



**CODE OF CONDUCT &
BUSINESS ETHICS (CoBE)
OF THE PNB COMMERCIAL
SDN BERHAD (PNBC) GROUP**

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OUR VALUES



P A C E

P RUDENCE

We exercise prudence and do not compromise on integrity in safeguarding the wealth of our sole shareholder, PNB

A DAPTABILITY

We strive to develop adaptability and nimble ways of working to suit the constantly changing environment

C OLLABORATIVE

We cultivate a culture of collaboration, mutual respect, and empowerment in achieving our shared aspirations

E XCELLENCE

We continually strive to achieve excellence through competent execution of our mandate

DEFINITIONS AND INTERPRETATIONS

| TERM | DEFINITION |
|--------------------------|--|
| AMLA | : Anti-Money Laundering and Anti-Terrorism Financing |
| BNM | : Bank Negara Malaysia |
| BOD | : Boards of Directors of PNBC Group |
| COO | : Chief Operating Officer of PNBC Group |
| CoBE | : Code of Business Ethics of PNBC Group |
| Confidential Information | : Confidential information can be any information in any form whatsoever not generally known, and proprietary to the PNBC Group including but not limited to privileged information concerning PNBC Group's clients, fellow employees and suppliers, Information in relation to the identity of security holdings and financial circumstances of clients, information relating to employees and directors personal holdings, information obtained from business, PNBC Group's financial information, PNBC Group's examination reports/ information produced by regulators where certain reports made by those regulatory agencies are the property of those agencies and are strictly confidential, PNBC Group's proprietary information, where certain non-financial information developed by PNBC Group (such as business plans, client lists and records, methods of doing business, employee records, models, computer software, source codes, databases and related documentation) is valuable information that is proprietary and confidential, electronic and voice communication systems and Information of PNBC Group's security systems. |
| CCM | : Companies Commission of Malaysia |
| CSR | : Corporate Social Responsibility |
| Disciplinary Action | : 'Disciplinary Action' as stated in the PNBC Employee Handbook. |
| EPF | : Employees Provident Fund |
| MACC | : Malaysian Anti-Corruption Commission. |
| MACC Act | : Malaysian Anti-Corruption Commission Act 2009 |
| PDPA | : Personal Data Protection Act 2020 |
| PNB | : Permodalan Nasional Berhad |
| PNBC Group | : PNBC and/or the following entities, whichever is applicable: <ul style="list-style-type: none">(i) PNB Commercial Sdn Bhd;(ii) PNBC Permodalan Harta Sdn Berhad;(iii) PNBC Mutiara Sdn Berhad;(iv) Capital Development Sdn Berhad;(v) MIDF Property Berhad;(vi) Pelangi Management Services Sdn Berhad and(vii) Any other company and/or entity sanctioned by the BOD. |

1.0 OUR CoBE, ITS PRINCIPLES AND COVERAGE

1.1 BACKGROUND

In PNBC Group, our shared core values bind us together as a strong and unified cohesive team, allowing us to work harmoniously, stronger and competitively.

PNBC focuses on management of commercial and industrial properties located all over Malaysia, with its vision to become a reputable asset management company focusing on asset enhancement initiative (AEI), whereby strong growth, attractive yields, quality portfolios of assets, tenants and customer-focused work culture.

Mission: To be recognized by the target market and public investor for its ability to turn around the assets into a quality performing assets.

Vision: To create desirable economic value from the assets managed through excellence in assets management skills to enable the shareholders to realize superior returns on their investments.

PNBC is a wholly-owned subsidiary of PNB. The business activities of PNBC Group, comprise a well-diversified portfolio with investments across asset classes and geographies which represent the wealth of corporate Malaysia and range from asset management, property management, and ancillary services.

OUR CoBE

This CoBE is overarching to the various guidelines of the PNBC Group's policies and procedures, and other rules and regulations applicable to PNBC Group. It promotes a culture of compliance, professionalism, ethical standards and responsible conduct among its BOD, management, employees and stakeholders, as well as its business counterparties in relation to any conducts that may have an adverse impact to the industry. It provides references to the underlying PNBC Group's policies, which offers specific, up-to-date ethical and legal guidance to assist PNBC Group in making business decisions professionally, prudently and legitimately.

It covers, among others, the following topics:

- Our foundations on how we do our business as a team.
- How our customers count on us to do the right thing.
- Conflict of interest and no gift policy
- Our dealings with business counterparties, customers, and communities.
- Protection of PNBC Group's assets.
- Financial and documentary integrity, internal controls and reporting.
- Protection of Confidential Information.
- CSR; and
- Our dealings with public officials and regulators.

The purpose of this CoBE is to:

- ensure compliance to the rules and regulations of PNBC Group as well as all the internal policies and procedures.
- uphold the reputation of PNBC Group and maintain public confidence; and
- uphold the highest standard of personal integrity and professionalism of PNBC Group.

This CoBE may not be exhaustive or include all policies of PNBC Group. It is meant to provide general guidance for resolving specific legal, business and ethical issues within PNBC Group and its counterparties.

