




**3REN BERHAD**

Registration No. 202101012445 (1412744-K)  
(Incorporated in Malaysia)

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**CODE OF CONDUCT AND ETHICS**

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## 1. Introduction


This Code of Conduct and Ethics (“Code”) sets out the principles and standards of business ethics and conduct of 3REN Berhad (“3REN” or “the Company”) and all its subsidiary companies within the Group (“3REN Group” or “the Group”). This Code shall apply to all Directors and employees, including full-time, probationary, contract and temporary employees of the Group in conducting day-to-day duties and operations in the Group.

## 2. Objectives

- 2.1** The objective of the Code is to assist the Directors and employees in defining ethical standards and conduct at work. The Code is not intended to be exhaustive and there may be additional obligations that the Directors and employees are expected to behave or conduct when performing their duties.
- 2.2** All Directors and employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties. Violation of any of the Code’s provisions can result in disciplinary action, including but not limited to termination of employment.

## 3. General Standards

- 3.1 Business Integrity.** The Group promotes high standards of integrity in all business interactions, transactions and operations. Directors and employees of the Group practice zero tolerance to anti-competitive behavior, corruption, bribery and embezzlement.
- 3.2 No Improper Advantage.** The Group prohibits all Directors and employees from making improper payments in all of its activities, both with governments and in the private sector. Payment of bribes or kickbacks, at any time for any reason is strictly prohibited. This prohibition applies equally to any person or firm who represents the Group (such as sales representatives or contractors).
- 3.3 Compliance with Laws, Rules and Regulations.** The Group operates in a highly regulated business environment and its activities are subject to local, state and federal laws, regulations and licensing conditions. All Directors and employees have a duty to comply with all applicable laws, rules and regulations of the countries and regions in which it operates and to conduct business activities in honest and ethical manner, and all internal rules and policies in discharging their duties. No Director or employee can be directed to carry out any illegal act, and Director and employee is allowed to justify any illegal act by claiming to be acting under the order of a superior/ supervisor, Head of Department, senior management, or to be simply complying with a certain policy or instruction. It is all Directors’ and employees’ responsibilities to know and comprehend all legal, regulatory and internal requirements when performing their duties.
- 3.4 Relationship with Stakeholders.** It is the core corporate responsibility of the Group to the society to pursue its corporate value enhancement through innovation and sustainability in business. The Group recognizes that its business activities have direct and indirect impact on societies in which it operates, therefore all Directors and employees will have to take into consideration the interest of stakeholders, including

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but not limited to shareholders, customers, suppliers, business partners, local communities and other organizations when making business decisions.


**3.5 Appreciating Diversity.** The Group conducts its business in a global and dynamic environment and appreciates diversity and inclusion. The Group recognizes that the business conduct that is socially and professionally acceptable in one culture or region may be viewed differently in another. All Directors and employees are strongly encouraged to give careful consideration to cultural and regional differences in performing their duties.

**3.6 Avoiding Conflict of Interest.** In making business decisions, all Directors and employees must act on an informed basis, in good faith, and in the honest belief that the action taken is in the best interest of the Group. All Directors and employees must check and ensure that any decision to be made will satisfy at least the following pre-conditions:

- i. Lawfulness and legitimacy (i.e., compliance with applicable laws, rules and regulations, and internal rules and policies);
- ii. Disinterest (i.e., the absence of personal interest or self-dealing);
- iii. Authorization (i.e., within individual authority levels authorised by the Group);
- iv. Due care (i.e., an informed decision following a reasonable effort to become familiar with the relevant and available facts);
- v. Good faith (i.e., the reasonable belief that the best interests of the Group are served); and
- vi. No abuse of discretion (i.e., a decision based on a reasonable exercise of discretion).

Structural conflicts may impair the individual’s ability to make business decisions as described above. Accordingly, all Directors and employees must exercise appropriate caution in structuring an organization or business unit within the Group.

**3.7 Communication of Concerns and Alleged Violation.** The Group strongly encourages all employees to voice concerns promptly, if they have a good faith and honest belief that a conduct, company operation or practice is or will likely be in violation of any laws, regulations or internal rules or policies, including this Code. Any employee who knows of, suspects, a violation, is encouraged to whistle blow or report the concerns through the whistleblowing channel. Employees who come forward in good faith to report issues will be treated fairly and respectfully and concerns raised shall be kept confidential and will be shared only on a “need to know” basis. The Group will not tolerate any form of retaliation against any such individuals, assuming they have not been involved in the violation, and will endeavour to protect their anonymity as far as practicable.

