



UZMA
CODE OF CONDUCT AND BUSINESS ETHICS
(COBE)
FOR UZMARIANS AND BUSINESS ASSOCIATES

UZMA BERHAD
[Registration No. 200701011861 (769866-V)]
[Incorporated in Malaysia]

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INTRODUCTION

1.0 PURPOSE

- 1.1 The Code of Conduct and Business Ethics (“COBE”) sets out Uzma Berhad’s (“Uzma”) and its group of companies’ (“Uzma Group”) expectations for:
 - a. Uzmarians: Directors (both executive and non-executive) and employees of Uzma Berhad (“Uzma”) and its group of companies (“Uzma Group”); and
 - b. Business Associates: Entities and individuals engaged in business relationships with Uzma Group, including but not limited to joint-venture entities, joint-venture partners, associate companies, business partners, suppliers, vendors, agents, consultants, contractors, and subcontractors.
- 1.2 The COBE serves as the guiding framework for ensuring integrity, diligence, and accountability in the conduct of business and professional duties within Uzma Group and in all engagements with stakeholders.

2.0 SCOPE

- 2.1 The COBE for Uzmarians is applicable to all directors, officers, and employees of Uzma Group.
- 2.2 The COBE for Business Associates applies to all external parties engaged in business dealings with Uzma Group unless otherwise specified in contractual agreements or governing regulations.
- 2.3 The People Division is the designated owner and custodian of the COBE of Uzmarians, responsible for its maintenance, periodic review, updates, and dissemination to all applicable personnel within Uzma Group.
- 2.4 The Group Supply Chain Management (“GSCM”) division is the designated owner and custodian of the COBE for Business Associates, ensuring its implementation, oversight, periodic review, and communication to all relevant external stakeholders.
- 2.5 All Uzmarians and Business Associates are required to adhere to highest standards of professional integrity and ethical conduct in accordance with the provisions of this COBE, applicable laws and regulations, as well as Uzma Group’s internal policies and procedures.
- 2.6 The COBE functions not only as a legal and procedural compliance framework but also as an ethical compass, aligning individual and corporate behaviour with Uzma Group’s core values as embodied in the UzmaWAY.

- 2.7 Any inquiries or requests for clarification regarding the COBE for Uzmarians shall be directed to the People Division.
- 2.8 Any matters concerning the COBE for Business Associates shall be addressed to the GSCM Division.
- 2.9 Non-compliance with the provisions of the COBE may result in disciplinary action, termination of employment, contractual penalties, or other legal consequences as deemed appropriate by Uzma Group.

PART I – UZMA CODE OF CONDUCT BUSINESS ETHICS FOR UZMARIANS

1.0 DUTIES AND RESPONSIBILITIES

- 1.1 Uzmarians understand and comply with the principles set in this COBE and portray and exercise good ethical values.
- 1.2 Uzma Group is committed to observe ethical business practices in conducting its business and its relationships with all stakeholders including its directors, Uzmarians, clients, shareholders, and the community.
- 1.3 Uzmarians are expected by Uzma Group to:
 - a. conduct themselves with propriety and decorum at all times to reflect the good standing of Uzma Group;
 - b. support the policies, procedures, and practices of Uzma Group;
 - c. discharge their responsibilities assigned to them by Uzma Group and that they will always promote and advance the interests of Uzma Group; and
 - d. devote their career to Uzma Group and not engage directly or indirectly in other forms of employment or service.

2.0 THE UZMAWAY

- 2.1 Uzma Group is dedicated to maintaining high standards of integrity in executing its business activities within the organization and with external parties.
- 2.2 Uzma Group's approach to sustainability is premised on Uzma Group's unified code of corporate values, the uzmaWAY.
- 2.3 As the core pillars of Uzma Group's corporate identity and aspirations, the uzmaWAY demonstrates Uzma Group's approach in creating sustainable value for its stakeholders.
- 2.4 The five (5) main pillars of uzmaWAY are as follows:

a. Health & Safety

Uzma Group believes in providing a healthy, safe, and secure working environment in all of its operations and activities regardless of location. A positive health and safety culture is embedded into the organization to provide its stakeholders and their loved ones a peace of mind knowing that Uzmarians are in good hands all the time.

b. People

Uzma Group aspires to be the employer of choice and encourages Uzmarians to have a work-life balance. Uzma Group recognize the diversity of its people and respect the differences. Uzma Group nurtures leadership, teamwork, and innovation. Uzmarians shall

always stay humble and exhibit positive characteristics in communicating with the stakeholders.