1.0 OUR CoBE, ITS PRINCIPLES AND COVERAGE

1.2 WHO DOES IT APPLY TO?

This CoBE is applicable to the BOD, senior management and employees of PNBC Group, stakeholders of PNBC Group, as well as its business counterparties.

BUSINESS COUNTERPARTIES, AGENTS, ADVISERS & BUSINESS REPRESENTATIVES OF PNBC GROUP

All persons and entities acting for and on behalf of PNBC Group are required to comply with this CoBE. These include but are not limited to, business counterparties, vendors, suppliers, consultants, agents, advisers, contractors, and subcontractors with respect to the work performed for, or services provided to PNBC Group.

We will only deal with business counterparties, agents and business representatives who comply with applicable laws and regulations and have been approved in accordance with the PNBC Group's due diligence processes.

1.3 RESPONSIBILITY AND COMPLIANCE TO THIS CoBE

Employees of PNBC Group together with business counterparties, agents and business representatives are expected to perform and work with honesty and integrity at all times and must comply with this CoBE.

We will not tolerate any improper conduct or a violation of this CoBE or any applicable laws. All incidents, whether these relate to yourself, direct reports or others must be reported to the appropriate officer/department in PNBC Group.

All parties are expected to comply with other applicable policies and procedures issued by PNBC Group from time to time.

How do you report a violation of CoBE?

Should you have any concern, you may raise your concern with any of the following:

- Your Supervisor; or
- Human Capital Department at PNBC; at email : human.capital@pnbcommercial.my or
- Governance Department at PNBC; at email: governance@pnbcommercial.my

We will not tolerate any form of intimidation and victimization against any individual who reports in good faith of a suspected violation of the CoBE.

We strictly prohibit acts of retaliation that targets a person because he or she has provided information in good faith or assisted an investigation into a possible violation of law.

Protection from retaliation is provided under the Whistleblowing Policy of PNBC Group.

In the case of any dispute over the applicability of this CoBE, the decision of the Governance Committee shall be final.



1.4 WHAT HAPPENS IF YOU FAIL TO COMPLY WITH THIS CoBE?

The BOD, senior management and employees are required to comply with the provision of this CoBE and the applicable laws. You may be subjected to Disciplinary Action or legal liability for non-compliance.

PNBC Group and its employees together with all persons and entities acting for and/or on behalf of PNBC Group are individually responsible and accountable for adhering to the company's policies, standards and procedures. Additionally, all employees of PNBC Group are accountable for providing the resources necessary to maintain a defined and expected performance levels in discharging their duties for PNBC Group.

As counterparties, you are also required to understand and comply with the relevant aspects of this CoBE. Violation of the CoBE may result in the removal from the panel list or blacklisting by PNBC. Business counterparties are encouraged to adopt similar principles and standard behavior.

2.0 OUR FOUNDATIONS ON HOW WE DO OUR BUSINESS AS A TEAM

2.1 INTEGRITY, DILIGENCE, CARE AND PROFESSIONALISM

It is the responsibility of the respective Boards of Directors to ensure that PNBC Group comply with all the relevant laws and regulations applicable to them. They must also ensure that only a competent and licensed person, where applicable, carries the function, transactions and dealings, and must ensure him/her conduct the business with integrity, due care, skill and diligence. PNBC always acts in the best interest of its clients and not in any way jeopardise or prejudice the clients' interest. PNBC Group is expected to organise and control its affairs responsibly and effectively, with adequate risk management and supervisory system and maintain adequate resources, in conducting its business in a manner that promotes a fair and orderly market.

Employees of PNBC Group shall demonstrate high standards of professionalism, exercise due care, skill, competent and diligence when dealing with customers, and provide prompt, efficient and continuous service to customers, including treating them with respect. You shall keep up to date with knowledge and comply with the applicable laws, rules and regulations in your respective functions.

2.2 ORGANISATION, MANAGEMENT AND KEY RESPONSIBILITIES

Safeguarding of stakeholders' assets should be our number one responsibility. To commensurate with its property management business as well as other ancillary business, we have put in place an adequate and effective internal controls framework, to prevent and detect abusive or inappropriate investment practices, or any conflict of interest between proprietary transactions and stakeholders' transaction. Among the written policies and framework, being adopted at PNBC Group level include, not limiting to the following:

- Compliance Charter & Framework, PNB
- Integrity Charter & Framework, PNB
- Enterprise Risk Framework, PNB
- No Gift Policy
- AMLA Policy
- Internal Assurance Framework, PNB
- Conflict of Interest Policy
- Information Technology Policy

2.3 EQUAL OPPORTUNITIES

We respect and treat each employee fairly and equally, and will not tolerate any form of abuse or harassment towards our employees or anyone at any of our premises. We are committed to a working environment that promotes equal employment opportunities and prohibits discriminatory practices, including any form of discrimination under the applicable laws.

If at any time you feel that you have been treated less favourably without reasonable justification, you may raise the matter with your supervisor or to the Human Capital Department of PNBC.

