

**Joint message from
EDOTCO Chairman and Group CEO**

Compliance and integrity are two key values that we need to uphold in this constantly evolving and competitive landscape. With changing regulations, customer expectations and new technologies, it is imperative that we familiarize ourselves with the organization's Code of Conduct and operate with the highest level of professionalism.

With this in mind, we have taken steps to ensure we strengthen and standardize our compliance framework across EDOTCO Group's footprint with the expectation that our employees will always uphold the highest integrity.

We have and will continue to put in place rigorous policies and procedures to further enhance our governance that will guide you through gifts, donations, and sponsorship spends, limits of authority, data privacy management, cyber security practices and many more. I urge you to familiarize yourself with these policies which will continuously undergo assessments, reviews and updates to ensure that we are abreast with the rules and regulations while ensuring operational efficiencies.

Compliance and integrity are not just standards on operating a business, but a culture that defines appropriate conduct when dealing with our stakeholders. It is a way of working which is practiced across the whole organization. Ethical conduct is a responsibility of every employee, and we would like to remind you that as representative of our brand you must fully understand, familiarize and commit yourselves to practicing these values and also ensuring the same is carried out in your teams.

Together, we will build a strong ethos of professionalism, integrity, and ethics, as we head towards our ambition of being a 'Global Top 5 Towerco'.

Dato Dr.Nik Ramlah Nik Mahmood
Chairman, Board of Directors

Adlan Tajudin
Chief Executive Officer



EDOTCO GROUP CODE OF CONDUCT

DEFINITIONS

For the purposes of this Code, the following terms shall have the following meanings:

- (a) **“Code”** shall mean this Code of Conduct.
- (b) **“Company”** shall mean, collectively EDOTCO Group Sdn Bhd or its subsidiaries and affiliate companies, namely EDOTCO Cambodia Co. Ltd in Cambodia, EDOTCO Myanmar Limited in Myanmar, EDOTCO Pakistan (Pvt.) Ltd in Pakistan, EDOTCO Bangladesh Co. Ltd in Bangladesh, EDOTCO Services Lanka (Pvt.) Ltd. in Sri Lanka, PT EDOTCO Infrastruktur Indonesia in Indonesia, EDOTCO Laos in Laos, Touch Mindscape Sdn Bhd and its subsidiaries in Malaysia, EDOTCO Malaysia Sdn Bhd in Malaysia, EDOTCO Towers, Inc. in the Philippines, Yiked Bina Sdn Bhd in Malaysia, OnSite Services Sdn Bhd in Malaysia, Tanjung Digital in Malaysia; and any other subsidiaries and associate companies/affiliates that will be established in the future.
- (c) **“Director of HR”** shall mean the director of Human Resource of each Company.
- (d) **“Government of Public Officials”** shall include, without limitation, any person who is an officer employee or servant of the legislature, executive, administrative or judicial office, or holder of any public office, or performs any public function, or any other person or entity owned or controlled by any government directly or indirectly, whether within or outside of Malaysia. Please see Appendix 4 (Sri Lanka) for additional requirements for Sri Lanka.
- (e) **“Immediate Family Member”**, shall mean an employee’s spouse, parents, children, brothers, sisters and spouse of the employees’ child, brother, or sister; and
- (f) **“Managers”** managers, line managers and persons having management responsibilities.



EXECUTIVE SUMMARY

This Code applies to all employees of EDOTCO Group Sdn Bhd and all its subsidiaries and affiliate companies, namely EDOTCO Cambodia Co. Ltd in Cambodia, EDOTCO Myanmar Limited in Myanmar, EDOTCO Pakistan (Pvt.) Ltd in Pakistan, EDOTCO Bangladesh Co. Ltd in Bangladesh, EDOTCO Services Lanka (Pvt.) Ltd. in Sri Lanka, PT EDOTCO Infrastruktur Indonesia in Indonesia, EDOTCO Malaysia Sdn Bhd in Malaysia, Touch Mindscape Sdn Bhd and its subsidiaries in Malaysia, ISOC EDOTCO Towers Inc. in the Philippines, EDOTCO Laos in Laos, Yiked Bina Sdn Bhd in Malaysia, OnSite Services Sdn Bhd in Malaysia and Tanjung Digital in Malaysia including full time/permanent employees or employees on secondment or fixed-term contracts.

Notwithstanding the generality of this Code, this Code shall be read together with the Appendices which sets out matters applicable only to certain countries which the Company operates in and the Code is accordingly amended and applied to the Company operating in these countries.

The Company is committed to conduct its business fairly, impartially and in full compliance with all applicable laws and regulations in Malaysia and in countries where the Company has operations. The Company's professionalism, honesty, and integrity must at all times be upheld in the Company's business dealings with customers, vendors, suppliers, contractors, government, regulators, investors, the business community as a whole and the relationship of its own employees. Employees are not permitted to be involved or engaged in practices that affect or impair the integrity, impartiality or reputation and are required to promote the interests of the Company, perform their duties with skill, honesty, care, and diligence, using authority in a fair and equitable manner, abide by the Company's policies and procedures, instructions and lawful directions that relate to their employment and duties.