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#### 4. Respect of Human Rights and Labour Rights

**4.1 Equal Employment Opportunity.** The Group is committed to a practice of recruiting, hiring, training, promoting and otherwise treating applicants and employees without discrimination based on their race, religion, color, national origin, age, gender, marital status, pregnancy, sexual orientation, disability or other factors that are unrelated to the legitimate business interests of the Group.

**4.2 No Forced Labor/ Child Labor.** The Group prohibits the use of any form of forced or involuntary labor, human trafficking and exploitative child labor within its business operations. The term “child” refers to a person younger than fifteen (15) years old. Minimum age of employment shall be in accordance with applicable local laws and regulations.

**4.3 Human Rights and Labor Rights.** The Group respects the employees’ rights and prohibits harsh and inhumane treatment, including any form of mental or physical coercion, inducement of duress, or verbal abuse of employees.

Directors and all employees are strictly prohibited from engaging in any form of sedition, discriminatory or harassment. These behaviors include but are not limited to:


- i. Verbal harassment including derogatory comments on racial slurs, verbal abuse or threat, offensive comments, distribution of inappropriate sexual jokes; and
- ii. Sexual harassment including unwanted sexual advances or propositions or any other verbal, visual or physical acts of a sexual nature.

**4.4 Work Environment/ Harmonious Working Principles.** The Group is committed to creating a harmonious working environment via cultivating mutual respect and trust among all Directors and employees. The Group will strive to maintain a healthy, safe and productive work environment that is free from discrimination or harassment. All Directors and employees are to treat each other fairly and courteously without regard to race, creed, religion, gender, nationality, age, sexual orientation or disability and shall not create any form of discrimination or prejudice in the workplace.

Effective training and support will be provided to the Directors and employees to assist them in their responsibilities in ensuring a safe workplace and reducing the environmental impact of their activities.


**4.5 Fair Dealing in Employment.** Any form of harassment by any Director or employee in the workplace will not be tolerated. Any questions concerning the issues of such should be directed either to the employee’s superior or the Head of Human Resource Department (a.k.a. Talent and Culture Department). All such reports and complaints shall be treated with the strictest confidentiality.

Any person suspected to have committed criminal harassment will be handed over to the relevant authorities.

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## 5. Conducting Business with Integrity and Fairness

- 5.1 Product and service safety.** The Group is committed to ensure product and service safety in all phases of its operations, from planning, design, research and development, production, to commercialization of products as well as sales and after-sale services. The Group will continually develop and implement programs that meet the legal and licensing requirements to ensure the safety of its products and services. The Group is committed to give information to stakeholders (e.g., customers) that is accurate, understandable and prominently displayed on products.
- 5.2 Environmental Conservation.** It is the policy of the Group to continually seek to minimize the environmental impact of its products, services and operations. As such, the Group will endeavor to evaluate, and as appropriate, implement programs that meet legal requirements, and to consider environmental impact as a fundamental criterion when evaluating projects or operations.
- 5.3 Fair Competition.** The Group is committed to comply with all applicable antitrust, competition and fair-trade laws and regulations of each country and region where the Group conducts its business. All Directors and employees must understand and comply with the applicable laws, rules and regulations when performing their duties.
- 5.4 Advertising.** The Group shall not engage in false or misleading advertising or advertising that slanders other. Certain countries prohibit comparative advertising, but where a reference to a competitor or its products or services is sought in the permitted countries, the comparison should be substantiated and the statement should be complete, accurate and not misleading.
- 5.5 Personal Information.** The Group respects the privacy of all individuals, including but not limited to customers, employees of vendors and business partners, and employees. The Group is committed to and strongly encourages all Directors and employees to observe the applicable laws and regulations, especially the Personal Data Protection Act 2010 in collecting, maintaining, using, disclosing, disposing of and otherwise handling of personal information.
- 5.6 Confidential and Proprietary Information.** The Group is aware that confidential and proprietary information is information that has not been disclosed to the general public or that gives the Group an advantage over its competitors or that could harm an enterprise if released prematurely or inappropriately. All Director and employees shall safeguard the confidential and proprietary information of the Group, including but not limited to:
- i. **Technical Information.** Resource estimates and/or projections, methods, processes, formulae, compositions, trade secrets, know-how, inventions, technical breakthroughs and/or improvements, computer programs, designs, analyses, drawings, reports, data and all similar or related information (whether or not patentable); current and future research and development projects and experimental or developmental work, relating to any project or organization within the Group.