2.4 DISCRIMINATION AND HARASSMENT

We value the individual differences, experiences, and capabilities of each employee. Our collective strength – enhanced by the diverse backgrounds and perspective of our teams – makes PNBC Group a better place to work and a better business partner. PNBC Group does not tolerate any forms of harassment, threats, and violence whether verbal, mental, physical or visual. We are encouraged to speak up if the conduct of other employee makes us feel uncomfortable, and to report any form of harassment, threat and violence when it occurs. Our employees also have the right to be treated with dignity and respect at all times. They should be able to do their jobs without being verbally, physically or visually abused.

If you are subjected to discrimination by any employee of PNBC Group, customer, or visitor of PNBC Group in terms of physical or verbal abuse or harassment, inside and outside of the premise of PNBC Group, or during work, you should inform your supervisor or the Human Capital Department of PNBC immediately. An employee of PNBC Group who has been found to have acted discriminatorily or committed acts of harassment will be subject to Disciplinary Action.



What would you do?

What if your superior is the one discriminating against you? Who do you turn to?

All employees have the right to a positive work environment, free of harassment and discrimination. If you feel your manager is discriminating against you, seek help from the Human Capital Department or contact the Governance Department.

2.0 OUR FOUNDATIONS ON HOW WE DO OUR BUSINESS AS A TEAM

2.5 SAFE AND SOUND WORKING ENVIRONMENT

The Company are committed to provide a high-quality working environment, in accordance with best practice on environmental, safety and health standards, that guarantees employees' wellbeing and safety in their workplace area. The Company also committed to maintain the environmental, safety and health (ESH) requirement's, measure's, work rule's and standard operating procedures set out in manuals, handbooks & documents established by the Company as amended and updated from time-to-time and all applicable laws and regulations whereby all employee must conscientiously and diligently adhere. Any unsafe act, or unsafe environment must be reported to the Occupational Safety and Health Committee.

A strong security culture shall be embedded within the processes and the behaviour of individuals. We promote mutual respect and non-discrimination when it comes to dealing with customers. This applies regardless of gender or marital status, nationality, ethnic or national origins, political views, disability or medical condition, religion, sexual orientation or age. We do not tolerate any form of discrimination or harassment towards our employees. Courtesy and respect are the important aspects of a sound working environment and business relationships. Employees must always act in a respectful and professional manner and treat colleagues and business relations (including customers) with fairness, respect and dignity. Employees are encouraged to promote an atmosphere of openness and good communication.

2.6 COMMUNICATION AND SOCIAL MEDIA POLICY

PUBLIC STATEMENT

No employee is permitted to make any public statement to any organisation or individual, including the media or press on PNBC Group's policy, decision, staffing, system, legal matters, event, or business unless with written permission by PNBC Group or any person authorised by PNBC Group.

The communication with media and press shall ordinarily be handled by the Communications Department or such other departments as may be determined by PNBC Group. The employee is required to liaise with the Head of Communications Department or any other relevant departments prior to any release of news, statements, information, publication, data, advertisements and interviews that may reasonably be associated with PNBC Group. Disciplinary Action may be taken against the employee who makes any public statement without prior permission of PNBC Group.

SOCIAL MEDIA

An employee who identifies himself/herself to be associated with PNBC Group on the online/social media is responsible with regards to the contents, commentaries or postings shared, uploaded, published or transmitted via any internet-based applications or virtual platforms that are capable of delivering messages and allowing interactions among people in mass forum or closed groups.

An employee who is authorised as the Admin/Editor/Moderator for the official online/social media to interact with other users on behalf of PNBC Group in such capacity shall ensure that all contents, information and response are accurate and consistent with relevant policies or standards. Where appropriate, the Admin/Editor/Moderator must consult the respective Head of Division/Department in respect of the subject matter before releasing any corporate information into the public domain and shall not at all times express his/her personal opinion on the official online/social media.

The grant of access and use on personal account or as guest/visitor on other online/social media does not give the employees right to share, upload, publish or transmit Confidential Information, personal data, sensitive or negative issues, infringement of copyright, business trademarks or intellectual properties, defamatory, pornographic or offending materials as the case may be.

All employees shall exercise due care and limit the activities of online/social media during office hours which must not interfere with his/her duties and responsibilities, and must comply with PNBC Group's social media policies.

2.7 USE OF IT SYSTEMS

Access to the network and IT systems of PNBC Group are for legitimate business purposes only and must be used responsibly. The use of network and IT systems of PNBC Group may be monitored for the purposes of information security, operational management, maintenance, business needs and to ensure that all usage comply with all relevant laws and regulations.

Consistent with this CoBE is other IT policies and procedures of PNBC Group that are in effect from time to time. This includes Information Technology Policy of PNBC Group, which sets out more detailed and comprehensive guidelines for the preservation of information security and the use of the systems, and other relevant social media policies.

2.0 OUR FOUNDATIONS ON HOW WE DO OUR BUSINESS AS A TEAM

2.8 USAGE OF COMPANY FACILITIES/ PROPERTIES

All employees shall use the facilities/properties provided by PNBC Group for official purposes only and shall not abuse the usage and its privileges.

If an employee is found to have abused or misused the facilities/properties for purposes not related to PNBC Group's business, he/she may be subjected to Disciplinary Action.

An employee is responsible for the safekeeping, upkeep and proper use of all assets, facilities, resources and records belonging to PNBC Group that are provided to him/her for the performance of his/her duties.