It is the responsibility of every employee to act in accordance with the policies detailed in this Code and any updates or amendments which may be issued from time to time by the Company. It is also the responsibility of the employee to seek clarification, to ask questions and to report suspected violations or express concerns regarding compliance with the Code. Managers have the added responsibility of supporting the implementation of this Code and monitoring compliance of the Code.

The objective of this Code is to ensure that the Company's business interactions should not in any circumstances be tainted by malpractices.

Purpose of this Code

This Code shall serve as a documentation of our commitment in business dealings in a manner that is efficient, effective, and fair. This Code is meant as a reference for all employees of the Company.

It is a guide to assist the Company's employees to live up to the high ethical business standards and it provides guidance on employees conduct when dealing with other parties that have business dealings with the Company. It also provides guidelines for the manner employees should conduct themselves at the workplace, while performing their daily duties for the Company.



This Code is a guide that highlights key issues and identifies the relevant policies and procedures to help employees conduct business in line with high ethical and integrity standards and it is not a comprehensive manual that covers every ethical situation employee may encounter during the course of their work.

Any breach of the provisions under Paragraph 3 of this Code is viewed seriously and may result in suspension/termination of employment or any other penalty as set out in the Company's Disciplinary Policy, in addition to any other sanction, fine, penalty, liability or action suffered by or imposed on an employee under any applicable law.

Responsibility and Accountability

Employees:

All employees are required to comply with this Code and ignorance of the existence of this Code will not be accepted as an excuse for its breach. The Company will require all employees to sign a declaration yearly to abide by this Code and it will be continuously updated to meet the requirements. A sample of this annual declaration is set out in Appendix A of this Code.

Managers have the added responsibility to set a good example and to lead the employees under their supervision in the application of this Code in their daily business conduct. They are also responsible for promoting open and honest two-way communication to facilitate discussions that may occur from a situation where the application of this Code may be unclear. Managers should diligently be on the lookout for indications that unethical or illegal business conduct has occurred.

Open Door Practice

If employees come across any unlawful or unethical situations or any suspected violations of this Code, they must raise their concerns in accordance with the Company's Whistle Blowing Policy.

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1. EMPLOYEE CONDUCT

1.1 Workplace Environment

- a) Employees shall strive to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, religion, political opinion, membership in political group, gender, sexual orientation, marital status, national origin, disability, age or other factors that are unrelated to the Company's legitimate business interests.
- b) Employees must avoid any conduct in the workplace that creates, encourages, or permits an offensive, intimidating or inappropriate work environment including, but not limited to:
 - threats or comments that are discriminatory or amount to harassment
 - unwelcomed sexual advances
 - violent behavior or actions
 - misuse or abuse of authority
 - inappropriate dressing in violation of the dress code or policies of the Company
 - possession of weapons of any type; or
 - the use, possession, distribution or sale of illegal drugs, alcohol, or any prohibited substance, except for approved medical purposes. The consumption of alcoholic beverages on Company premises is only permitted for Company-sponsored events and with prior management approval.

1.2 Working attitude

- a) Employees are expected to be adaptive and optimistic with continued energy and confidence to meet global challenges.
- b) Employees are encouraged to collaborate across markets, functions, and teams towards achieving common goal.
- c) Employees must support the establishment of centers of excellence and innovation to enable knowledge sharing and the free flow of ideas across the Company.
- d) Employees are expected to behave in a professional and harmonious manner, by treating each other with respect, dignity, fairness, and courtesy.

1.3 Use of Resources and Protection of the Company's Assets

- a) Employees are provided with a variety of resources and access to assets of the Company, regardless of the condition of value. Assets belonging to the Company shall not be misused, taken, sold, lent, given away or otherwise disposed of, or used for personal purposes to the extent that it would affect the interests of the Company.

- b) Employees must be personally responsible for protecting the Company's assets that are entrusted to them. Employees must take all necessary steps to prevent theft, loss, damage to or misuse of assets belonging to the Company, the occurrence of which shall be reported immediately to the immediate superior. Employees must take all necessary steps to prevent theft, loss, damage to or misuse of assets belonging to the Company, the occurrence of which shall be reported immediately to the immediate superior.
- c) The type of assets that must be protected and which falls within the responsibilities of employees are:
- physical assets such as equipment, systems, facilities, supplies, and Company vehicles etc shall be used only for conducting the Company business or for purposes authorized by management. They shall not be used for employees' personal activities
 - information and communication systems including connections to the internet shall be used for conducting the Company's business or for other incidental purposes authorized by the management of the Company. It is inappropriate to use them in a manner that interferes with employees' productivity
 - Proprietary information including 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, organizational and personnel information, decisions by the Company's board of directors, trade secrets pricing guidelines, methodology or prices of products and services, potential or actual procurement project plans, potential or actual tender project plans, 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 the Company. Such information is the result of the innovation, ideas, and hard work of employees and of substantial investments in planning, research and development. It is critical that employees treat such information as confidential in accordance with the requirements of the Company's policies and take all necessary safeguards to protect this information. The Company's ownership of such

proprietary information shall continue even after the employee leaves the Company; and

