




A member of **UEM** 

PLUS MALAYSIA BERHAD **BUSINESS ASSOCIATES** **CODE OF CONDUCT**

June 2024

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DEFINITION

For the purpose of this Business Associates Code of Conduct (“Code”), the terms used are defined as follows:

No.	Terminology/ Abbreviations	Definition
1.	ABAC Guide	PMB’s Anti-Bribery and Corruption manual which consists of the Anti-Bribery and Corruption policies and procedures.
2.	Assets	Includes but is not limited to PMB’s products, goods, hardware or software, vehicles, security or access cards, equipment and facilities.
3.	Bribery	Offering, giving, receiving or soliciting something of value (for example money or information) in an attempt to illicitly influence the decisions or actions of a person with a position of trust within an organization.
4.	Business Associates	External parties with whom PMB has, or plans to establish, some form of business relationship. This may include business partners, vendors, contractors, sub-contractors, consultants, agents, representatives, tenants and other intermediaries.
5.	Business Dealings	Includes but not limited to any tender, letter of awards/ appointment/ offer/ undertaking, contracts and agreement to supply goods and/or services, leasing, sub-licensing and other business transactions with PMB, whether directly or indirectly.
6.	C&I	PMB’s Compliance & Integrity Function.
7.	Code	This Business Associates Code of Conduct and all PMB’s rules, circulars, policies, procedures and guidelines referenced in this document.
8.	Corruption	The abuse of entrusted power for personal gain.
9.	Employees	Any person who has entered into an employment contract with PMB’s Business Associates including permanent and contract employees.
10.	HSSE Policy	PMB’s Health, Safety, Security and Environment Policy.
11.	IP	Refers to intellectual property which includes, but is not limited to, service mark, copyright, confidential company business information, industrial design, patented inventions, processes and technology such as computer software and systems and know-how related to them.
12.	IS Guide	PMB’s Information Security Guide (Third Party).
13.	Laws	Refers to laws, statutory requirements, rules and regulations, including, but not limited to, laws related to anti-corruption, competition, occupational health and safety, privacy and data protection, and any other laws described herein in Malaysia and also applicable to your businesses wherever conducted throughout the world.
14.	PMB	PLUS Malaysia Berhad and its related, associated or affiliated companies, including entities within the PLUS Group of Companies such as Projek Lebuh raya Usahasama Berhad, Lebuh raya Pantai Timur 2 Sdn. Bhd., Teras Teknologi Sdn. Bhd., Teras Control Systems Sdn. Bhd., Terra PLUS Sdn. Bhd. and Zoom Interactive Sdn. Bhd.
15.	PMB Personnel	Any person who has entered into an employment contract with PMB, including permanent and contract employees, any person who is a temporary employee or under any internship program and members of PMB’s Board of Director (including executive and non-executive).
16.	Workers	Any person who has entered into an employment contract and/or any contracts for service with PMB’s Business Associates including permanent and contract employees, any person who is a temporary employee, under any internship, agency workers or freelance workers.

PREFACE

PLUS Malaysia Berhad (“PMB”) strives to achieve strong governance and high ethical standards, and PMB is committed to operating business in an ethical, legal and socially responsible manner. Therefore, PMB requires all our Business Associates (hereinafter referred as “you” or “your”) to embrace the spirit of PMB’s commitment and practice the same standards as set out in this Business Associates Code of Conduct (“Code”).

PURPOSE

This Code sets the expectations as well as guiding principles for you when making judgment calls on work ethics for your dealings with PMB. You should adhere to this Code when conducting business with PMB and apply either the same or higher standards of ethics and integrity in your organization.

Your actions will reflect on the integrity and public perception of PMB as an organization, therefore any violations to this Code may result in financial loss, or severely damage the reputation of PMB. PMB believes that your high standards of ethical conduct will foster a long term mutually beneficial relationship.