c. Quality

Uzma Group embraces proactivity and cost effectiveness in planning, executing, and continually improving deliverables to exceed every expectation of its stakeholders. Uzma Group ensure that its people are efficient and effective in executing their responsibilities. Uzma Group possess the agility to quickly adapt to its stakeholder's expectations, and strive to be the best in everything it does.

d. Integrity

Uzma Group adopts the highest standard of personal and professional integrity in executing its business activities, internally and externally. Uzma Group is committed to ethical business practices and good corporate governance to be an exemplary corporate citizen.

e. Environment

Uzma Group believes in coexisting with nature and preserving the environment. The stakeholders can rest assured that it shall try to do its best to ensure that it leaves minimal footprints in every activity that it undertakes on this precious planet.

3.0 ANTI-BRIBERY

- 3.1 "Bribery" refers to the act of corruptly giving, agreeing to give, authorizing, promising, offering, soliciting, receiving, or agreeing to receive any gratification as an inducement or a reward for an improper performance of a party. Gratification can take various forms, including monetary, non-monetary, services, favours, or any form of benefit or advantage.
- 3.2 Uzma Group has established an Anti-Bribery Policy which is in compliance with the requirement of the Malaysian Anti-Corruption Commission Act 2009. The Anti-Bribery Policy is applicable to:
- a. all Uzma Group's businesses regardless of the country of operations; and
 - b. internal and external stakeholders who conduct business with, for, or on behalf of Uzma Group, including the Directors, Uzmarians, and Business Associates.

4.0 WHISTLEBLOWING

- 4.1 All stakeholders, including Uzmarians, distributors, the public, etc., are encouraged to disclose any information or raise a genuine concern about serious wrongdoings, misconduct, illegal acts, or unethical business conduct including but not limited to fraud, corruption, malpractice,

financial irregularities, dishonesty, criminal activities, personal misconduct, and serious breaches of Uzma Group's internal policies, procedures, or applicable codes (include the COBE) ("Wrongdoing") in relation to Uzma Group's businesses or activities.

- 4.2 The Whistleblowing Policy was established by the Board of Directors of Uzma to facilitate Uzma Group in achieving its aim to prevent bribery and uphold the highest level of business ethics in relation to the businesses and operations of Uzma Group.
- 4.3 The Whistleblowing Policy excludes grievances, complaints or concerns about:
- a. general complaints about the Group's products or services;
 - b. matters which are trivial or frivolous or malicious or vexatious in nature or motivated by personal agenda or ill will; and
 - c. matters pending or determined through any tribunal or authority or court, arbitration, or other similar proceedings.
- 4.4 The Group Legal Division is the owner and custodian of the Whistleblowing Policy and responsible for the maintenance, update, and distribution of the policy.
- 4.5 Further details or clarification on this policy document can be referred to the Group Legal Division.

5.0 OWNERSHIP TO CONFIDENTIALITY OF COMPANY INFORMATION

- 5.1 Non-disclosure of Information
- a. Any information that may concern other employees, Uzma Group's operations, forms and documents, customer lists, corporate affairs, product development, trade secrets, business models or other organizations with whom Uzma Group does business with is confidential. Uzmarians are obligated to ensure that this information remains confidential and is not disclosed in any available ways, such as in verbal, writing, print out, publication, email, images, electronic message, web posting, blog, online forum, etc.
 - b. Uzmarians are not allowed, whether during or after termination of his employment with Uzma Group, to discuss or disclose confidential information relating or pertaining to Uzma Group, directly or indirectly to any person or company. Uzmarians should not discuss with other Uzmarians or outsiders, within the office premise or outside, any confidential information regarding Uzma Group, its business partners, its customers or clients, Uzmarians or any other confidential information except in the course of carrying out his duty on Uzma Group's business and upon approval from Uzma Group. Any information pertaining to Uzma Group that is not available to the public shall be treated as confidential. It must not be shared or used by any Uzmarians, whether directly or indirectly, to influence an investment decision in connection with the purchase or sale of Uzma's shares, when it is made available.

- c. If Uzmarians receive any request to disclose confidential information related to Uzma Group, Uzmarians are required to inform his superior immediately for further guidance and approval from Uzma Group.
- d. Uzmarians who disclosed such sensitive information, is deemed to have made a serious offence and misconduct and will subject to disciplinary action, including immediate termination of employment from Uzma Group.
- e. If the Uzmarian is no longer with Uzma Group (for any reason whatsoever), legal action will be taken against the individual.