An employee must further take all necessary steps to prevent theft, loss, damage to, or misuse of assets, facilities, resources and records belonging to PNBC Group, the occurrence of which should be reported immediately to the relevant division/department. Assets, facilities, resources and records belonging to PNBC Group may not be misused, taken, sold, lent, given away or otherwise disposed of, or used for personal purposes, except with the appropriate specific authorisation of PNBC Group.

Subject to applicable laws, an employee may be liable for any loss of or damage to assets, facilities, resources and records arising from wilful misconduct or negligence or careless action or as a result of action taken without the approval of PNBC Group.

All employees must also comply with all policies and procedures established from time-to-time concerning the preparation, maintenance and disposal of PNBC Group's books and records. Additionally, all other assets of PNBC Group must be revealed and recorded at the time of transactions and at the time of disposals.

2.9 INTELLECTUAL PROPERTY

All employees must comply with all laws, regulations and contractual obligations regarding the valid intellectual property rights of any party, including patents, copyrights, trade secrets and other proprietary information.

2.10 DEALING WITH CONFIDENTIAL INFORMATION

Every employee must take precautions to protect the Confidential Information. It is the responsibility of every employee as well as the BOD to safeguard all Confidential Information and to protect the interest of PNBC Group. You are not to disclose it to anyone outside PNBC Group or to anyone inside PNBC Group who does not have a need to know such information. This obligation survives your employment with PNBC Group. Where such information if released, could have a significant effect of their operations, their business reputations or the market price of their securities and disclosing such information could expose both you and PNBC Group to liability for damages. You must be aware of the consequences or implications for divulging or exposing Confidential Information to external parties.

You are advised to take the following steps:

- (i) Keep all Confidential Information secure and safe;
- (ii) Avoid leaving Confidential Information in the open environment;
- (iii) Avoid discussing Confidential Information publicly; and
- (iv) Inform the respective supervisor of any leakage of Confidential Information.

No employee shall use Confidential Information for personal advantage/benefit or monetary gain.

2.0 OUR FOUNDATIONS ON HOW WE DO OUR BUSINESS AS A TEAM

2.11 PERSONAL DATA PROTECTION

We respect the privacy and confidentiality of personal data of the directors, management, employees, business counterparties and customers. Personal data should be kept private and protected, unless access is granted for specific purposes. If you have access to such data, you are required to comply with the applicable laws, such as PDPA, and also PNBC Group's policies. Appropriate measures must be taken if you are dealing with personal data in terms of collection, processing, disclosure, integrity, access, security, storage and retention.

We value the confidentiality of our employees' information. Only those with appropriate authorisation may access employment records, and they may do so only for legitimate legal or business purposes. You have certain rights to access your own records.

Employees of PNBC Group as the data users shall adhere to the principles outlined by the PDPA, the regulations and orders made when processing personal data of data subject.

In dealing with clients' information, we have established and implemented written policies and procedures to maintain the confidentiality of clients' records and information which include policy relating to access by a service provider or a contractor (as the case may be) and measures relating to access by employees managing proprietary accounts.

Any client's information must not be disclosed to a third party or an unauthorised person, unless prior consent has been obtained from the client or where there is a legal or regulatory requirement to disclose such information.

An employee also has a duty to continue protecting the confidentiality of clients' information even after cessation of his/her employment. Confidential Information concerning a client may be given or made available to third parties only with prior written consent of the client or when disclosure is authorised under any laws and regulations of respective countries to be made to the authority investigating into an offence specified in such law, regulations and other permitted disclosures.



Data Integrity Principle

Subject to the conditions set by PNBC Group, employees shall be held liable for the abuse or misuse of the personal information/data accessible from PNBC Group's facilities such as email, internet, web or system.

2.12 STRICT PROHIBITION ON SUBSTANCE ABUSE

Our employees together with business counterparties, agents and business representatives are prohibited from being at work or on the premises of PNBC Group while being impaired by drugs or alcohol or with illegal drugs present in their bodily systems. We provide a safe and productive working environment by ensuring that the workplace is free from any form of substance abuse.

The use, possession, sale or distribution of illegal drugs and the misuse of legal drugs or other substances are strictly prohibited and will not be tolerated. Legal action or termination is imminent for any non-compliance.

3.0 OUR CUSTOMERS COUNT ON US TO DO THE RIGHT THING

3.1 OUR STAND AGAINST CORRUPTION

3.1.1 ANTI-BRIBERY GUIDE AND LAW

We are fully committed to the prevention of bribery and corruption and expressly prohibit our employees together with all persons and entities acting for and/or our behalf to be involved in bribery or corruption or any other improper conduct in business dealings irrespective of their nature and where they are performed.

As part of our continuous effort in preventing corruption, we have strengthened our internal control measures with more emphasis and focus be given to our high-risk business activities which are susceptible to corruption and fraud. These initiatives are expected to institute a healthy business culture, which will contribute to the overall economic growth.

Any improper payment or receipt, including any offer or agreement to make or accept any form of facilitation payment, or “greasing”, or “enabling payment”, is strictly unacceptable.

