



AURELIUS TECHNOLOGIES BERHAD
(Company Registration No. 202101005015 (1405314-D))
(Incorporated in Malaysia)

Code of Business Conduct and Ethics

1. Introduction

1.1 The Board of Directors (the “Board”) of Aurelius Technologies Berhad (“**ATech**” or the “**Company**”) has established and adopted this Code of Business Conduct and Ethics (“**Code**”) for the Directors and Employees of the Company and its subsidiaries (collectively referred to as the “**Group**”) in accordance with Practice 3.1 of Malaysian Code on Corporate Governance (“**MCCG**”). This Code set out to reflect the Board’s commitment to maintaining a high standard of ethical conduct and practices in relation to all aspects of the organization’s operations and interactions with stakeholders.

2. Objective

2.1 This Code serves as a guide to support the Directors and Employees of the Group to meet the high ethical business standards and their conduct with regards to businesses of the Group.

2.2 This Code has been established of achieving the following aims:

2.2.1 to emphasize the Group’s commitment to ethics and compliance with the relevant laws, rules, and regulations;

2.2.2 to avoid practices that may impair the Group’s integrity, impartiality, and reputation; and

2.2.3 to establish a culture where Employees feel confident to share ethical problems and voice out concerns regarding potential misconduct.

3. Scope

3.1 This Code is applicable to all Directors and Employees of the Group regardless of the nature of their appointment or employment, their job grade, or their positions.

3.2 Employees shall report to the direct reporting superior, Human Resource Department, or designated recipient(s) on any misconduct or breaches of the Code, as provided for in the communication channel of the Group’s Whistleblowing Policy and Procedures that is made available on the Company’s website.

3.3 If a provision in the law conflicts with this Code, Directors, and Employees shall comply with the law. However, in the event that Directors and Employees are uncertain as to whether a provision in this Code conflicts with the law, the Directors and Employees may consult with a direct reporting superior, Human Resource Department, Chief Operating Officer (“**COO**”), Chief Financial Officer (“**CFO**”) or Chief Executive Officer (“**CEO**”) immediately, rather than disregarding the Code without consultation.

4. Business Conduct & Integrity

4.1 Gifts, Benefits, and Entertainment

4.1.1 Directors and Employees of the Group are debarred from accepting or receiving gifts, benefits, and/or entertainment from a third party or stakeholder of the Group that might create a sense of obligation and compromise their professional judgment or creates the appearance of doing so.

- 4.1.1 Directors and Employees shall not accept or receive any gifts, benefits, and/ or entertainment from a third party or stakeholder of the Group except if it is made for gestures that are construed to be legitimate contributions and provided that the gifts, benefits, and/ or entertainment are presented in good faith and in accordance to Gift, Benefits and Entertainment approval matrix of respective Company, which may be directly or indirectly offered as a result of or in anticipation of a Director's and Employee's position or performance of duties with the Group or for cultivating good business relationship.
- 4.1.2 Directors and Employees shall exercise proper care and judgment in respect of giving or receiving any gifts, benefits, and/or entertainment on a case-to-case basis.
- 4.1.3 Directors and Employees shall take into consideration the impact of their actions with regards to how their actions are perceived (i.e. influencing their decision) and their impact on the business operations of the Group prior to giving or accepting any gifts, benefits, and/ or entertainment.

4.2 Conflict of interest

- 4.2.1 Conflict of interest situation arises when a personal interest or activity interferes or appears to interfere with the duties of Directors and Employees to the Group. This includes, but is not limited to:
 - 4.2.1.1 A Director or Employee gives preference to his interests or the interests of his family members or persons with whom he has a close personal relationship, rather than to the interests of the Group. This includes being involved in the hiring, supervision, management, and/ or career planning of his family members, or any other parties with whom a close personal relationship exists, in the Group;
 - 4.2.1.2 receiving or giving gifts, benefits, and/ or entertainment as a result of the position of the Director or Employee within the Group that may lead to a conflict of interest situation;
 - 4.2.1.3 Directors and Employees are in a position to influence decisions that are made by the Group with respect to dealings with a business, enterprise, or entity owned or partially owned by the Director or Employee, the Director's or Employee's family members, or those with whom he has a close personal relationship with; and
 - 4.2.1.4 Directors or Employees competing with or against the Group in a business transaction.
- 4.2.2 Directors and Employees are expected to make or participate in business decisions and actions during the course of their appointment or employment or other representation of the Group based on the best interests of the Group as a whole, and not based on:-
 - 4.2.2.1 personal interests, considerations, or relationships; or
 - 4.2.2.2 relationships with prospective or existing suppliers, contractors, customers, financial institutions, government, or other stakeholders.
- 4.2.3 Directors and Employees are prohibited from making any direct or indirect investments that would result in a conflict of interest between the Group and the Director or Employee and/or suppliers.
- 4.2.4 Directors and Employees are required to declare or disclose to the direct reporting superior, Human Resources Department, and Group Chief Financial Officer or Company Secretary (in the case of Directors) any form of relationship that exists between themselves or their family members with any

organisations, projects, contracts, or business dealings involving the Group (if any), so as to avoid or mitigate the risk of conflicting interests.