- intellectual property rights including all ideas, inventions or copyright produced by employees as a result of the work performed for or on behalf of the Company in the course of employment, whether that product is protectable or otherwise. Employees shall understand their responsibilities to protect the Company's intellectual property and seek advice from the Group Legal Counsel when in doubt of their obligation in this regard. The Company's ownership of such intellectual property shall continue even after the employee leaves the Company.
- d) Employees are not allowed to use the Company's assets including equipment, resources, and proprietary information for any matters outside of work. Additionally, employees are not permitted to perform non-Company related work or solicit such business on the Company's premises or while working on the Company's time.
- e) Company vehicles while intended primarily for business use, may also be used for commuting to and from work and for limited personal use "on an emergency basis only" with the written consent of the Company. Weekend travel is prohibited unless with written consent from the Company. Only the Company's employees are permitted to operate a Company vehicle.
- f) Employees must return all Company's assets entrusted to them upon the cessation of their employment including documents which contain the Company's proprietary information. Additionally, they may not disclose or use the Company's proprietary or confidential information.

1.4 Data Integrity and Data Retention

- a) Employees must record and report all information accurately and with integrity.
- b) Records shall be managed securely in line with their importance and in compliance with legal, tax, regulatory, accounting, and other business retention requirements as required by the laws in each Company's respective jurisdiction and also in accordance with the requirements of the privacy policy of the respective Company, where applicable.

2. BUSINESS CONDUCT

2.1 Dealing with External

Partners, Vendors and Business

Partners

- a) All dealings with vendors and business partners must be carried out in compliance with all relevant and applicable laws and in line with the Company's policies.
- b) The Company shall take a collaborative approach in all their partnerships, ensuring that employees address the specific needs of the stakeholder, while offering products, services, and solutions.
- c) The Company will only conduct business with vendors or business partners that share the same ethical commitment as the Company and will avoid conducting business with vendors or business partners who are likely to harm the Company's reputation in this regard, including where there is any reasonable suspicion of corrupt practices.
- d) In ensuring that potential vendors or business partners reflect and share the same ethical commitment as the Company, the following must be conducted prior to any engagement with them:
 - to conduct due diligence assessment for any suspected bribery, corrupt or improper business practices. If there are such instances or past reports, further investigation must be conducted and addressed before the engagement can be executed. A non- exhaustive list of examples of issues to look out for in conducting due diligence is as follows:
 - i. history of bribery or corrupt practices
 - ii. reasonable suspicion that bribery or corrupt practices are currently being carried out
 - iii. Board/Senior Management's commitment to counter bribery and corrupt practices
 - iv. adequacy of internal anti-bribery and anti-corruption regimes
- e) Facts will be weighed objectively and impartially to decide on vendors or business partners. The Company requires all employees to exercise good judgment in assessing the appropriateness of a potential vendor or business partner's business integrity and practices.
- f) Employees must not exert or attempt to exert influence to obtain special treatment for or from any particular vendor or business partner. Vendors or business partners in competition for contracts with the

Company shall at all times be able to have confidence in the integrity of the Company's selection processes.

- g) Employees must not offer and/or accept bribes, any illegal gratification, or the promise of other similar benefits to any vendors or business partners to solicit business. Payment of any commission, money, discounts, privileges, and benefits must be in line with the Company's policies during the course of dealing with vendors and business partners. Please see Appendix 5 (Cambodia) for additional requirements for Cambodia.
- h) Any queries or uncertainty relating to the suitability of potential vendors or business partners and the appropriateness of any conduct with vendors or business partners should be immediately referred to the Director of HR.
- i) The Director of HR may further refer the matter to the CFO or Director of Finance to determine the suitability of potential vendors or business partners and the appropriateness of any conduct with vendors or business partners, where required.

Government or Public Officials

- j) Employees must hold themselves to the highest standards of conduct and aim to proactively engage with the government to improve social and economic conditions of the Company.
- k) Employees must be aware of and adhere to the relevant laws and regulations pertaining to relations between government employees, customers, suppliers, vendors, and business partners.
- l) Employees must not provide or accept gifts or entertainment to government or public officials or those acting on the government's behalf if doing so violates any local laws and regulations or could be reasonably construed as a bribe, corrupt practice or corruption. This includes the making of or accepting a promise of reward to or from Government or Public Officials.
- m) Employees must not exert or attempt to exert influence to obtain special treatment for or from any government or public officials. These include any procurement, investigations or dealings relating, but not limited to, contracts, tenders, government business, grants or leases, and shall at all times comply with all of the Company's policies and the law relating to the matter.

Investors, Media, Analysts and Others

- n) Any employee approached by investors or prospective investors must refer such requests to the CFO or the Head of Finance, whereas any contact by media or analysts must be referred to the Director of Sales & Marketing.
- o) Employees must also refer any request for information on the Company's business from investigators or law enforcement officials to the Group Legal Counsel.
- p) Employees must not initiate contact with the media or analysts unless it is part of their job responsibilities, and with prior management approval and knowledge. In all instances, employees must exercise caution in their communication with third parties.