Both PNBC Group and our employees are subjected to anti-bribery legislation of Malaysia namely MACC Act, and any bribery law in the jurisdiction where PNBC Group has business dealings.

Under the MACC Act, it is an offence to give, promise and/or offer a bribe, inducement, or improper payment to anyone with the intention of obtaining a business advantage.

The penalties set out in the MACC Act apply to both companies and individuals. Companies convicted under the MACC Act face penalties as stated under its Section 17A namely, a fine of not less than 10 times the value of bribe or RM1 million, whichever is higher, or imprisonment for up to 20 years, or both.

Individuals if convicted will face penalties as stated under Section 24 of the MACC Act namely, imprisonment for a term not exceeding 20 years; and a fine of not less than five times the sum or value of the gratification which is the subject matter of the offence, or RM10,000, whichever is the higher. Any future enhancement/ revision made to this MACC Act shall be adopted accordingly.

3.1.2 MAKING FACILITATION PAYMENT

Facilitation payment is defined as payments made to secure or expedite the performance by a person performing a routine or administrative duty or function. Any offering or request to offer, has the same consequences as paying or receiving facilitation payments. Facilitation payment need not involve cash or other financial assets, it can be any sort of advantage with the intention to influence them in their duty. If an employee received or reportedly received a request or offered facilitation payments, he/she must immediately channel these reports accordingly to the Governance Department of PNBC in writing using the secured channels, such as email or post, containing a brief summary of the allegation.

Whistleblowing Policy

As part of the efforts in safeguarding ourselves against any practice of corruption, bribery and misuse of power, the Whistleblowing Policy of PNBC Group is intended to facilitate disclosures relating to corruption/ bribery, wrongdoings, malpractices, misdemeanour, illicit dealings, offensive behaviours, indiscipline, any violation of established policies and procedures, or any action that is harmful to the reputation and interest of PNBC Group.

It covers all complaints of improper conduct concerning the BOD, management and employees of PNBC Group and any other persons providing services to PNBC Group, including consultants, vendors, trainers, independent contractors, suppliers, agents, external agencies and/or any other parties with a business relationship with PNBC Group.

A whistleblower shall make a disclosure of Improper Conduct using any of the following whistleblowing channels, not limited to:

- a. Telephone Line: 03-2180 2888
- b. Email: governance@pnbcommercial.my
- c. Mail Address: Governance Department
PNB Commercial Sdn Berhad
Lot 4.8.1, Level 4, PNB Perdana Commercial Centre,
10 Jalan Binjai,
50450 Kuala Lumpur.

3.0 OUR CUSTOMERS COUNT ON US TO DO THE RIGHT THING

3.1.3 CORRUPTION RISK ASSESSMENT PROCESS

Corruption risk management is a management process that helps to identify structural weaknesses that may facilitate corruption or bribery. It provides a framework for all employees to take part in identifying risk factors and treatments and embeds corruption prevention within a well-established governance framework. The corruption risk management process shall be reviewed annually and/or updated when any key changes or modifications is required to ensure its relevance and adequacy.

3.1.4 PROHIBITION ON COMMISSIONS, DISCOUNTS AND SECRET PROFITS

All employees must not, directly or indirectly, receive or obtain, in respect of any goods or services sold or purchased or other business transacted (whether or not by themselves) by or on behalf of PNBC Group, any discount, rebate, commission, service, interest, consideration of value or other benefits or payments of any kind (whether in cash or in kind) which is not authorised by PNBC Group's policies or procedures.

3.1.5 ACCOUNTING FOR SECRET PROFITS OR GAINS

An employee who directly or indirectly, obtains any discount, rebate, commission, service, interest, consideration of value or other benefits or payments of any kind (whether in cash or in kind and whether as a bribe or otherwise), by virtue of his/her position or authority with or on behalf of PNBC Group, is required to immediately disclose such receipt and he/she will be liable to render an account of the same and surrender any benefits and/or payments received to PNBC Group.

3.2 NO GIFT POLICY OF PNBC GROUP

At all times, acceptance of gifts in the form of cash is strictly prohibited. All employees are expected to be courteous when declining gifts and whenever appropriate, to explain the application of the "No Gift Policy" of PNBC Group and to thank the givers' goodwill. All employees of PNBC Group are not permitted to, either directly or indirectly, present, solicit and/or accept any form of gift to/from contractors, customers, consultants, bankers, dealers, brokers, suppliers, vendors, or organisations.

As a guide, the following tokens **ARE NOT** considered as gifts under the No Gift Policy of PNBC Group:

- Annual calendars or diaries;
- Souvenirs of reasonable values and quantity, such as caps, umbrellas, mugs, key chains, stationeries;
- Group business luncheons or dinners;
- Corporate event gifts of reasonable value and quantity;
- Seasonal festive gives with nominal value;
- Promotional products or services or samples of negligible value to promote its business;
- Mementos from business seminars, trade fairs, conventions or courses; and
- Items with no material value/perishable items.

As a guide, the following are occasions where an employee of PNBC Group is permitted to accept the above-mentioned tokens:

- Festival seasons;
- Public functions;
- Official functions or gatherings;
- Seminars, trade fairs, conventions and courses/speaking engagements;
- Stage performance or fund-raising/charity activities;
- Awareness campaign, anniversary celebration, product launching/promotion drive;
- Reception during official visits or tours; and
- CSR initiatives.