PMB'S MISSION STATEMENT

“At PLUS, we connect communities to shape a safe and sustainable future”

PMB has fostered a strong sense of community, driven by PMB highway footprint across Peninsular Malaysia which has made PMB a part of Malaysians’ daily lives and work. In subscribing to the mission statement above, PMB strives to conduct its operations in a safe and sustainable manner whilst honoring its commitments towards stakeholders, which range from highway customers, Business Associates and local fence line communities, among others. Knowing and practicing PMB’s mission statement would help you in understanding PMB’s core values and this Code.

APPLICABILITY

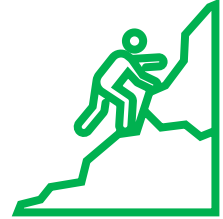


This Code shall apply to:

- PMB’s Business Associates, which includes business partners, vendors, contractors, sub-contractors, consultants, agents, representatives, tenants and other intermediaries; or
- All parties that are currently engaged with PMB or have intentions to engage with PMB in the future.

YOUR RESPONSIBILITIES

- ✓ To read, understand and comply with this Code and other relevant policies and procedures established by PMB.
- ✓ To monitor your compliance to this Code and report any violation of the Code to PMB through the provided whistleblowing channels.
- ✓ To respond promptly to enquiries from PMB regarding the implementation and compliance to this Code.
- ✓ To educate and ensure compliance from your Employees, Workers, subcontractors, agents and other parties within your supply chain on the requirements of this Code.



CONSEQUENCE OF BREACH OF CODE

Appropriate consequence actions will be undertaken by PMB management for breach of this Code which may include:

- Requiring you to rectify or remedy the breach in a timely manner based on the timeframe provided by PMB;
- Requiring you to substitute any of your representative who breached this Code or is acting inconsistently with this Code;
- Termination of your contract;
- Non-payment of your fees and/or expenses;
- Barring you and/or your directors from being considered for further contracts or tenders, for such period as PMB may deem appropriate; and/or
- Any other appropriate action which PMB may seek, either contractually or under the Laws.



AMENDMENTS OR REVIEWS

- PMB reserves the right to amend and revise this Code from time to time, to capture changes in Laws, reputational demands or changes in business as appropriate.
- PMB will publish the latest version of this Code on its website. You are advised to refer to the latest Code when engaging with PMB.













ANTI-BRIBERY AND CORRUPTION (“ABAC”) PRINCIPLES

ANTI-BRIBERY AND CORRUPTION (“ABAC”) GUIDE AND THE 10 ABAC PRINCIPLES

You shall comply with the PMB’s 10 ABAC Principles and the following expectations:

For further details regarding PMB’s stance on anti-bribery, you may refer to PMB’s **Anti-Bribery and Corruption Guide** at PMB’s website (<https://www.plus.com.my>)



10 ABAC PRINCIPLES	PMB’S EXPECTATIONS OF YOU
 PMB has a zero-tolerance position against all forms of Bribery and Corruption	✗ Do not attempt or engage in Bribery and Corruption practices in any of your dealings with PMB.
 We are committed to dealing with Business Associates and government officials in a fair, transparent and ethical manner	✓ Do read, understand and comply to PMB’s ABAC principles. ✓ Communicate PMB’s ABAC principles to members of your organization who are dealing with PMB or are interested in dealing with PMB.
 We prohibit any receiving, giving or promising of facilitation payments	✗ Do not accept, obtain or offer, any facilitation payments in order to secure or expedite administrative actions, such as clearances, permits or licenses.
 We do not entertain support letters and requests for special privileges	✗ Do not send support letters of any kind to request for special privileges.
 We shall conduct due diligence on PMB Personnel, Business Associates, projects and major business activities, in particular where there is significant exposure to Bribery and Corruption risk	✓ Do co-operate with PMB and provide PMB with the necessary information in order for PMB to conduct necessary due diligence.
 We shall declare conflicts of interest on a scheduled basis and where actual, potential or perceived conflicts arises	✓ Do declare any actual, potential or perceived conflict of interest when engaging with PMB.
 We adopt a “No Gifts” policy, subject to certain limited exceptions	✗ Do not offer or accept from PMB any gift of cash or cash equivalents including tickets, discounts and gift vouchers.
 We prohibit offering or accepting hospitality subject to certain limited exceptions	✗ Do not offer or seek for hospitality in the form of transportation, travelling arrangements and accommodation.
 We allow charitable donations and sponsorships for legitimate reasons. We do not make political donations	✗ Do not offer or request for donations and sponsorships with the intention to secure business deals or seek political gains.
 We strongly encourage reporting (whistleblowing) of real or suspected cases of Bribery and Corruption without fear of retaliation or reprisal	✓ Do report any real or suspected cases of Bribery, Corruption or misconduct of PMB Personnel through PMB’s designated channels. ✓ Do provide factual information to facilitate the investigation process (i.e., names, transaction details, receipts).