Competitors

- q) Employees must, at all times, compete fairly and ethically within the framework of applicable competition laws.
- r) Employees must, at all times, exercise caution in all business contacts and contacts with competitors, suppliers and vendors and seek advice from Group Legal Counsel when in doubt whether an action violates any competition laws.
- s) Employees must, at all times, disassociate themselves and the Company from the participation of any possible illegal activity with competitors and avoid communicating sensitive or confidential information which includes pricing policy, contract terms, marketing and product plans and any other proprietary information.
- t) Employees must not use improper or illegal means to acquire a competitor's trade secrets or other confidential information. When working with such information, employees must only use it in the proper context and for legitimate purposes such as to evaluate the merits of the products, services, and marketing of the Company. Such information shall only be made available to other employees on a "need-to-know" basis.

2.2 Authority to Make Commitments

- a) Employees must be aware of and adhere to the Company's defined delegation of authority guidelines and processes for key functions and commitments, limits of authority documents and supplementary procedural documents.

- b) Commitments that bind the Company can only be made by employees who are authorized to do so and, even then, only in accordance with established limits of authority guidelines. It is not acceptable for employees to make any business commitments (whether oral or written) that contradict established guidelines or those that which creates a new agreement or modify an existing agreement without proper approval consistent with the limits of authority guidelines and this Code.

2.3 Money Laundering

- a) Money laundering is the process of concealing the identity of proceeds from unlawful activities to convert “dirty” money to a legitimate source of income or assets and may include other acts and omissions which fall under the definition of money laundering under the laws of other countries in which the Company operates in. In the context of Malaysian law, money laundering is an offence under the Anti-Money Laundering and Anti-Terrorism Financing Act 2001 in Malaysia. The laws of other countries on money laundering may be applicable in the context of money laundering concerning companies outside of Malaysia. Even where a transaction concerns two Malaysian companies, but where money is paid outside Malaysia, the laws of both Malaysia and that foreign country could apply. Please see Appendix 2 (Nepal) and Appendix 5 (Cambodia) for additional requirements for Nepal and Cambodia, respectively.
- b) Employees must therefore be aware of the applicable anti-money laundering laws and must ensure they are appropriately and adequately informed of developments in the laws relating to this area.
- c) Employees are expected to be mindful of the risk of the Company’s business being used for money laundering activities and must raise any suspicious transactions to their immediate superior. Please see Appendix 4 (Sri Lanka) for additional requirements in Sri Lanka.
- d) The Company views any non-compliance with money laundering laws, whether those of Malaysia or any foreign country, seriously. Any employee found to be in breach of such laws can be summarily dismissed, and the Company reserves its right to take such other action against the employee in such instances. Please see Appendix 3 (Bangladesh) for additional requirements in Bangladesh.

2.4 Bribes and Corruption

- a) Employees must not offer, give, solicit, or accept bribes or illegal gratifications in order to achieve business or personal advantages for themselves or others, or engage in any transaction that can be construed as having contravened anti-corruption laws. In the context of Malaysian law, bribery and corruption are offences under the Malaysian Anti-Corruption Commission Act 2009. There are also other laws such as the Penal Code that may apply. The laws of other countries on bribery and corruption may also be applicable in the context of bribery and corruption concerning companies outside of Malaysia. Similar to the money laundering rules, corrupt practices pertaining to Malaysian companies which are executed abroad may trigger the laws of both Malaysia and that foreign country. Please see Appendix 2 (Nepal) for additional requirements for Nepal.
- b) Employees must be aware of the fact that bribes and illegal gratifications may be in any form, monetary or otherwise, including but not limited to unauthorized remuneration such as referral fees, commissions or other similar compensation, material goods, services, gifts, business amenities, premiums or discounts of an inappropriate value or of an unreasonable level or that are not generally offered to others or that are prohibited by law or may reasonably be viewed as having crossed the boundaries of ethical and lawful business practice.
- c) The Company views any non-compliance with anti-bribery or corruption laws, whether in Malaysia or any other country, seriously. Any employee found to be in breach of such laws shall be summarily dismissed, and the Company reserves its right to take such other action against the employee in such instance. Please see Appendix 2 (Nepal) for additional requirements for Nepal.

2.5 Gifts, Entertainment and Other Benefits

- a) As a general rule, employees are discouraged from giving or accepting gifts, entertainment, and other benefits to or from any vendors, business parties, government, and public officials or any other third parties. The exception to this rule is if the cultural norms or conventions of the conduct of business in such manner and provided always that prior approval for such gift or entertainment is first obtained in writing from the Director of HR.
- b) Refusing a gift, entertainment or other benefits may, in certain instances, appear rude, but if the acceptance of such would be in breach of anti-corruption laws, employees are required to immediately refuse or return such gifts, entertainment or other benefits in a firm but in a polite manner. The employee should do so with a note or verbally explain (as the case may require) about the Company's "no gift" policy.