The lists above are non-exhaustive and are subject to review, addition and deletion from time to time.

In addition, regardless of the exception above, all gifts received must be declared by the employees via the Gifts Register which shall be verified by the Head of Division/Department.

3.0 OUR CUSTOMERS COUNT ON US TO DO THE RIGHT THING

Rebates and Softs Commission

We have established, implemented, and maintained written policies and procedures governing rebates and soft commission arrangements, and do not accept or receive any rebates arising from transactions or orders on behalf of clients. Any rebates received must be directed to the relevant clients.

Any soft commission received must be declared as soon as possible upon receipt and recorded.

3.3 HOSPITALITY AND ENTERTAINMENT

Entertainment, training, travel and promotional expenses must never be provided or accepted in order to gain competitive advantage as this could be perceived as a bribe.

The offer or receipt of hospitality, entertainment and the provisions of training, travel and promotional expenses must always be:

- Of a reasonable value, venue, quantity and frequency;
- Of a nature that is relevant to the business and circumstances relating to PNBC Group;
- Directly related to PNBC Group's business interest;
- Permissible under the law; and
- Respectful to this CoBE.

If in doubt as to what is acceptable, you must consult your supervisor or the Head, Governance prior to accepting or offering any form of hospitality and entertainment. All hospitality and entertainment received by employees of PNBC Group must be properly recorded in the Gifts Register maintained at their respective divisions/departments and also verified by the Head of Divisions/Departments.

3.4 POLITICAL CONTRIBUTIONS

We do not make or offer monetary or in-kind political contributions to political parties, political party officials or candidates for political office. All employees of PNBC Group must not make any donation intended to procure political influence.

3.5 MANAGING CLIENTS' ASSETS AND INFORMATION

Clients' personal and financial information is safeguarded at all times and not misused, except where disclosure has been authorised in writing by the clients or where such disclosure is required to be made to any relevant authority pursuant to any relevant laws or legal process. In relation to this, we have put in place the relevant systems, policies and procedures. All employees of PNBC Group must not make improper use of clients' personal and financial information to gain an advantage for themselves or any other persons or to cause detriment to clients.

We ensure only the servicing consultant or an authorised officer has the access to clients' personal or financial information. They shall not disclose clients' personal and financial information to a third party unless prior written consent is given by the clients or when required by the authorities, pursuant to any court order or any written law, acquire or use any information in relation to clients or potential clients without proper authorisation and disseminate or exchange any client's personal or financial information with another distributor, consultant or a third party or request or procure any client's personal or financial information from a third party, including another distributor or consultant.

4.0 OUR CONDUCT IN DEALING WITH STAKE HOLDERS

To build a long-lasting relationship and remain relevant in the industry, we maintain and uphold our values, and stay true by treating our customers the way we want to be treated. Honesty, trust and integrity are key elements that play an important role in our daily dealings with customers, business counterparties (suppliers/contractors), investee companies and communities. We empower our customers to make informed decisions about the products and services we offer and in selecting the ones that best meet their needs and circumstances.

We strive to provide excellence and are committed to delivering quality service in all our business relationships and dealings. Among the shared responsibilities to our customers, investee companies and counterparties include, doing ethical business practices, ensuring that our personal investment activities do not conflict with the interest of our companies/clients and having policies that prevent us from insider trading and having strict information barriers.

In doing business professionally, with transparency, and utmost integrity, all appointed suppliers/contractors and vendors must upon appointment sign the integrity agreement with PNBC Group.

The Establishment of PIP

At PNBC Group, we are continuously striving to ensure all procurement processes are conducted with integrity, transparency, and Good governance. The establishment of PIP also yields other benefits such as greater transparency and accountability in Contracting shall indirectly reduce and eradicate corrupt practices and enhance public confidence and trust.

The BOD, Committee Members, senior management, and employees of PNB Commercial who are involved in the procurement activities are responsible and accountable to ensure that such execution of the declaration as specified in the PIP is undertaken as required. PNBC suppliers and professional service providers are also required to execute the declarations under the PIP within the stipulated stages.

4.1 DUE DILIGENCE ON THIRD PARTIES

All parties providing services to or on behalf of PNBC Group must ensure that their personnel assigned to PNBC Group are aware that they have to comply with this CoBE in addition to PNBC Group specific policies. Prior to appointment, the background due diligence screening will be conducted in order to ensure that we only do business with counterparties that have in place a proper code of conduct/ethics that binds them.

To promote healthy business practices, suppliers/contractors, vendors and all PNBC Group counterparties must provide assurance and satisfactory confirmation on their background checks of their employees (including their affiliates' employees and their sub-contractors), prior to their assignment to PNBC Group to ensure protection of our credibility and image while performing services, or when grant access to any PNBC Group's information, technology systems, data, assets and branding. Background check will be done in accordance with, and to the extent permitted by, all applicable laws. We perform additional checks, as it deems appropriate. Any unauthorised use of information through grant access or gain from engagement could result in a violation of this CoBE.