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- ii. **Unpublished Business Information.** Unpublished business strategy and development plans, customer list and information, pricing lists, sources of supply, business data and performance, marketing, production methods, merchandising systems or plans and operation plans, business transactions and their proprietary information.
- iii. **Unpublished Corporate Information.** Unpublished corporate strategy, investor information, corporate development plans, corporate transactions, investments and/or planned merger or acquisitions, financial data and performance either actual or forecasted.
- iv. **Others.** Other information or thing which has economic value, actual or potential. Employee information, labor practice, ethics, safety, environmental practices, business activities and information technology as well as the information which suppliers, customers or business partners entrust to the Group.

All Directors and employees are prohibited to disclose or distribute any confidential or proprietary information except as otherwise authorized by the Group in accordance with the Corporate Disclosure Policy. All Directors and employees are required to use such information only for the purpose permitted by the Group in connection with their duties in the Group.


The Group will not tolerate falsification of records or misinterpretation of conditions or practices in the supply chain.

**5.7 Fair Procurement.** The Group selects its suppliers or vendors, for goods and services on the basis of fair and competitive price, quality, delivery and other objective standards. Procurement decision will be based upon the economic value and business benefits to the Group and its customers. Such requirement applies not only to the employees in charge of procurement, but also to all other employees who influence the procurement process. The Group expects its suppliers and vendors to uphold this Code when dealing with the Group.

## 6. Personal Conduct, Ethics and Conflict of Interest

**6.1 Conflict of Interest.** All Directors and/or employees shall not engage in any business, relationship or activity, which may be in conflict of interest of the Group. All business decisions must be made, and all business activities must be conducted, in the best interest of the Group. No Directors and/or employees may have any personal financial or other business relationships with suppliers, customers or competitors which might impair, or appear to impair, the independence of any judgment they may need to make in the best interest of the Group. All employees are under a continuing obligation to disclose to their supervisors for handling, in accordance with Group's applicable internal policies, any situation that presents, or may appear to present, the possibility of a conflict or disparity of interest between employees and the Group. Advance disclosure of any potential conflict is the key to remaining in full compliance with this Code.

All Directors and employees should avoid involving themselves in situations where there is real, apparent or potential conflict of interest between them as individuals and the interest of the Group. Directors and employees must not use their positions or

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knowledge gained directly or indirectly in the course of their duties or employment for private and personal advantage, directly or indirectly.

Areas where conflicts (including potential and apparent) may arise include but not limited to:

- i. Substantial share ownership in competing entities;
- ii. Direct or indirect personal interest in contracts;
- iii. Receiving improper personal benefits as a result of his or her position in the Group;
- iv. Loans to or guarantees of obligations to the affected personnel and/or their family members by the Group; and
- v. Work for a competitor, customer or supplier.

The affected personnel are obligated to fully disclose any actual or potential conflict of interest to the Board and/or the management and where such circumstances are permitted by the Board and/or the management to continue, shall not be deemed a breach of the Code.

**6.2 Protection of Corporate Assets and Funds.** All Directors and employees are expected to be accountable to take reasonable care to manage and protect the Group’s properties and assets entrusted to them. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, goodwill, harmonious relations with customers and suppliers.

All Group’s assets and properties are to be used only for legitimate business purposes in the best interest of the Group. Employees have a duty to protect the Group’s assets from loss, damage, misuse, theft or sabotage.


To the extent permitted under applicable laws, the Group reserves the rights to monitor and inspect how its assets are used by employees, including inspection of all emails, data and files kept on PCs and/or other network terminals.

**6.3 Media Relations and Public Statements.** The Group’s business activities are monitored closely by media, such as newspapers, magazines, radio, television, internet media and security analysts. Any information provided to those individuals or groups could well be interpreted as an official response and published as such. In order to provide accurate and timely information to the public, commentary, communication and announcement to the press or reporters can only be made by the Authorized Spokesperson(s) according to the Corporate Disclosure Policy. The Group prohibits employees to initiate contact with those individuals or groups or respond to their inquiries for or on behalf of the Group without the authorization from the Disclosure Committee as per the Corporate Disclosure Policy.