INFORMATION SECURITY

PMB has launched an **Information Security Guide (Third Party)** (“IS Guide”) to provide you with guidance on how to best safeguard PMB’s information. You should ensure that any of PMB’s information shared with you is protected from internal and external threats. To protect the security, confidentiality and integrity of PMB’s information, you are expected to:

*For further details, please refer to PMB’s **Information Security Guide (Third Party)** at PMB’s website (<https://www.plus.com.my>)*



INFORMATION LABELLING AND HANDLING

- ✓ Understand that PMB’s information may be labeled as “Highly Confidential” or “Restricted” based on the following criteria:

Highly Confidential	Restricted
<ul style="list-style-type: none"> • Strictly on a need-to-know basis. • This information is considered HIGHLY SENSITIVE and will have reputational or financial implications. 	<ul style="list-style-type: none"> • Information that is restricted to selected PMB Personnel. • This information MAY BE SENSITIVE or may have a reputational or financial implication.

- ✓ Retain PMB’s information for the duration required and/ or permitted by any relevant Laws.
- ✓ Dispose of PMB’s information if it is no longer useable or relevant.
- ✓ Protect PMB’s information when working at office, home or any other suitable locations.



ACCESS CONTROL

- ✓ Ensure that only authorized individuals may have access to PMB’s “Highly Confidential” or “Restricted” documents and digital information.
- ✓ Make a formal request with business justification to your contact person at PMB for access to the information in PMB’s system.
- ✓ Execute a contract with confidentiality clause or sign a Non-Disclosure Agreement before being granted access to PMB’s systems, if required by PMB.
- ✓ Protect your User ID and password if you are granted access to PMB’s infrastructure, systems or applications.



INFORMATION SHARING

- ✓ Ensure any information you share is accurate, secured and limited to the intended audience.
- ✓ Be aware of how the information will be used by the intended audience.
- ✓ Inform and obtain consent from PMB before sharing PMB’s “Highly Confidential” or “Restricted” information with external parties.
- ✓ Be mindful of the members of a group chat and make sure that the members are required to have access to the information.
- ✓ Ensure that PMB related information is from a verified, reputable or official source when sharing it on social media.
- ✓ Ensure that there is no PMB’s sensitive information visible in the picture/ video when sharing picture/ video on social media.

