

## **CODE OF CONDUCT**

The business practices of PRG Holdings Berhad and its subsidiaries (“PRG” or the “Group”) have been governed by integrity, honesty, fair dealing and compliance with all applicable laws since its inception.

PRG’s Code of Conduct (the “Code”) applies to all Directors, officers and employees (the “Affected Personnel”) and sets forth the standards by which we conduct our operations as well as to assist in the continued implementation of the Group’s business principles.

The Code applies to all businesses and countries in which the Group operates and is not intended to be exhaustive nor can it anticipate every situation which may occur. Affected Personnel should seek guidance when they are in doubt about the proper course of action in a given situation. In this regard, PRG expects the Affected Personnel to use their common sense and sound judgment. However, compliance with this Code is an obligation owed by all Affected Personnel to each other and to PRG.

The Code applies to all businesses and countries in which the Group operates and covers the following areas:

1. General Principles
  - 1.1 Organisational Code of Conduct
  - 1.2 General Employee Conduct
2. Professional Conduct
  - 2.1 Conflicts of Interest
  - 2.2 Anti-Bribery and Corruption
  - 2.3 Gifts, Gratuities and Entertainment
  - 2.4 Involvement in Other Employment or Business
  - 2.5 Fair Dealings with Third Parties
  - 2.6 Fraudulent Activities
  - 2.7 Prompt Communications
3. Use of Company Property, Information and Resources
  - 3.1 General Misuse
  - 3.2 Funds and Other Assets
  - 3.3 Records and Communications
  - 3.4 Confidentiality
4. Administration of the Code
  - 4.1 Where to Get Guidance
  - 4.2 Whistle Blowing
  - 4.3 Reporting to the Audit and Risk Management Committee
  - 4.4 Review of the Code

## **CODE OF CONDUCT**

### **1 GENERAL PRINCIPLES**

#### **1.1 Organisational Code of Conduct**

PRG and all Affected Personnel must, at all times, comply with all applicable laws and regulations. PRG will not condone the activities of Affected Personnel who achieve results through violation of the law or unethical business dealings.

All business conduct should be well above the minimum standards required by law. Accordingly, the Affected Personnel must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing PRG's operations.

#### **1.2 General Employee Conduct**

All Affected Personnel must act honestly and fairly in all business transactions and dealings with others and must act within the best interests of PRG.

Affected Personnel must treat others within the Group, suppliers, customers and all other persons with whom they deal with at work with the utmost courtesy and respect.

### **2 PROFESSIONAL CONDUCT**

#### **2.1 Conflict of Interest**

PRG expects that the Affected Personnel will perform their duties conscientiously, honestly, and in accordance with the best interests of the Group.

Affected Personnel must take care to separate their personal roles from their PRG positions when communicating on matters not involving PRG's business.

Affected Personnel must not use their positions or the knowledge gained as a result of their positions for private or personal advantage. Regardless of the circumstances, if the Affected Personnel sense that a course of action they have pursued, or are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with their employer, they should immediately communicate all the facts to their immediate superior.

#### **2.2 Anti-Bribery & Corruption**

PRG has adopted an Anti-Bribery and Corruption Policy in order to achieve and maintain the highest standard of integrity and work ethics in the conducts of its business and operations as

## **CODE OF CONDUCT**

well as complying with all applicable laws including the Malaysian Anti-Corruption Commission Act 2009 and the MACC (Amendment) Act 2018. The Anti-Bribery and Corruption Policy provides guidance to all employees and associates of the Group relating to the specific acts of bribery and corruption and also related matters such as proper reporting and accounting.

### **2.3 Gifts, Gratuities and Entertainment**

PRG has adopted a “No Gift” Policy whereby, subject only to certain narrow exceptions, all PRG’s employees (inclusive of Executive Director and Non-executive Directors) and business associates (i.e. agents/supplier/consultant/sub-contractor) acting for or on behalf of PRG are prohibited from, directly or indirectly, receiving or providing gifts.

Affected Personnel must not accept entertainment, gifts, or personal favours that could, in any way, influence, or appear to influence, business decisions in favour of any person or organization with whom or with which PRG has, or is likely to have, business dealings.

Similarly, the Affected Personnel must not accept any other preferential treatment under these circumstances because their positions with PRG might be inclined to, or be perceived to, place them under obligation to return the preferential treatment.

### **2.4 Involvement in Other Employment or Business**

Affected Personnel are expected to devote the whole of their time and attention during working hours to the business of PRG and at other times as reasonably necessary to properly perform their duties.

PRG discourages Affected Personnel from seeking additional employment or business outside the Group which may interfere with their commitments with PRG. Specifically, this means any employment outside PRG which:

- could lead to a conflict of interest, such as working for a PRG customer, supplier or competitor of PRG; or
- results in absenteeism, inability to meet job requirements, or poor job performance at PRG.

Affected Personnel shall not, without the consent of PRG, be engaged in any additional employment or business outside the Group.

## **CODE OF CONDUCT**

### **2.5 Fair Dealings with Third Parties**

Affected Personnel involved in the negotiation of agreements and contracts on behalf of PRG must ensure that all statements, communications and representations are accurate and truthful and must act honestly and fairly in all such business transactions.

### **2.6 Fraudulent Activities**

Affected Personnel must not enter into fraudulent activities. Fraudulent activities encompass an array of irregularities and illegal acts characterised by intentional deception. Fraud can be perpetrated by persons outside as well as inside PRG.

No one has the authority to commit illegal acts related to PRG. Fraudulent activities include acts that are not only a detriment to PRG, but also a detriment to third parties. Engaging in any act that involves fraud, theft, embezzlement or misappropriation of any property, including that of PRG, or any of its employees, suppliers or customers is strictly prohibited.

### **2.7 Prompt Communications**

In all matters relevant to customers, suppliers, government authorities, the public and others in PRG, the Affected Personnel must make every effort to achieve complete, accurate, and timely communications, responding promptly and courteously to all proper requests for information and to all complaints.

## **3 USE OF COMPANY PROPERTY, INFORMATION AND RESOURCES**

### **3.1 General Misuse**

Generally, the use of the property, information, and resources of PRG for any purposes other than the business of PRG is prohibited.

Affected Personnel are not authorised to use PRG's name or letterhead except in the ordinary course of business and for the legitimate business of PRG.

### **3.2 Funds and Other Assets**

Affected Personnel who have access to funds in any form must follow the prescribed procedures for recording, handling and protecting money as detailed in the Group's policies and procedures.



## **CODE OF CONDUCT**

PRG imposes strict standards to prevent fraud and dishonesty. If any Affected Personnel become aware of any evidence of fraud and dishonesty, they should immediately advise their superior so that the matter can be promptly investigated.

Funds and all other assets of PRG are for the use of PRG only and not for personal benefit. When an Affected Personnel's position requires spending PRG's funds or incurring any reimbursable personal expenses, that individual must use good judgment on PRG's behalf to ensure that good value is received for every expenditure.

### **3.3 Records and Communications**

Accurate and reliable financial books, records and statements are necessary to meet PRG's legal and financial obligations and to manage the affairs of the Group. The books and records must reflect in an accurate and timely manner all business transactions undertaken by the Group. The Affected Personnel responsible for accounting and record keeping must fully disclose and record all assets and liabilities, and must exercise diligence in enforcing these requirements.

### **3.4 Confidentiality**

Over the course of employment with PRG, the Affected Personnel may be exposed to confidential information regarding PRG, its customers, suppliers, contractors or employees. The Affected Personnel are expected to keep any such information confidential.

All current and former Affected Personnel of PRG may not make improper use of confidential information which they may have acquired as a result of their employment with PRG to gain directly or indirectly an advantage for themselves, or any other person, or to cause detriment to PRG or its customers, suppliers, contractors or employees.

Confidential information includes, but is not limited to, all trade secrets, intellectual property, marketing, sales and business plans, customer and supplier lists, personal customer information, including account history/activity, and any other information concerning the business, finances, transactions or affairs of PRG.

It is important for all Affected Personnel to note that the obligations relating to confidentiality will remain in force for the duration of their employment and after the termination of their employment.

## **CODE OF CONDUCT**

### **4 ADMINISTRATION OF THE CODE**

#### **4.1 Where to Get Guidance**

Affected Personnel can seek advice from Group Human Resources if you are uncertain as to the interpretation of the Code.

#### **4.2 Whistle Blowing**

Affected Personnel who become aware of a suspected violation of the Code, whether before or after it has occurred, must promptly report the matter to the Company's Audit and Risk Management Committee in accordance with the Group's Whistle Blowing Policies and Procedures. If the Affected Personnel are still concerned after speaking with such person or feel uncomfortable speaking with such person (for whatever reason), they may contact the Chairman of the Audit and Risk Management Committee or the Chairman of the Board of Directors.

Violations or any concerns or questions about potential violations by any Director or senior management personnel of PRG should be promptly reported to the Chairman of the Audit and Risk Management Committee or the Chairman of the Board of Directors.

#### **4.3 Reporting to the Audit and Risk Management Committee**

Any breaches of the Code will be reported to the Audit and Risk Management Committee after taking into account obligations in respect of confidentiality.

#### **4.4 Review of the Code**

The Board will monitor compliance with the Code and review the Code regularly to ensure it remains relevant and appropriate.