## 7. Intellectual Property (“IP”)

The Group is aware that IP rights are crucial in protecting investments that an organization or business unit and individuals make in development new products or ideas. The Group is committed to protecting and respecting IP rights of customers.



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The Group prohibits all Directors and employees to copy, reproduce, transmit protected materials such as writing artwork, video, photographs, movie clips and software unless the Group has the authorization or license for doing so. The use of confidential information of customers and business partners shall be strictly for business purposes only. Disclosure of such information shall only to those who are authorized and have a need to know.

## 8. Gifts, Meals, Entertainment or Travel (“GMET”)

**8.1 Exchange or Provision of Gifts, Meals, Entertainment and Travel.** All Directors and employees shall not receive nor offer directly or indirectly gifts, donations, remunerations, illegal payments or benefits as such to third parties to solicit business, favours or decisions to his/her advantage unless they are nominal gifts or commemorative by nature or the presentation of such gifts are disclosed to the Board. Such exchange or provision of GMET may create or be perceived as conflict of interest and could be viewed as bribe. When offer or accept gifts, hospitality or travel, all Director and employees have to make sure the GMET are reasonable, appropriate, and have a legitimate business purpose. The value of GMET in exchange or provision must not exceed RM75 per person. In the case of any doubt, please contact the Head of Human Resource Department (a.k.a. Talent and Culture Department) for guidance.


**8.2 Respect for Cultural Norms.** The Group respects cultural norms to the extent possible under the local laws and regulations but those activities should not violate this Code. Customary activities include modest forms of hospitality, such as lunches and dinners and occasional gifts of minimal value, which do not influence business decisions. Although it is difficult to define “customary” or “modest”, the Group promotes the best approach of exercising good judgement.

**8.3 Anti-Bribery.** The Group recognizes that involvement in bribery by any Director or employee will adversely affect the image and reputation of the Group, hence there is a clear need to create a corporate culture of good corporate governance free of bribery and any form of corruption. The Group prohibits all Directors and employees from providing GMET or illegal payments to government officials. Employees are encouraged to contact the Head of Human Resource Department (a.k.a. Talent and Culture Department) for guidance about the rules that apply when dealing with government officials.

## 9. Government Customers

**9.1 The public sector.** Governments have laws, regulations and contractual requirements that apply to the procurement of products from private companies (suppliers) to ensure that the governmental entities can purchase products and services at competitive prices and to protect against attempts to improperly influence bidding process. All Directors and employees of the Group must comply with the applicable procurement laws, rules and contractual requirements when selling products to government entities — which may include schools, hospitals, local councils and other governmental departments or entities in addition to government agencies. All employees shall inform their Head of Department or managers prior to commence business discussions or negotiations with local governments or entities. Employees are encouraged to contact the Head of Human Resource Department (a.k.a. Talent and Culture Department) for guidance about the



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rules that apply when dealing with government officials.

## 10. Insider Information and Securities Trading

**10.1 Prohibition of Insider Trading.** By nature of work, Directors or senior management may have access to information that is price sensitive. Accordingly, no Directors, Officers and employees shall enter into any transaction in the securities while they are in possession of non-public information about the Company or recommend others to enter into securities trading activities of the Company on the basis of insider information.

No individual shall use for personal benefits, any price-sensitive non-public information, which can affect the price of the securities of the Company when it becomes publicly known. Insiders are prohibited to trade in securities or to provide information to others to trade in securities of the Company until the price sensitive non-public information is publicly released.

## 11. Directorships in Other Companies

**11.1 Disclosure.** The Directors must disclose their directorship and/or committee membership on the board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

## 12. Compliance

All applicable laws, rules and regulations shall be complied with by the Group and its Directors and all employees. In order to assist the Company in promoting lawful and ethical behaviour, any possible violation of laws, rules, regulations or this Code shall be reported to the.

## 13. Reporting of Non-Observance

Any stakeholder who becomes aware of or suspects a violation of this Code is encouraged to report the incidence to the Board via the whistleblowing channel as stated in the Whistleblowing policy.