COMPETITIVE PRACTICE

COMPETITIVE PRACTICE

PMB requires you to not involve yourself in any anti-competitive behavior. You are responsible to comply with the **Competition Act 2010** and other relevant Laws aimed at protecting free and fair competition. To guide you with this obligation, you should not engage in the following anti-competitive behaviors:

A Do Not Engage in Anti-Competitive Agreements

An agreement refers to any contract, arrangement or understanding, whether or not it is legally enforceable, between enterprises, including written, verbal or non-verbal agreement. You should not enter into the following agreements:

Agreement	Horizontal Agreement	Vertical Agreement
Description	Agreement between you, your competitors and potential competitors.	Agreement between you and other enterprises at different levels of the supply chain.
What you SHOULD NOT do	<ul style="list-style-type: none"> ✗ Do not fix the prices for your or your competitors' products/ services. ✗ Do not cooperate and collude with your competitors during a tender process. ✗ Do not exchange commercially sensitive information with your competitors. ✗ Do not agree with your competitors on which territory and categories of customer to sell to. ✗ Do not participate in anti-competitive discussions during a trade association meeting. 	<ul style="list-style-type: none"> ✗ Do not set resale price for your products. ✗ Do not agree with your customers that you will not deal with another competing customer. ✗ Do not restrict your customers from using your competitor's products/ services.

B Do Not Abuse Your Dominant Position

You may be considered as dominant in terms of the market structure, pricing power, and the facts and circumstances of the case. You are not prohibited from being dominant, however, you should not abuse your dominant position which includes the following conducts:

Conduct	Exploitative Conduct	Exclusionary Conduct
Description	Maintain prices above the competitive level without concern of brand switching or entrance of new competitors.	Dictate the market competition by preventing entrance of new competitors or harming existing competitors.
What you SHOULD NOT do	<ul style="list-style-type: none"> ✗ Do not impose unfair purchase/ selling price or unfair trading conditions to your suppliers or customers. ✗ Do not impose different conditions to similar transactions with other suppliers or customers. 	<ul style="list-style-type: none"> ✗ Do not discourage potential competitors from entering your field. ✗ Do not restrict your customers from purchasing products/ services from your competitors.

HEALTH, SAFETY, SECURITY AND ENVIRONMENT

PMB upholds a safe and healthy work environment and expects you to comply with PMB's **Health, Safety, Security and Environment ("HSSE") Policy** and all Laws governing health, safety, product safety and quality that are applicable in your industries, in particular (but not limited to), the following Laws:

- i. Occupational Safety and Health Act 1994;
- ii. Factories & Machinery Act 1967;
- iii. Environmental Quality Act 1974;
- iv. Food Act 1983; and
- v. MHA Expressway Operations Safety Passport requirement (All contractors, Employees and individuals performing maintenance, construction and operation works on the highways are required to undergo NIOSH's training to obtain these Safety Passports).

*For further details,
please refer to
PMB's **HSSE Policy**
at PMB's website
([https://www.
plus.com.my](https://www.plus.com.my))*



In line with the HSSE Policy, you should also take steps to prevent work-related injuries, ill-health, security and environment incidences. Whilst on or in the vicinity of PMB's premises or while providing goods or services to PMB you are expected to:

- ✓ Provide safe working conditions and eliminate hazards and risks while doing Business Dealings with PMB;
- ✓ Keep your working/ business environment safe and clean to prevent any health or safety risks;
- ✓ Have good hygiene practices and environmental processes in place to effectively manage your environmental impact;
- ✓ Wear a neat and tidy attire that is appropriate to your role;
- ✓ Provide your Workers with appropriate personal protective equipment (i.e., safety helmet, high visibility clothing, or safety footwear) if they are exposed to hazardous work;
- ✓ Have mechanisms in place to assess, detect emergency situations and take precautions to mitigate its negative effects (i.e., install and maintain fire extinguishers at your premises);
- ✓ Follow PMB's emergency preparedness and response procedure while on PMB's premises;
- ✓ Comply with PMB's permit to work systems and procedures for all activities which are life critical, high-risk or which pose a danger to the public;
- ✓ Adhere to PMB's 5S procedure and attend trainings when required by PMB;
- ✓ Cooperate with PMB at all times and immediately rectify any HSSE matters brought to your attention; and
- ✓ Immediately report any HSSE incidents and injuries to your PMB's representative or HSSE Department.