4.2 ASSETS MANAGEMENT, SALES AND MARKETING AND PROPERTY INVESTMENT

Rightful Information and Fair Treatment to All Business Associates and the General Public

Employees of PNBC Group who act as the frontliners' Sales Managers/Staff have the responsibility to communicate rightful information to customers at all times in order to instill public confidence and to protect the reputation of PNBC Group. Information given must be accurate, timely and adequate information concerning the products must be given to assist customers in making an informed investment decision, including information contained in the prospectus disclosure document and product highlights sheet. Additionally, they must be competent and show fair treatment of customers, suppliers/contractors, vendors and the public.

4.0 OUR CONDUCT IN DEALING WITH STAKE HOLDERS

Feedbacks and Complaints Handling

We are open to customers' feedbacks and complaints and value their opinion as an input to our professional conduct. Listening to customers' voice helps us to create stronger bond and understanding. Customers' feedbacks also help us to improve our products and services and to do better.

All employees are responsible to attend to all feedbacks and complaints by providing an acknowledgement to the customer and clearly setting out next steps, and, where possible, to resolve at the first point of contact. All feedbacks and complaints are channelled and centralised at the respective division/department responsible for customer service operations.

4.3 PROTECTION OF PNBC GROUP'S ASSETS

Fraud, Financial and Documentary Integrity

We do not tolerate fraud and have established internal control measures to prevent, detect, report and investigate suspected frauds. Fraud usually involves some form of deceit, theft, trickery, or making false statements, with the objective of obtaining money or other form of benefits. This can have major consequences to us and the individuals involved.

The following actions can be indications that a fraud has taken place:

- Forgery or alteration of documents;
- Misappropriation of assets of PNBC Group, customers, suppliers or contractors;
- Unauthorised handling or reporting of business transactions of PNBC Group;
- Falsification of company record or financial statements of PNBC Group; and
- Failure to disclose information when there is a legal duty to do so.

The list above is non-exhaustive and subject to review, addition, and deletion from time to time.

We maintain proper records to meet our financial, legal and regulatory operational objectives and requirements in order to accurately record all transactions and dispositions of assets. All financial books, records and accounts are sufficiently detailed to:

- Permit the proper classification of transactions for financial reporting;
- Provide reasonable assurances that the transactions are recorded as necessary to permit the preparation of financial statements in conformance with generally accepted accounting principles;
- Maintain accountability for the use of all assets; and
- Record all transactions in the accounting period in which they occurred.

Intellectual Property and Proprietary Information

The observance for confidentiality demands high ethical standards in corporate dealings and reinforces public confidence.

You together with your business counterparties, agents and business representatives must keep confidential and never use proprietary information of PNBC Group or proprietary information of other parties for personal gain or for the benefit of persons outside of PNBC Group. The release (either deliberate or not) of any proprietary information to authorised third parties without appropriate controls and/or protection could cause significant harm to the business of PNBC Group.

Proprietary information includes but not limited to financial information, employee information, strategic and operation plans, corporate organisation plans, audit material or reports, information regarding litigations or potential litigations, proposed transactions, copyrights, database rights, drawings and layouts, trademarks in documents, logos and/or designs of PNBC Group.

If your work requires you to discuss proprietary information of PNBC Group with external parties, such discussion must to certain extent only occur with the protection of a written confidentiality or non-disclosure agreement.

No one acting for and on behalf of PNBC Group will solicit the proprietary information of another entity or will make use of proprietary information of another entity in conducting business for PNBC Group.

4.0 OUR CONDUCT IN DEALING WITH STAKE HOLDERS

4.4 INTERNAL CONTROLS AND REPORTING

Financial And Non-Financial Controls

We adopt a clear separation of duties for all job functions either it is financially or non-financially. All jobs in most circumstances will have a three (3) or minimum two (2) layers of checking and verification. For reporting purposes, financial and investments related functions shall have the maker, checker, verifier, and approver.

We adopted a three (3)-line of defence model for the management of all risk classes. The model distinguishes among functions that own and manage risk (first line of defence), functions that oversee risk and controls (second line of defence) and functions that provide independent assurance of the effectiveness of the control measures put in place to the senior management and BOD (third line of defence).

Any further corruption risk is mitigated by having multiple verification that expand from the head of divisions comprising independent and executive directors.

4.5 AVOIDING CONFLICT OF INTEREST

Business relationship

You and your business counterparties, agents and business representatives must avoid conflict of interest situations arising between your private activities and personal interests, and your responsibilities owed to PNBC Group.

They must not accept directly or indirectly any personal gain, services or loans from a competitor, customer, supplier or contractor of PNBC Group. A conflict may arise if they or any of their close associates receive benefits, other than the contractual benefits, as a result of their position with PNBC Group. Any suspected conflict of interest must be declared in accordance to the relevant policies and procedures of PNBC Group.