- c) However, all invitations to business luncheons or dinners may be given or accepted by employees if doing so would not be seen as a bribe or corrupt practice that may negatively implicate the Company's regulation or may be contravening anti-bribery and anti-corruption laws. Employees receiving any gifts, entertainment or other benefits are responsible for assessing whether it is appropriate and within the boundaries set out in this Code. Please see Appendix 6 (Myanmar) for additional requirements for Myanmar. The following rules and guidelines must, at all times, be observed:
- i. The purpose of the gifts, entertainment and other benefits must never influence business decision-making processes or cause others to perceive such an influence
 - ii. the situation in which the gifts, entertainment and other benefits is received or given must not be in connection with contractual negotiations of similar situations
 - iii. subject to the above guidelines, where the value of the gifts¹, entertainment and other benefits received exceeds the monetary threshold of RM200 (or such other amount as may, from time to time be determined by Group Human Resource), or such other threshold as may be specified under any applicable law, employees must promptly declare the gift, entertainment and other benefits received to the Director of HR. If the value is less than the value threshold, then there is no need to declare the gift. Please see Appendix 2 (Nepal) and Appendix 6 (Myanmar) for additional requirements for Nepal and Myanmar.
 - iv. Such gifts declared shall be deemed to be the Company's assets and shall be treated in accordance to the guidelines set out in section "use of the Company's assets" or in accordance with the applicable laws.

¹ *These include rewards, gifts or prizes received by way of participation in any game of chance during any business or corporate-related events (e.g. a lucky draw).*

- d) Members of the Management Committee or Head of Department are prohibited from accepting any form of transportation and lodging provided by suppliers or other third parties. Other employees may do so provided the trip is business-related and has been approved by the Head of Department. Such acceptance of transportation and lodging must be accurately recorded in the travel expense records for transparency reasons. Where the amount involved exceeds the monetary threshold as determined above, employees must promptly declare this to the Director of HR.
- e) Notwithstanding the exceptions to the “no gift” policy prior to giving or accepting any business amenity or other gifts (in whatever form or value), employees must first assess the appropriateness of their actions by considering whether the action could influence or could reasonably give the appearance of influencing the business relationship of the Company with that organization or individual or any business decision arising out of that business relationship.
- f) At all dealings with third parties, it is the responsibility of the employees to explain that the Company practices a “no gift” policy and the rationale behind such policy.

Providing Gifts, Entertainment and Other Benefits

- g) Employees are not allowed to provide gifts to Government or Public Officials, vendors, or business partners or third parties with a view to improperly influence the other party in exchange for a benefit or reward or the promise of a reward. This includes requiring the other party to do or to refrain from doing anything in relation to any actual or proposed or likely transaction.
- h) Notwithstanding the above, the exceptions set out in Paragraph 2.5(c) of the Code above shall be observed in respect of all gifts and entertainment.

Sponsorship

- i) Employees must ensure that the receipt or provision of any form of sponsorships must not be used as a form of bribery or illegal gratification or to circumvent this Code or anti-bribery laws in relation to the prohibition of bribery, corruption, or corrupt practices.
- j) The provision or receipt of any form of sponsorships must be carried out with proper care as to weigh the risk of allegations of impropriety or the creation of a perception of bribery or corruption in the event such sponsorships could influence or be perceived to influence the outcome of a business decision or a transaction and, as such, are not reasonable and bona fide actions.

- k) There should be a clear and transparent criteria to determine the selection of guests to be invited to any sponsored events.
- l) In relation to the provision of sponsorships to any party, the following rules and guidelines must be observed:
 - i. to adhere to all processes and to obtain all requisite approvals for the issuance of the sponsorship
 - ii. to inform the receiving party of this Code in relation to the provision of sponsorship
 - iii. if the sponsorship is in the form of tickets or passes to an event, to ensure that they are non-transferable. Tickets should be returned to the Company in the event the intended attendee is unable to attend; and
 - iv. records of all provision of sponsorship and expenses relating to the sponsorship must be properly documented and filed.

3. CONFLICT OF INTEREST

3.1 Competing against the Company

- a) Employees must not engage in, or own either directly or indirectly (e.g. through Immediate Family Members), any equity (e.g. shares or other forms of beneficial interest amounting to more than 5% of that Company's share capital where that Company is a listed Company) in companies that engage in activities that have conflict with the Company's business interests, even in their own time, including commercially marketing products or services in competition with the current or potential offerings of the Company or other business arrangements with the Company. Please see Appendix 5 (Cambodia) for additional requirements for Cambodia.
- b) Employees are not allowed to provide any form of assistance to organizations that market products or services in competition with the Company regardless of whether they receive any direct or indirect remuneration of any kind for the assistance provided. Accordingly, employees must not work, or own either directly or indirectly (e.g., through Immediate Family Members) any equity (e.g. shares or other forms of beneficial interest amounting to more than 5% of that Company's Share Capital) in competing organizations in any capacity as an employee, consultant or as a member of its board of directors.

3.2 Supplying to the Company

- a) To the extent permissible under the law, employees shall not supply to the Company, represent a supplier, work for a supplier, own either directly or indirectly (e.g., through Immediate Family Members) any equity (e.g., shares or other forms of beneficial interest amounting to more than 5% of that Company's share capital) in a supplier Company, or be a member of the supplier's board of directors during their employment with the Company.
- b) All employees are required to fill-up and sign-off an annual declaration (a sample of which is set out in Appendix A), to the best of their knowledge, that they have not, in the past twelve (12) months, been, and are not presently engaged in, any activities that might give rise to a conflict of interest.