- 4.2.5 A Director or Employee shall not abdicate his duties in favour of personal matters and shall not conduct himself in such a manner that will bring his private personal matters into conflict with his duties.
- 4.2.6 In the event that a Director or Employee might find himself in the actual or potential conflict of interest situation, or a situation that may potentially raise any questions pertaining to his ability to make decisions objectively, the following shall be considered:
- 4.2.6.1 abstain from any subsequent deliberations, negotiations, or any other affairs regarding the matter, including making decisions;
- 4.2.6.2 if he is a Director, he shall declare the same to the Board and such declaration shall be documented; or
- 4.2.6.3 if he is an Employee, he shall declare in writing to his direct reporting superior, Human Resources Department, Group Chief Financial Officer, and Group Chief Executive Officer the nature and extent of conflict which may arise; or request with his direct reporting superior to manage the said matters, including decisions on acceptance or rejection of the proposal.
- 4.2.7 Directors shall declare any conflicts of interest that are apparent prior to their appointment. In the event that Directors are aware of any potential conflict of interest situations, these shall be disclosed to the Board and notified to the Company Secretary as soon as practicable.
- 4.2.8 Directors shall disclose any other significant commitments with a broad indication of the time involved in those commitments and any subsequent changes to those commitments. The agreement of the Board shall be obtained before accepting any external commitments that may affect the Director's ability to devote time to his role and result in a conflict of interest situation.
- 4.2.9 Directors and Employees shall not, without the prior consent from the Human Resource Department, Group Chief Financial Officer, Group Chief Executive Officer, or the designated recipients, Board (as the case may be), be engaged in any capacity in any trade, private business or occupation other than what he has been employed for with the Group. Executive Directors and Employees shall not accept employment for a second job with a customer, supplier, competitor, manufacturer, consulting firm, or service organisation involved with the Group's product and/ or service unless with the prior written approval of the aforementioned parties.
- 4.2.10 Directors and Employees, unless with the prior written approval from the Human Resource Department, Group Chief Financial Officer, Group Chief Executive Officer or the designated recipients, Board (as the case may be), shall not hold directorships in any supplier, customer or competing companies, where such directorship or investment may influence in any manner a decision or course of action of the Group.
- 4.2.11 Directors and Employees, unless with the prior written approval from the Human Resource Department, Group Chief Financial Officer, Group Chief Executive Officer, or the designated recipients, Board (as the case may be) shall not be actively involved in any political bodies, clubs, societies, or organisations that create or have the appearance of creating a conflict of interest between the Group and the Executive Director or Employee.

4.3 Anti-Money Laundering and Anti-Terrorism

- 4.3.1 Directors and Employees are strictly prohibited from taking part in any form of corruption, extortion, embezzlement, or any kind of money laundering activity. Money laundering is an offense under the Anti-Money Laundering and Anti-Terrorism Financing Act 2001 and other laws and regulations in Malaysia. All Directors and Employees shall be aware of the applicable anti-money laundering laws and shall seek to be adequately informed of the developments in the aforementioned laws. The activities may include, but are not limited to the following:
- 4.3.1.1 Payments made in currencies that differ from invoices;
 - 4.3.1.2 Attempts to make payment in cash or cash equivalent (out of normal business practice);
 - 4.3.1.3 Payments made by third parties that are not parties to the contract;
 - 4.3.1.4 Payments to or accounts of third parties that are not parties to the contract.
- 4.3.2 Directors and Employees are expected to promptly report, via the established reporting channels as provided for in the Group's Whistleblowing Policy and Procedures, any suspicious transactions that may indicate corruption or money laundering.

4.4 Insider Trading

- 4.4.1 Directors or Employees who are in possession of price-sensitive information are prohibited from disclosing such information to any third party if that information has not been made public unless they are authorised or legally obligated to do so. This includes information such as financial and operating results, potential mergers or acquisitions, divestments or financings, marketing plans, new product introductions, or any other information which is likely to have a significant impact on the Group's financial results or securities price.
- 4.4.2 Directors and Employees shall ensure that all transactions and issuance of shares by the Group are in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Capital Markets and Services Act 2007 in relation to insider trading in Malaysia. Violation of insider trading or tipping insider information could result in civil and criminal fines and face the possibility of a jail sentence.
- 4.4.3 In the event that Directors or Employees are unsure of any related information to insider trading held by them, they shall seek further clarification or advice from the Company Secretary or Group Chief Financial Officer.

4.5 Political Contributions

- 4.5.1 The Directors and Employees must not use company funds or resources to make any direct or indirect political contributions on behalf of the Group without approval from the Board. They should avoid even having the appearance of making such contributions expenditures to any political party, candidate, or campaign.
- 4.5.2 Corporate political contributions are strictly regulated and must be approved by the Board. If you wish to contribute your own time or money to any political activity, it shall be deemed as an entirely personal and voluntary decision.