6.0 DRUG, ALCOHOL AND OTHER ILLEGAL AND PROHIBITED SUBSTANCES

- 6.1 Uzma Group's policy on drug, alcohol and other illegal and prohibited substances was established for all Uzmarians, regardless of level and position. It is to ensure that all Uzmarians adhere to the policy during working hours on Uzma Group's premises or elsewhere, while on official business.
- 6.2 Uzmarians are strictly prohibited from:
 - a. working or reporting to work, conducting company business or being on Uzma Group's property whilst under the influence of an illegal drug, alcohol and other illegal and prohibited substances and/or in an impaired condition; and
 - b. using, selling, buying, trafficking, transferring, manufacturing, storing or in possession of any illegal drug or illegal drug paraphernalia, or attempting to or assisting another to do so.
- 6.3 Uzma Group reserves the right to conduct unannounced or random drug tests on Uzmarians as deemed necessary from time to time.
- 6.4 Uzmarians entering a work location may be subjected to medical examination and UzmaGroup reserves the right to conduct a search within its work premises and on Uzmarians. Refusal to cooperate may subject to a disciplinary action.
- 6.5 Uzmarians are also prohibited from working while under the influence of prescription drugs that may impair his performance.
- 6.6 The Group QHSE Division is the owner and custodian of the Drug, Alcohol and other Illegal and Prohibited Substances Policy and responsible for the maintenance, update, and distribution of the policy maintenance, update, and distribution of the policy.
- 6.7 Further details or clarification on this policy document can be referred to the Group QHSE Division.

7.0 GROSS MISCONDUCT

7.1 Gross misconduct means improper behavior or deliberate violation of a rule of standard behavior.

7.2 Acts of gross misconduct include but are not confined to the following:

- breach of any policy and rules established by Uzma Group;
- gross negligence and neglect of duty;
- theft, pilferage, misappropriation or attempt of the same nature of Uzma Group's money or property or other Uzmarian's money or property;
- abuse of drugs and other illegal and prohibited substances;
- habitual late attendance and absenteeism;
- habitual negligence;
- riotous, disorderly, or indecent behavior on Uzma Group's premises;
- fighting with or assaulting, abusing or being violent towards another employee or authorized visitor on Uzma Group's premises or threatening the same;
- quarrelling or fighting or committing nuisance at the workplace;
- commission of any subversive act to the discipline of the Company or general behavior;
- soliciting or accepting bribes or any illegal gratification;
- fraud, dishonesty, falsification or attempt of the same in relation to Uzma Group's business, money or property;
- carelessness or willfully causing damage or loss to Uzma Group's property or goods;
- possession of illegal weapon or lethal weapon on Uzma Group's premises;
- gambling whether involving money or otherwise, on Uzma Group's premises;
- committing an immoral act within Uzma Group's premises;
- all forms of harassment including but not confined to unwelcome verbal or physical advances and sexually, racially, or otherwise derogatory or discriminatory statements or remarks;
- gender bias remark or any form of gender bias harassment;
- infringement of safety regulation;
- failure to follow safety procedures or tampering with safety devices to the detriment of Uzma Group and/ or Uzmarians;
- abuse or unauthorized use of Uzma Group's property, utilities, equipment, or facilities;
- conduct which is likely to cause injury or endanger the life or safety of another person within Uzma Group's premises;
- smoking in prohibited/restricted areas;
- deliberate damage to Uzma Group's assets, material, or equipment;
- habitual or substantial negligence in the care of tools, equipment and apparatus of the Company;

- willful insubordination or disobedience whether alone or in combination with other to any lawful and reasonable order of a superior;
- inciting other Uzmarians to participate in illegal strikes in contravention of the law and/ or the provisions of any lawful and reasonable order of a superior;
- instigating industrial action among Uzmarians against Uzma Group;
- participation in illegal gatherings or activities on Uzma Group's premises or abetting, inciting or instigating the same;
- disclosing Uzma Group's confidential information;
- disclosing commercial or trade secrets, calculation or designs;
- forging documents or signatures;
- falsification, defacement, or destruction of any Uzma Group's record;
- misrepresentation of Uzma Group to others;
- spreading malicious rumors about Uzma Group;
- making public statement against the interest of Uzma Group;
- commission of any private act that brings disrepute, embarrassment or affects the legitimate interest of Uzma Group or ruins the image of Uzma Group.