3.3 Insider Trading

- a) Employees who are in the possession of unpublished market sensitive information are not allowed to trade in securities of the Company or the shares of another listed Company if that information has not been made public. In the context of Malaysian law, insider trading is an offence defined under the Capital Market and Services Act 2007. The laws of other countries on insider trading may be applicable in the context of inside information concerning companies listed outside of Malaysia. Please see Appendix 2 (Nepal) for additional requirements for Nepal.
- b) Further, employees must not disclose such price sensitive information to any third party or encourage any other person to deal in price-affected securities.
- c) Employees must consult their respective Head of Department if they are unsure of the status of the information held by them.
- d) Employees must ensure that all transactions in the Company shares comply with the procedures set out in the Bursa Malaysia Listing Requirements or the listing requirements of any other stock exchange on which the Company shares are listed, any other applicable law on insider trading, and all securities markets laws, rules, and regulations whether within Malaysia or otherwise.

- e) To the extent permissible under the law, employees are prohibited from acquiring shares in companies that are directly in competition with the Company if such purchase is made on the basis of market sensitive information that is obtained in the course of their employment with the Company. In the event of any doubt regarding whether a Company is a direct competitor for the purposes of this Code, the employee may raise this query with the Director of HR. Please see Appendix 3 (Bangladesh) for additional requirements for Bangladesh.

3.4 Non-Business Activities

- a) Employees are not permitted to engage in personal activities including public service or political activities which conflict with the Company's business interest.
- b) Written permission of the Director of HR is required before employees engage in such activities in their own time.
- c) Permission will not normally be granted unless all of the following criteria are met:
 - i. the engagement or activities must in no way conflict with the interests of the Company and/or its subsidiaries and divide the employee's loyalty to the Company
 - ii. some advantage to the Company and/or its subsidiaries must arise as a result of the engagement or activities; and
 - iii. the time spent in the engagement or activities must not interfere with the employees' duties to the Company.

3.5 Personal Financial Interest and Borrowings

- a) Employees shall not have any financial interest in any organization that the Company conducts business with or competes with if that interest results in or appears to present a conflict-of-interest situation for the employee with the Company.
- b) Should an employee become directly or indirectly the owner of any equity in such entities, or any affiliation as described above, he must immediately inform the Director of HR. The Company shall then decide on an appropriate cause of action to prevent any further conflict of interest.

- c) Employees must consider the following factors when assessing if an inappropriate interest exists:
 - i. whether the organization is competing with the Company
 - ii. the size of employee's investment relative to their salary or household income, and if the investment is significant enough to motivate employees to take actions to protect or enhance their investment; and
 - iii. the nature of the employee's job in the Company would allow them to act in a manner that affects the value of their investment in the other organization.
- d) Employees are prohibited from borrowing money or in kind from any organization that the Company conducts business with or competes with, unless the organization is a licensed financial institution, and the loans are granted at rates that are available to the general public. Additionally, employees are also prohibited from borrowing money or in kind from representatives of any organization that the Company conducts business with or competes with, regardless of the nature of business of the organization concerned.
- e) All employees are required to fill-up and sign-off an annual declaration (as set out in this Policy) to the Company in the form and manner prescribed by the Company, of any business dealings or transactions with the Company's related parties.

3.6 Political and Charitable Contributions

- a) Employees shall not use the Company's funds and resources to make contributions to any political campaign, political party, political candidate, or any of the employee's affiliated organizations unless otherwise authorized by the Company's Board of Directors.

3.7 Immediate Family Members of Employees

- a) Employees shall immediately disclose to the Company where any Immediate Family Member provides any form of goods or services direct or indirect to the Company, or is a competitor, vendor, business partner, contractor, or consultant to the Company. Employees must avoid or abstain from participating

in or making decisions on any deal involving an employee's immediate family member.

- b) If an employee's immediate family member is a competitor or supplier of the Company or is employed by one, such employee is expected to exercise extra caution in his communication and conduct to ensure the security and confidentiality of information (including information about potential or actual procurement project plans, potential or actual tender project plans) important to the Company and to avoid creating a conflict-of-interest situation.

4. AUDIT AND INTERVIEWS

4.1 Audit for Compliance and oversight

- a) All employees are responsible for compliance with this Code. Responsibility for oversight of this Code and its enforcement rests with to the Director of HR.
- b) In ensuring adherence to this Code, the Company has the right to conduct regular reviews, whether through internal audit or random checks, at varying frequencies, at the Company's discretion. The internal audit process will be used to identify risks and appropriate internal controls and to provide assurance that any non-compliance identified in this Code are being managed and effectively controlled.
- c) If the internal audit process identifies any instances of breaches of this Code, a report will be made by the internal auditors to the Director of HR who will determine if a detailed investigation is required.

4.2 Interviews and Investigations

- a) In addition to regular audits to verify compliance with relevant anti-corruption laws and more broadly with this Code, there may be instances where the Company wishes to investigate a specific issue or allegation. In such events, an audit or investigation of records, books and accounts may be performed to prevent and detect violations of laws and procedures and to ensure compliance with this Code.
- b) While performing such an audit or investigation, the investigating team may seek the assistance of any of the Company's employees to ascertain facts and clarifications which may include the conduct of a verbal or written interview with the investigating team. All employees have a duty to comply

promptly and fully with such requests for assistance and any failure of compliance with such a request shall be deemed as a form of major misconduct which is subject to disciplinary action.

- c) After the conclusion of any investigations, the Director of HR shall ensure that any system weaknesses identified as part of the investigation are followed up with the appropriate action, as where necessary.