RECORD KEEPING

You should ensure that all transactions with PMB are accurate, complete, timely recorded and transparently reflected in your books and records (this should include the purpose of each transaction, to whom it was made or from whom it was received). You are expected to:

- ✓ Maintain the records and supporting documentation relating to your Business Dealings with PMB in accordance with applicable Laws and/or your contractual obligations with PMB;
- ✓ Cooperate with PMB and provide PMB with the rights to visit your premises, access and audit the relevant documents, Employees and facilities, upon request from PMB; and
- ✓ Report and update PMB of any change in circumstances or your details which may have an impact to PMB or the Business Dealings.

TO ILLUSTRATE, if you are operating one of the stalls in PMB's Rest and Relaxation Area, you should ensure that all the sales are recorded accurately at point of sales and receipts are issued to customers.



COMPLIANCE TO LAWS AND CONTRACTUAL OBLIGATIONS

Laws:

You should comply with all Laws applicable to your business operations. This includes obtaining all necessary regulatory approvals to conduct your Business Dealings (i.e., licenses, permits, approvals, permission granted by local regulatory and federal authorities, and any applicable industry standards). You should be updated with the latest developments and changes in the relevant Laws to ensure your continuous compliance when conducting your Business Dealings.

TO ILLUSTRATE, if you are operating a stall in PMB's Rest and Relaxation Area, you are required to obtain all the necessary licenses, permits and approvals to conduct your Business Dealings.



Contractual Obligations:

You shall maintain full accountability for services rendered and/or goods provided and honor your commitment in accordance with your obligations under your agreements and undertakings with PMB.

TO ILLUSTRATE, if you are supplying goods and services to PMB, you are required to deliver goods and services according to your contractual obligations (i.e., product specification, scope of works, delivery schedule/ project timeline and warranty/ defects liability period).



INTELLECTUAL PROPERTY AND BRANDING

You should not engage in any activities which may infringe the IP rights of PMB. If PMB's IP rights are infringed due to your acts or omissions, PMB reserves the right to commence legal actions against you.

TO ILLUSTRATE, if you are given access to PMB's information, you are prohibited from using PMB's logos, trademarks, legal entity names, or any form of PMB's IP for marketing and advertisement purposes without prior written consent from PMB.



STATEMENTS TO EXTERNAL PARTIES, REPRESENTATIONS AND PROTECTION OF PMB'S ASSETS

STATEMENTS TO EXTERNAL PARTIES

You should not speak to members of the press on PMB's behalf, make or circulate any public, false or misleading statements, or any content relating to PMB's policies, decisions or affairs. This is especially true for statements which conflict with PMB's interest or may harm PMB's reputation.

TO ILLUSTRATE, if you are making comments regarding PMB's latest projects through social media postings or via statements to local media outlets, you are breaching this Code. Before making any statements regarding PMB, you must obtain PMB's prior written authorization.



REPRESENTATIONS

You should provide truthful and accurate representations of your organization, qualification, skills, experience and capabilities when conducting Business Dealing with PMB. Upon request by PMB, you should also disclose references to previous work experience or engagement undertaken by you.

TO ILLUSTRATE, if you are participating for a tender and it requires you to disclose any previous projects that are relevant to the scope of works, you should not falsify the information required for the sole purpose of winning the tender.



PROTECTION OF PMB'S ASSETS

If you have been given possession or access to PMB's Assets, you shall be responsible for its safekeeping. This includes taking all necessary steps to prevent any loss, damage, misuse, waste, unauthorized sale or disposal, illegal use or theft.