The potential situations that may be associated with conflict of interest in terms of personal benefit, personal interest and personal relationships are as follows:

- Outside appointment/business activities;
- Advisory board, board of directors or equivalent fiduciary roles;
- Unpaid professional activities for organisations that have relationship with PNBC Group;
- Close relatives who work for organisations that have relationship or compete with PNBC Group;
- Previous employment;
- Significant financial interest or holding a position that has significant financial advantages connected to PNBC Group or organisation related to PNBC Group;
- Relationships with clubs, society and non-governmental organisations and communities' activities;
- Corporate directorship/trusteeship; and
- Relationship with government officials.

In addition, employees and directors whom due to their appointment and position, have in possession of any private Confidential Information, must be constantly mindful of the need and the importance of respecting confidentiality and must adhere to the principles of confidentiality and non-disclosure inherent in the PNBC Group.

4.0 OUR CONDUCT IN DEALING WITH STAKE HOLDERS

4.6 ANTI-MONEY LAUNDERING AND ANTI-TERRORISM FINANCING

The AMLA Policy of the PNBC Group provides the guidelines in conducting business with all other relevant parties. Under this policy, we will only conduct business with parties that are engaged in legitimate business activities, with funds derived from legitimate sources. We perform due diligence on all new clients to ensure the integrity and ethical aspects of their business and also undertake the following actions:

- Perform the Business-based Risk Assessment on the clients and determine their risk appetite level;
- Perform the Relationship-based Risk Assessment to determine the risk parameter for customers profiling; and
- Formulate, implement and apply the business and customer risk management and mitigation control.

4.7 CORPORATE SOCIAL RESPONSIBILITY, DONATIONS AND SPONSORSHIPS

Any CSR, donations and sponsorship conducted must not be used as a conduit to circumvent, avoid or evade the laws. This shall not be used as a medium to facilitate fraud, illegal and money laundering activities. All CSR and donations must be carefully evaluated for legitimacy and not be made to improperly influence business outcome. The recipient of the donation must be of legitimate organisation and due diligence must be applied to ensure the benefits reach the intended recipient whilst the programmes meet the intended objectives. No CSR, donations and sponsorships shall be made in accordance with the approval limits, to a beneficiary who is controlled or influenced by any political officials or are politically linked. Any donations to be contributed must be approved by PNBC BOD.

As a guide, for a charitable payment to be considered acceptable, it should always be:

- of a reasonable value, venue, quantity and frequency;
- of a nature that is relevant to the business and circumstances relating to PNBC Group;
- directly related to PNBC Group's business interest;
- permissible under the law; and
- respectful to this CoBE.

5.0 OUR CONDUCT IN DEALINGS WITH PUBLIC OFFICIALS AND REGULATORS

5.1 COMPLIANCE CULTURE

We are obligated to comply with the laws and regulations under which we operate. It is fundamental to whom we are and any violations, or engagement in unfair, deceptive and abusive act/practices may weaken customers' confidence and put our reputation at risk. In addition, we are subject to the requirements of the regulatory bodies such as the CCM, EPF and MACC.

5.2 DEALING WITH PUBLIC OFFICIALS

We have always maintained transparent and fair relationships with government agencies and public officials. Public officials mean individuals having public official functions or acting in a public official capacity. Any business relationship with PNBC Group involving interest of a public official who otherwise has a direct relationship with PNBC Group, and which interest is not prohibited by PNBC Group's Code of Conduct, requires disclosure. In addition, the management's specific approval for establishing business relationships with such customers must be obtained at the appropriate committee level.

All employees of PNBC Group are prohibited from paying for non-business travel, entertainment and hospitality for any public official or his/her family members at any amount without the permission from the BOD. If approval is obtained, employees must ensure the gifts are allowed as per the gift, hospitality and entertainment policy of PNBC Group and not excessive and lavish, and must commensurate with the official designation of the public official and not his personal capacity.

5.3 DEALING WITH REGULATORS

We strive to build transparent relationship with the regulators and deal in an open, co-operative and timely manner. Certain departments within PNBC Group may be subjected to formal or informal queries, and examination by regulators, authorities and government agencies. In this event, employees need to understand proper procedures in engaging with regulators, and to comply with certain necessary approvals.

All employees must confirm receipt of the copy of this CoBE and are required to read and understand this CoBE. Where applicable, the CoBE is to be read appropriately in accordance with the relevant legislations. All employees of PNBC Group are required to observe all legislation which may have more comprehensive coverage on the subject matters contained in this CoBE. External parties, business associates and other stakeholders are encouraged to also read and understand this CoBE.

This CoBE most certainly cannot address each and every situation and therefore, there will be circumstances where there are no clear answers in the choices that needs to be made. We are however, obligated at all times to exercise good judgement and utmost integrity and honesty in all our decisions. Should you require clarification, please contact the Human Capital Department or Governance Department of PNBC. For employees of PNBC Group, you may refer to your Employees Handbook, which is available at our intranet HR Sage E- Portal for further reference. This CoBE shall be updated from time to time.

Interested parties may direct their queries to the Human Capital Department of PNBC at the following channels:



Tel No. : 03-2180 2888



Email : governance@pnbcommercial.my



Address : Governance Department
PNB Commercial Sdn Berhad
Level 4, PNB Perdana Commercial Centre,
Jalan Binjai,
50450 Kuala Lumpur.

Any complaints pertaining to whistleblowing can be lodged through Governance Department of PNB