5. DISCIPLINARY ACTION

- a) The Company will only take necessary disciplinary action against conduct of employees that are in breach of applicable laws, this Code, express (or implied) rules, regulations, practices, procedures and guidelines, as may be amended from time to time, in order to maintain the efficient and safe performance of work and satisfactory relations between employees and management in general. Such disciplinary actions shall only be meted out in accordance with the Disciplinary Policy of the Company.
- b) The Disciplinary Policy sets out a non-exhaustive list of misconduct which, in the Company's view would warrant disciplinary action. Such actions shall only be exercised after due process in accordance with the Disciplinary Policy. These disciplinary actions include:
 - i. verbal cautions
 - ii. written warnings
 - iii. suspension from work for up to 14 days without pay
 - iv. demotion
 - v. deferment or non-declaration of increment or bonus
 - vi. dismissal with contractual notice; and/or
 - vii. dismissal without contractual notice.

Appendix A

DECLARATION OF INTEREST FORM

You are required to fill-up and sign-off on this Form as confirmation that you have read, understood and agreed to comply with the Company's Code of Conduct which, among other things, requires an employee to avoid participating, either directly or indirectly (e.g. through Immediate Family Members¹ and Relatives²), in activities that conflict with the Company's business interests.

Signing this declaration should prompt you to consider whether you may have a potential conflict of interest that could affect the performance of your duties at the Company. The act of signing this declaration should also remind you that, upon discovery of any conflicts of interest, you are obliged to immediately inform Human Resources Division or your immediate Supervisor accordingly.

Please respond to the following four questions.

If you require additional space to complete a response, please continue your response on a separate page and sign and date that page.

1. Do you or any of your Immediate Family Member(s) or Relative(s), as far as you are aware, have any financial interest in organisations that market products or services in competition with the Company?

- Yes
 No

If you have responded "yes", please give details in the box below for the Company to evaluate the situation, including, but not limited to, the following:

- If the financial interest relates to a role held at an organization, please list the name of the organization, the role held at the organization (such as employee, consultant, or board member), the work performed in the role, and the dates during which the role was held.
- If the financial interest relates to an ownership interest (e.g., shares), please describe the nature and amount of the interest owned, the duration for which the interest has been held, and any other relevant information.

¹ An Immediate Family Member shall mean any of the employee's spouse, parents, children, siblings and spouse of the employee's child and siblings.

² Includes the employee's grandparents, stepparents, in-law's, grandchildren, great-grandchildren, stepsiblings, half-sibling, uncles, aunts, nephews, nieces and cousins.

2. Do you or any of your Immediate Family Member (s) or any Relative(s), as far as you are aware, supply to the Company, represent a supplier, work for a supplier, or hold any financial interest in any of the Company's suppliers?

- Yes
 No

If you have responded "yes", please give details in the box below for the Company to evaluate the situation, including, but not limited to, the following:

- Please list the name of the organization, the role held at the organization (such as employee, consultant, or board member), the work performed in the role, and the dates during which the role was held.
- If the financial interest relates to an ownership interest (e.g. shares), please describe the nature and amount of the interest owned, the duration for which the interest has been held, and any other relevant information.

3. Have you taken out any loans or financial borrowings with any organization that the Company conducts business with or competes with? This does not include loans or borrowings with financial institutions that are granted at rates that are available to the general public.

- Yes
 No

If you have responded "yes", please give details in the box below for the Company to evaluate the situation, including, but not limited to, the following:

- Please list the sum of the loan or borrowing, the name of the organization in which the loan was taken out, the dates on which the loan was taken out and the term of the loan.

4. Is there anything else not captured in the questions above that could affect your objectivity or independence in the performance of your duties for the Company, or in your opinion, the perception by others of your objectivity and independence?

- Yes
- No

If you have responded “yes”, please give details in the box below sufficient for the Company to evaluate the situation.

I hereby declare that I have read and understood the Company's Code of Conduct and am aware of my obligations. I further declare that I will not be in a position of conflict of interest for the coming twelve (12) months, and that I will disclose any conflict of interest immediately if unavoidable, or will cease such conflict immediately if avoidable upon becoming aware of such conflict of interest. I attach a list of my Immediate Family Member (s) and Relative (s) who provide any form of goods or services direct or indirect to the Company, or is a competitor, vendor, business partner, contractor or consultant to the Company, or is an employee of Axiata Group Berhad group of companies as Annexure 1 to this Declaration of Interest Form. I hereby declare that the details furnished above are true and correct. In case any of the above information is found to be false, untrue or misleading, I am aware that I may be subject to disciplinary action.

FULL NAME:	DEPARTMENT:	DATE:	SIGNATURE:
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ANNEXURE 1: List of Immediate Family Member(s) and Relative(s) who provide any form of goods or services direct or indirect to the Company, or is a competitor, vendor, business partner, contractor or consultant to the Company.