7.3 The above examples of gross misconducts are not exhaustive, as Uzma Group reserves the right to determine what constitutes as acts of misconduct and gross misconducts that warrant disciplinary actions including immediate termination of employment.

8.0 GRIEVANCE

8.1 The grievance is not however a platform for Uzmarians to express their discontent without justifiable reason. Therefore, a grievance without clear reasons or facts will not be treated as such.

8.2 All grievances/complaints will be handled promptly and with transparency. The following principles must be adhered to in the grievance resolution process:

8.3 All Uzmarians are expected by Uzma Group to:

a. Confidentiality

No person should have access to information on the grievance, other than those directly involved or those handling the grievance.

b. Impartiality

All parties must be given the opportunity to present information directly related to the grievance, and no decisions or judgements will be made until all information has been carefully and impartially considered by those responsible for resolving the grievance.

c. Compassion and respect

All people handling the grievance must be sensitive to the needs of those directly involved, and to others who may be indirectly affected by the grievance.

d. Prompt action

All grievances must be dealt with promptly, and time limits should be formally agreed to at all stages of the process.

PART II – UZMA CODE OF CONDUCT OF BUSINESS ETHICS FOR BUSINESS ASSOCIATES

1.0 BUSINESS ETHICS

1.1 Human Rights

- a. Business Associates of Uzma Group shall comply with all local and international applicable human rights laws and regulations in relation to the Group's business activities and operations.

1.2 Labour Rights and Working Conditions

- a. Uzma Group mandates that all Business Associates adhere to fair labour practices in strict accordance with applicable labour laws. This includes, but is not limited to, compliance with regulations governing working hours, wages, overtime compensation, and legally mandated benefits

1.3 Prohibition of Child Labour, Forced Labour, and Human Trafficking

- a. Business Associates shall not engage in the employment of child labour and must strictly observe the minimum legal age requirements established in each jurisdiction where they operate.
- b. Business Associates are expressly prohibited from utilizing any form of forced or involuntary labour, including bonded or indentured labour. Furthermore, Business Associates shall not engage in or support human trafficking in any capacity. All labour must be rendered voluntarily; employees shall not be subjected to any form of illegal or coerced work conditions.

1.4 Freedom of Association and Collective Bargaining

- a. Business Associates shall respect employees' rights to freely form and join trade unions or other worker associations, as well as engage in collective bargaining in compliance with local laws. There shall be no retaliation or discrimination against employees exercising these rights.

1.5 Anti-Discrimination

- a. Uzma Group does not discriminate any of its people, or people who we work with or people who we work for, against any criteria, including race, age, gender, religion, political preferences, or any other dividing differences.
- b. Uzma Group does not accept any form of discriminatory behaviour, including by its Business Associates, in whatsoever form, such as business-related decisions or operations or in the form of personal or collective harassments.

1.6 Anti-Bribery

- a. Uzma Group has a zero-tolerance approach to bribery and will not pay or receive any bribes to or from anyone for any purpose. Business Associates are prohibited from soliciting, receiving, agreeing to receive, offering, promising, or giving any form of bribes in relation to Uzma Group's businesses and activities.
- b. Business Associates shall comply with the Uzma Group's Anti-Bribery Policy and relevant, specific policies referred to in the Anti-Bribery Policy, including the Policy on Facilitation Payment.
- c. Business Associates shall not make any facilitation payments, either on its own behalf or on behalf of Uzma Group, in relation to Uzma Group's businesses and activities.
- d. Any attempted bribery or bribery conduct, whether as a giving or a receiving party, may cause a person to be liable for a fine and/or imprisonment in accordance with applicable laws, e.g. Malaysian Anti-Corruption Commission Act 2009.

1.7 Avoiding and Managing Conflict of Interest Situations

- a. Business Associates shall avoid actual, potential, or perceived conflict of interest situations with Uzma Group personnel.
- b. Business Associates shall also avoid actual, potential, or perceived conflict of interest situations with Uzma Group's businesses which may affect the objectivity or the performance of the Business Associates in relation to their contractual obligation owed to Uzma Group.
- c. Where conflict of interest situations cannot be avoided, Business Associates shall declare the situation to Uzma Group for assessment to be made and mitigative actions to be taken.

1.8 Data Integrity and Protection

- a. Business Associates shall exercise caution and due care to safeguard any information of Uzma Group accessed by Business Associates in the course of their service with Uzma Group.
- b. Business Associates shall not utilize the information or knowledge beyond the boundaries of their contractual services and consent.

