not disclose or share any of NMB Group’s confidential information to any person without first obtaining the NMB Group’s prior consent in writing.
- 13.6 All business associates and third parties must not disclose NMB Group’s confidential information for any purpose except to the extent necessary to exercise its rights and perform its obligations for conducting business.
- 13.7 All business associates and third parties must have appropriate controls, policies and procedures in place to protect NMB Group’s confidential information and prevent any information leakage.
- 13.8 All business associates and third parties must use reasonable endeavour to ensure that its representatives comply with the obligation of the confidentiality.

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- 13.9 All business associates and third parties' obligation of confidentiality shall survive even after the termination or expiration of the engagement period, as stipulated in relevant contracts and agreements.

Data Protection

- 13.10 All business associates and third parties must comply with the relevant laws and NMB Group's policies in relation to protection of personal privacy, including personal data.

Protection of Intellectual Property

- 13.11 All business associates and third parties must respect all intellectual property (IP) rights. Any transfer of technology and know-how must be done in a manner that protects NMB Group's intellectual property rights.
- 13.12 All business associates and third parties must only use software and technology which have been legitimately acquired and licensed, in accordance with their respective terms of use or licence.
- 13.13 All business associates and third parties must comply with the IP rights of NMB Group and all other relevant third parties. NMB views infringement of its IP rights seriously and will take necessary legal action to protect them.

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14. Public Officials

- 14.1 Public officials (sometimes referred to as Politically Exposed Persons or PEPs) mean individuals who are or have been entrusted domestically or internationally with prominent public functions. Public officials include immediate family members, close associates and companies related to such individuals in their capacity as directors, members of management or beneficial owners.
- 14.2 Business associates or third parties must declare to NMB Group in the event their profiles match with the public officials' definition as stated in the earlier section or when they know/come to know that they are or have been appointed as public officials.

15. Third Party Compliance Declaration

- 15.1 All business associates and third parties engaged in projects, contracts, or jobs valued at more than MYR 5,000 must complete and sign the Third-Party Compliance Declaration Form⁴.
- 15.2 The completed forms must be submitted to NMB's Group Integrity and Governance ("GIG") department, which acts as the custodian to ensure proper documentation, monitoring, and compliance with the Group's policies.

16. Reporting of Code Violations

- 16.1 Any business associate or third party who is aware of any irregularity, misbehaviour, or non-compliance of this Code, must lodge an official report via NMB's whistleblowing mechanism as outlined in the Whistleblowing Policy.

⁴ See NMB-GIG-FRM-00001 – Third Party Compliance Declaration Form

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17. Sanctions for Non-Compliance

- 17.1 All business associates and third parties are governed by the TPCOC as part of the terms and conditions of their business relationship with NMB Group.
- 17.2 NMB Group regards crimes, bribery and corruption as serious matters. Non-compliance with the Code by business associates and third parties will result in blacklisting and termination of business contract, without prejudice to the right to initiate legal proceedings against them where the Group's interests, reputations or standing have been affected by an act of breach of the Code by the business associates.
- 17.3 Appropriate actions will be taken against any business associate or third party who contravenes the TPCOC. The severity of action will be commensurate with the degree of contravention, which can include reporting by NMB Group to the appropriate regulatory authorities, police or the Malaysian Anti-Corruption Commission, litigation action, termination of contracts, disqualifying the business associate or third party from applying or tendering for projects, contracts and/or jobs in the future.
- 17.4 NMB Group shall notify the relevant regulatory authority if any identified criminal, bribery or corruption incidents have been proven beyond reasonable doubt.
- 17.5 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 business associates or third parties.
- 17.6 NMB Group expects all business associates and third parties to render full cooperation in the event of an investigation, inquiry, audit or litigation relating to or involving NMB Group.

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18. Waiver

- 18.1 Any deviation or waiver from this Policy must be approved by the Board of Directors with the advice of the BARC.

19. Policy Governance

- 19.1 GIG shall conduct a comprehensive review of this policy at a minimum of every three (3) years from the last review date or as required.
- 19.2 Any amendment(s) proposed must be endorsed by the BARC and approved by the Board.

20. References

- 20.1 Act 694 – Malaysian Anti-Corruption Commission Act 2009
- 20.2 Act A1567 – Malaysian Anti-Corruption Commission (Amendment) Act 2018
- 20.3 ISO 37001 - Anti-Bribery Management Systems
- 20.4 NMB-GIG-POL-00001 – Anti-Bribery and Corruption Policy
- 20.5 NMB-GIG-POL-00003 – Whistleblowing Policy