Name	Position Held	Organization Name	Percentage of Shareholding in the Organization (if any)	Details of Loans (if any)

FULL NAME:	DEPARTMENT:	DATE:	SIGNATURE:
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Appendix 2
Matters applicable only to Nepal

Paragraph No.	Comments
2.3(a)	The relevant law of Nepal is Money Laundering Prevention Act 2008.
2.4(a)	Corruption is covered under the Corruption Act 2002. The Corruption Act does not cover private sector and only covers conduct in relation to the public officials and public institutions.
2.4(c)	Only employees who have provided or received bribes can be suspended. The law, however, permits dismissal if the court punishes the employee for offences involving moral turpitude, which includes bribery ³ .
2.5(c)(iii)	In relation to providing gifts to the government or public officials, the local law does not clearly provide acceptable threshold for the officials to receive gifts. The Corruption Act makes it an offence for public officials to receive gifts which may influence his/her decision making. In the absence of acceptable threshold in the law itself, few ministries have provided acceptable threshold, and many have not. In view of this, you should not provide gifts or hospitality (unless specifically approved by the head of the organization in writing) to the Government or Public Officials. It is also acceptable to provide calendars, diaries, and other such nominal corporate gifts.
3.3(a)	The applicable law in the context of Nepal is the Securities Act 2006.

³ While there may be challenges for dismissal on the grounds of providing bribes, this provision could be kept intact as Nepalese labour laws are being amended which provides flexibility to dismiss employees for providing or accepting bribes.

Appendix 3
Matters applicable only to
Bangladesh

Paragraph No.	Comments
2.3(d)	With respect to Bangladeshi employees in breach of such laws, their dismissal shall be dealt with in accordance with the Bangladesh Labour Act 2006.
3.3 (c)	Section 27 of the Bangladeshi Contracts Act 1872 states that agreements in restraint of lawful trades are void, as such, this paragraph is not applicable to Bangladesh.

Appendix 4
Matters applicable only to
Sri Lanka

Paragraph No.	Comments
<p>Definition of Government or Public Officials</p>	<p>The definition of public servant is much wider in Sri Lanka.</p> <p>Section 19 of the Penal Code of Sri Lanka has a broader definition including inter alia every person holding any office in Sri Lanka by virtue of any commission or warrant granted by the President or under the President's authority. Every commissioned officer in the navy, military, or air forces of the Republic, etc.</p> <p>"Public Servant" is also defined in Bribery Act for the purposes of that Act. It extends to employees of "scheduled institutions". Scheduled institutions are provided in the Act and includes government corporations and also public/private companies where not less than 51% of shares are held by such scheduled institutions.</p>
<p>2.3 (c)</p>	<p>In Sri Lanka, there is a duty of disclosure on employees who know or have reason to believe from the information obtained by them through the course of any business, trade or employment regarding any property that has been derived or realized from any unlawful activity. This is required pursuant to the Prevention of Money Laundering Act of Sri Lanka.</p> <p>Employees in Sri Lanka are therefore required to report any such activities/information to the CEO /Head of Division promptly.</p>

Appendix 5

Matters applicable only to Cambodia

Paragraph No.	Comments
2.1(g)	Under the Cambodian Criminal Code, the conduct of employee accepting or offering gifts to other person so that such other person or the employee him/herself may conduct or refrain from conducting his/her duties is a crime. Such acts may, upon conviction, be subject to fines and imprisonment.
2.3(a)	Under the Law on Anti-Money Laundering of Cambodia, Money Laundering means: <ul style="list-style-type: none"> (i) the conversion or transfer of property, knowing that such property is the proceeds of offence, for the purpose of concealing or disguising the illicit origin of the property or of helping any person who is involved in the commission of the offence to evade the legal consequence of his or her action; (ii) the concealment or disguise of the true nature, source, location, disposition, movement, or ownership of or rights with respect to property, knowing that such property is the proceeds of offence. (iii) the acquisition, possession, or use of property, knowing that such property is the proceed of offence; or (iv) participation in, and attempts to commit, aiding and forcing somebody to commit any of the acts defined in accordance with Article 3 of the present law.
2.1(g)	Under the Cambodian Criminal Code, the conduct of employee accepting or offering gifts to other person so that such other person or the employee him/herself conducts or refrains from conducting his/her duties is a crime. These acts are subject to fines and imprisonment of 6 months to 2 years.
3.1(a)	Under Cambodian labour law, an employee is restricted from engaging in activities competing with the Company either during or outside working hours, unless agreed to by both parties (i.e. the employer and employee).

Appendix 6

Matters applicable only to Myanmar

Paragraph No.	Comments
2.5(c)(iii)	<p>The definition of “no gift” in Paragraph 2 of the guidelines includes the invitation of a public official to a meal. Such conduct would therefore be prohibited unless it falls within one of the exceptions set out in the preceding note.</p> <p>In relation to the value threshold limits for gifts, there are several exceptions to the general prohibition against the giving or receiving of gifts by public servants. These are:</p> <ul style="list-style-type: none"> (i) where the value of the gift is less than 25,000 Kyats, the value received from a single entity/individual in a year shall not exceed 100,000 Kyats. (ii) gifts are not received in an official capacity but on the basis of family and personal relationships, provided such gifts do not infringe any of the provisions provided; and/or (iii) gifts are given as a form of courtesy on certain events of importance (e.g. gifts for paying respect during Thadingyut festival and Christmas gifts).

Appendix 7
Matters applicable only to
Pakistan

Paragraph No.	Comments
N/A	N/A