1.9 Maintaining Proper Records

- a. Business Associates shall maintain timely, accurate, and complete accounting records and documentations in relation to Uzma Group's businesses and activities, where relevant.
- b. Business Associates shall not make any unauthorized, false, improper, or misleading records or entries in relation to Uzma Group's businesses and activities, where relevant.

1.10 Business Dealings

- a. Uzma Group conducts business on the basis of fair business terms and in its best interest.
- b. Uzma Group expects Business Associates to conduct business, either with, for, or on behalf of Uzma Group, with integrity, honestly, fairly, openly, and transparently.
- c. Information provided by Business Associates in the conduct of business with, for, or on behalf of Uzma Group, shall be accurate and not misleading.

1.11 Environmental Sustainability

- a. Uzma Group is committed to sustainable development and expects its Business Associates to implement responsible environmental practices throughout their operations and supply chains, with particular emphasis on the following areas:
 - Business Associates shall undertake measures to reduce energy consumption and carbon emissions in accordance with global climate objectives. Associates are strongly encouraged to adopt energy-efficient processes and utilize renewable energy sources to minimize adverse environmental impacts.
 - Business Associates are required to manage water resources responsibly by minimizing usage, preventing pollution, and safeguarding water availability, particularly in areas identified as water stressed.
 - Business Associates must implement measures to mitigate the negative impacts of their operations on ecosystems. This includes taking proactive steps to prevent deforestation, habitat destruction, and biodiversity loss.

- Business Associates must establish comprehensive waste reduction practices that emphasize recycling, reuse, and responsible disposal. This includes the management of both hazardous and non-hazardous waste in a manner that minimizes environmental impact.
- Business Associates shall adopt sustainable sourcing practices that prioritize materials obtained through responsible means and promote waste reduction, reuse, and recycling throughout their supply chains.

1.12 Climate Action and Sustainability Practice

- a. Business Associates are expected to adopt sustainability practices aimed at reducing their environmental impact, enhancing social conditions, and integrating sustainability principles into their business models. Transparency regarding their sustainability efforts is encouraged to ensure alignment with Uzma's environmental and social sustainability objectives.

2.0 TRAINING REQUIREMENTS

- 2.1 Updates and training pertaining to this COBE and its content may be provided by Uzma Group to Business Associates from time to time, at the cost of Uzma Group. Business Associates shall attend such training, if deemed necessary.

3.0 COMPLIANCE AND REPORTING OF VIOLATIONS

- 3.1 Business Associates who require clarification on any aspect of the COBE must consult their internal liaisons within the Uzma Group.
- 3.2 Any violation of this COBE will be dealt with seriously by Uzma Group and may lead to, but not limited to, a review of business relationship or contract, cessation of business relationship, and/or reporting to the authorities consistent with applicable laws and regulations.
- 3.3 Business Associates are encouraged to report any suspected wrongdoing or unethical business practices by Uzma Group's personnel or in relation to Uzma Group's businesses or activities.
- 3.4 Uzma Group has established a whistleblowing mechanism through its Whistleblowing Policy which is available on Uzma's corporate website.

4.0 ACKNOWLEDGEMENT

- 4.1 Business Associates, to which this COBE is applicable, shall acknowledge this COBE upon commencement of business relationship with Uzma Group, and from time to time as determined by Uzma Group

APPENDIX A**ACKNOWLEDGEMENT FORM – BUSINESS ASSOCIATES**

Name (“I”):	
Name of organisation represented (the “Entity”)	
Nature of business relationship with Uzma Group:	

1. The Entity agrees to comply with the applicable laws and regulations, the Uzma Code of Conduct and Business Ethics, and terms and conditions governing the Entity’s business relationship with Uzma Group.
2. The Entity agrees to conduct business and activities with, for, and on behalf of Uzma Group in an ethical manner and will not undertake any bribery conduct.
3. The Entity declares that:
 - the Entity and its Directors have never been convicted of any financial or commercial crimes or offences.
 - apart from those declared below, the Entity and its Directors have never been convicted of any other financial or commercial crimes or offences.

I declare that I am authorised to represent the Entity, and the Entity declares that all information provided above is, to the best of its knowledge and belief, true, complete, and accurate. The Entity understands that if any information is untrue, incomplete, or inaccurate, the Uzma Group reserves the right to review the Entity’s business relationship with Uzma Group which may lead to cessation of business relationship and/or reporting to the authorities.

Name:

Identity Card/ Passport Number:

Signature:

Designation:

Company Stamp:

Date:
