

GAMUDA GROUP POLICIES AND PROCEDURES MANUAL**CODE OF BUSINESS ETHICS**

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Revision No.:	0
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CODE OF BUSINESS ETHICS

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1. OVERVIEW

This Code of Business Ethics (“Code” or “CoBE”) has been developed to guide and support the Gamuda Group’s (“Gamuda” or “Group”) business operations and governance policies which include the General Administration Policy and Procedures, Group Human Resources Policy and Procedures, and Anti-Bribery & Corruption Policy and Whistleblowing Policy and Procedures.

This Code builds on the Group’s five core values – Take Personal Ownership, Walk the Talk, Adopt Open and Honest Communication, Demonstrate Real Teamwork and Develop Our People to ensure all our operations and dealings are conducted ethically.

1.1 Scope

This Code applies to all Employees of Gamuda. Gamuda requires its contractors, sub-contractors, consultants, agents, representatives and others performing work or services for or on behalf of Gamuda Group of companies to observe the relevant parts of this Code.

1.2 Objectives

To ensure, in all areas of Gamuda’s business operations;

- correct and ethical business practices
- safe and conducive working environment
- fair treatment of interests of all relevant stakeholders
- compliance to all applicable laws and regulations

1.3 Policy Owner

The owner of this Policy shall be the Group Human Resource & Admin (GHRA).

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2. APPLICATION

This Code states Gamuda's ethical position or stand; the detailed policies and procedures for dealing with specific matters may be found in the respective functional policies and procedures.

This Code is intended as a guide and is neither exhaustive nor addresses every situation that an Employee may encounter. Therefore, every Employee shall familiarize himself/herself with the relevant policies, procedures and manuals of the Group.

This Code is also neither legal advice nor identifies every law, policy or procedure that may apply to the Employees in performing their roles. Should there be a conflict between the Code and the policies and procedures of the Group with the law, the stricter provision shall apply.

Employees are expected to exercise sound judgment in making any decision and shall not conduct themselves in any manner which could negatively affect the Group's confidence and trust in them. These duties are without limitation to duties imposed upon an Employee by law.

Apart from understanding and complying with this Code, an Employee is required to:

- a) Ensure that staff reporting to him/her similarly understands and complies with this Code;
- b) Guide others on this Code and any other applicable policies and procedures of the Group.

This Code has four main sections;

1. Personal Conduct
2. Corporate Care
3. Sustainability
4. Compliance

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3. PERSONAL CONDUCT

Personal conduct is the foundation of personal, family, corporate and societal well-being. The following are guidelines for personal conduct for Employees and relevant persons.

3.1 Practice Proper Conduct Within and Outside Workplace

The Group expects appropriate personal conduct within and outside the workplace, of all its Employees and associates to ensure a safe, conducive and productive work environment. Specific guidelines on such are to be found in the Group Human Resource Policy and Procedures Manual (GB-HRPP-7-02 : Employee Performance and Conduct).

3.2 Avoid Conflict of Interest

Conflicts of interest situations arise when the interest of the Employee and/or their family members or related stakeholders' conflict with the interest of the Group, and should be avoided.

Employees should use his/her position, official working hours, company's resources and information available to them for the advancement and interest of the Group's well-being, and not to disadvantage the Group or for undue personal gain.

If unavoidable situations of conflict of interest should arise, declaration of such conflict needs to be made and resolved in accordance to the Group's policies and procedures governing such an issue.

Failure to avoid or declare and resolve issues of conflicts of interest may subject the affected Employee to disciplinary action.

3.3 Keep Away from Substance Misuse

Substance misuse is not permitted. This includes any illegal drugs, medication or alcohol abuse that is against the law, and may compromise work performance or safety. Contractors and sub-contractors are required to demonstrate that they have implemented substance misuse prevention and control policies and programs.

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Employees with unauthorised possession of any substance of misuse or who test positive for any substance of misuse shall be subject to appropriate disciplinary action.

3.4 Maintain Proper Personal Dealings with Contractors & Suppliers

Employees shall ensure that their personal business dealings with the Group's suppliers, contractors and vendors are on an arm's-length basis and comply with specific guidelines and rules on such dealings.

3.5 Prohibit Bullying & Harassment

The Group takes a strong stand against bullying behaviour as well as personal and sexual harassment.

Violators of this Code will face severe disciplinary action.

3.6 Maintain Professional Working Relationship

The Group encourages the development of professional and social networking as they are part of organisational culture development and promotes teamwork and Group effectiveness. Such relations however should not lead to situations of conflict of interest, biasness, favouritism and exploitation in staff relationships and work management.

Employees are discouraged under any circumstance, from borrowing money either from their superiors, subordinates, clients, business associates, contractors and vendors.

An Employee should not place himself/herself under any serious financial obligation to any person who is directly or indirectly subject to his/her official authority or with whom he/she is likely to have official dealings.

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3.7 Seek Approval to Participate in Activities outside Workplace

The Group encourages Employees to participate in legitimate activities that enhance their personal and professional development. However, such activities must not interfere with their duties and responsibilities to the Group during normal working hours.

An Employee shall declare and seek the approval, which shall not be unreasonably withheld, of their respective superiors on their involvement in such activities.

3.8 Dress Professionally at Workplace

Employees should dress appropriately in relation to their work requirements during working hours for the purposes of maintaining a professional image, safety or health reasons. As such, specific rules for attire may be established by specific workplaces for their respective requirements.

4. CORPORATE CARE**4.1 Handle company assets responsibly**

All Employees are expected to safeguard, manage and use appropriately the Group's assets, facilities, records and other resources according to the relevant manuals outlining policies and procedures for such requirements.

4.2 Comply with Data Privacy and Protection Regulations

Personal privacy, including the protection of personal data shall be respected. All applicable laws and Group policies and procedures on data privacy and protection must be complied with.

4.3 Practice Proper Documentation

The integrity and accuracy of the Group financial records and reporting are paramount to the proper operation and control of its businesses. Therefore, all Employees shall safeguard the preparation, maintenance and disposal of the Group's legal, contractual, financial and operational records.

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4.4 Avoid Insider Dealings

All Employee shall acquaint themselves with the relevant laws and consequences governing insider trading and shall not deal in the securities of the Group while in the possession of material non-public information.

The restrictions apply to price-sensitive information or other similar types of information that relevant insider-trading laws make reference to. Detailed guidelines on this may be found in the relevant Group policy and procedures.

4.5 Seek Approval for Publication of Written Materials

Employees may publish written works, electronically or in print. However, written permission from their respective Head of Business Unit shall be obtained, in particular if such works are based on information from or references about the Group, and which may affect the reputation and well-being of the Group. Detailed guidelines for such are provided in the Group HR policy and procedures.

4.6 Provide Reference only in a Professional Capacity

In the normal course of business, an Employee shall only give reference in a professional capacity, with the approval of the Head of Business Unit, and may use the Group name or stationery with the Group logo, in accordance to the Group policy and procedure on this.

4.7 Seek Approval for Disclosing Confidential Information

An Employee shall obtain prior approval or authorisation from his Head of Business Unit (or, in the case of Directors, from the relevant full Board of Directors) before disclosing to an external party any confidential information that may benefit the third party and/or impact the Group's performance.

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4.8 Whistleblow / Report Misconduct

If any Employee is witness to, or has evidence that an unlawful act has been or is about to be committed by another Employee, he/she shall disclose or report such to the Integrity and Governance Unit, following the Whistleblowing Policy and Procedures and details published on the Group's website.

An Employee shall be protected from any form of retaliation for reporting or disclosing in good faith and without malicious intent, an alleged misconduct by another Employee.

5. SUSTAINABILITY**5.1 Support Sustainable Practices**

Employees should exercise due care to ensure that the work that he/she does are in-line with globally accepted sustainable guidelines with regards the responsible and efficient use of resources, care for the community and to minimise negative impacts on our environment. To the extent possible the aim of making the world a better place for future generations shall be the guiding principle.

5.2 Comply with Quality, Safety, Health & Environment Guidelines

All Employees have a role to play in providing a safe, conducive and healthy workplace and minimising the negative impact of the Group's operations on the environment.

As such every Employee must conscientiously and diligently comply with all QHSE requirement, measures, work rules and standard operating procedures set out in manuals, handbooks and instructions issued by the Group and to ensure all applicable laws and regulations are followed.

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6. COMPLIANCE

The Group's Employees and relevant persons are required to

- observe all statutory laws and regulations applicable to the Group's businesses and operations and
- comply with the Group's policies and procedures contained in the relevant manuals

Subject to the requirements of the applicable law, disciplinary action may be taken against any person covered by this Code for misconduct or for non-compliance with such laws and regulations, as well as the Group's policies and procedures.