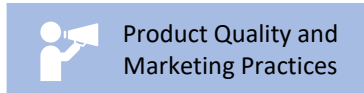
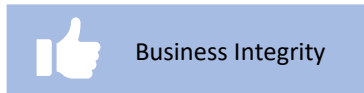
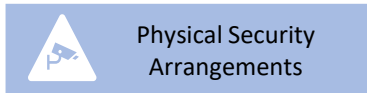
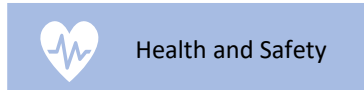
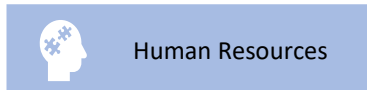
PMB's Assets should only be utilized to the extent needed to conduct your Business Dealing and it should not be used in connection to any personal purposes. PMB's Assets should not be removed from PMB's premises without PMB's prior written approval. Upon PMB's request, all Assets should be returned to PMB in a good working condition.

TO ILLUSTRATE, if you are occupying a commercial space provided by PMB, you are responsible to take care of PMB's fixtures and fittings provided as part of the commercial space and ensure it is in good condition at all times.



HUMAN RIGHTS POLICY: THE SEVEN DIMENSIONS

As a socially responsible organization, PMB strives to consistently drive and uphold human rights principles, with an aim to integrate these principles across PMB's ecosystem. Thus, PMB has developed a Human Rights Policy to convey human rights principles in accordance with the seven dimensions seen below:



*For further details, regarding PMB's stance on Human Rights, you may refer to PMB's **Human Rights Policy** at PMB's website (<https://www.plus.com.my>)*



As such, you are expected to comply with PMB's Human Rights Policy and, more particularly, PMB's policy statement relating to Contractors and Supply Chain.

CONTRACTORS AND SUPPLY CHAIN

PMB aspires for all parties dealing with PMB and within PMB's supply chain ecosystem to uphold human rights and labor standards in line with applicable Laws in which you operate. PMB's expectation of you includes, but is not limited to following:

- 1. Prohibit employment of children and forced/ bonded labor.**
You should adhere to all applicable Laws establishing a minimum age for employment and you should not hire or engage in any form of forced or bonded labor in your operations.
- 2. Fair treatment of migrant Workers.**
You should treat your migrant Workers with respect and dignity and must not subject them to any form of harassment, i.e., physical, sexual, psychological or verbal harassment, or threat of any such treatment.
- 3. Fair remuneration and benefits of Workers including, appropriate hours, rest periods and leaves.**
You should provide equitable wages and benefits to your Workers in accordance with applicable Laws.
- 4. Adequate grievance mechanisms and reporting channels to voice out concerns without fear of retaliation.**
You should provide appropriate grievance mechanisms for your Workers, customers and parties you engage to work with, to enable them to voice out human rights concerns without fear of retaliation or reprisal.

- 5. Mitigate negative environmental and social impact.**
You should protect the well-being and sustainability of local communities affected by your Business Dealings. This may include taking actions to reduce your carbon footprint, as well as mitigating impact from the influx of Workers to the economy and safety of the local communities.
- 6. Market products and services ethically in a fair and equitable manner.**
You should market your products and services in a fair and ethical manner in accordance with relevant Laws. As such, you should only advertise honestly and accurately without inflating the capability of your products and services.
- 7. Practice anti-discrimination.**
You should have mechanisms in place to prevent all forms of discrimination (including those made against gender, race, ethnicity and physical ability), when dealing with your Workers, customers, and parties you engage with, including PMB Personnel.
- 8. Protect against harassment and bullying.**
You should protect your Workers, customers, and parties you engage with at your workplace from any forms of physical and verbal harassment as well as bullying. This includes protecting PMB Personnel from any harassment and bullying while conducting Business Dealings with you.
- 9. Your next steps.**
You are encouraged to develop your own human rights policies and you should periodically report and provide any information or document requested by PMB relating to your human rights activities.

GOVERNANCE, RISK & COMPLIANCE



How can we help you?

Describe your issue

You should always feel free to discuss questions regarding this Code with your stakeholders in PMB or C&I. However, should you require further clarification on this Code, please contact C&I at compliance@plus.com.my or directly contact any C&I team members.