- 4.5.3 Any contribution of funds by the Directors and Employees towards supporting political issues, candidates, and/or activities shall be made in the said individual capacity and will not be reimbursed by the Company.

4.6 Related Party Transaction

- 4.6.1 As a public listed company, the Group would, in the ordinary course of business, enter into transactions of revenue or trading in nature with a related party or parties. The Group has taken into account the requirements contained in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR” or “the Listing requirement”) to ensure compliance with the obligations imposed.
- 4.6.2 “Transaction” includes:
- a. the acquisition, disposal, or leasing of assets.
 - b. the establishment of joint ventures.
 - c. the provision of financial assistance.
 - d. the provision or receipt of services; or
 - e. any business transaction or arrangement entered into, by the Company or its subsidiaries but excludes transactions entered into between the Company and its wholly-owned subsidiary.

4.7 Economic Sanction and Export Control

- 4.7.1 The Group observes good business conduct and is committed to adhering to relevant economic sanctions and export control regulations wherever it operates to protect our interests in the international market and uphold compliance with applicable laws and regulations. The Group will undertake to minimize risk exposure due to foreign government-imposed economic sanctions.
- 4.7.2 The general premise of these guidelines is that all employees must comply with applicable export control, embargo, or other trade-related restrictions. This includes both domestic and foreign operations involving individuals, businesses, organizations, or countries subject to U.S., EU (European Union), United Nations (UN), or other country-specific sanctions under any jurisdiction where the Group conducts business activities.
- 4.7.3 The Group requires all its employees to observe the highest standards of conduct when dealing with sanctioned entities or parties; failure to do so may lead to disciplinary action including termination of employment and/or legal liability for any violations committed by the employee(s).
- 4.7.4 The Group strives not only to provide high-quality services but also to follow applicable local laws wherever we have a presence, thereby ensuring the interest of all stakeholders.

5. Disclosure of Information

5.1 Disclosure and Data Privacy

- 5.1.1 Directors and Employees shall furnish accurate and complete information requested by the Group in relation to their employment or appointment. The Directors and Employees shall also disclose any

dismissal, removal, or compulsory retirement by the previous employer and other information that may be required by the Group at the time and during the course of appointment or employment.

- 5.1.2 Directors and Employees shall also promptly furnish any changes in personal particulars from time to time as requested by the Company Secretary (in the case of Directors) or Human Resource Department. The Group shall implement measures to safeguard all personal data information collected from its Employees, customers, suppliers, and other individuals from inappropriate access or misuse or in compliance with the Personal Data Protection Act 2010. Unless required by law, all personal data shall not be shared with any third parties.
- 5.1.3 All Directors and Employees shall declare in writing to the Company Secretary (in the case of Directors) or Human Resource Department and Group Chief Financial Officer (as the case may be) any family relationship with other Directors or Employees within the Group or associated companies including any with suppliers, vendors, clients, customers, competitors, individuals or organisations seeking to do business with the Group. Directors and Employees shall avoid or abstain from participating in or making decisions on any business transactions involving their family members.
- 5.1.4 Director or Employee who intentionally misrepresents, makes false or improper claims, or obtains approval by false pretense shall be liable to disciplinary actions, including termination, as the case may be.

5.2 Competition and Fair Dealing

- 5.2.1 The Group is committed to driving business growth and success by upholding the highest standards of ethical business conduct. Directors and Employees of the Group shall respect the rights and deal fairly with the customers, suppliers, and competitors of the Group.
- 5.2.2 Directors and Employees shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other dishonest practices prohibited by the relevant laws and regulations. Such practices include, but are not limited to:
 - 5.2.2.1 rigging a competitive bidding process (including an arrangement to submit bogus bids);
 - 5.2.2.2 misappropriating proprietary information obtained without owners' consent or by inducing disclosures from Directors or Employees of other companies; and
 - 5.2.2.3 taking actions to exclude competitors from the market in jurisdictions where such conduct is prohibited.

5.3 Giving Reference

- 5.3.1 Directors and Employees may only give reference in their personal capacity and are not permitted to use the Group's name, letterhead, logo, or trademark. Only the Company Secretary (in the case of Directors), Human Resource Department, and authorised personnel can issue testimonials in a standardised format pertaining to any Director's or Employee's appointment or employment history.

5.4 Confidential Information

- 5.4.1 Directors or Employees shall not unless authorised to do so, reveal to anyone any trade secrets, patents, trademarks, confidential operations, processes, finances, transactions, or affairs of the Group or any of its customers which he obtains or possesses during the course of appointment or employment.
- 5.4.2 Each Director and Employee is responsible to protect the confidentiality of the Group's information entrusted to him and shall not use or attempt to use or disseminate such information in any manner which may cause damage or loss either directly or indirectly to the Group or its businesses.
- 5.4.3 If the family member of a Director or Employee is a competitor or supplier of the Group or is employed by one, the Director or Employee is expected to exercise extra caution in his communication and conduct to ensure the security and confidentiality of information to avoid conflict of interest situations.
- 5.4.4 Directors and Employees shall also be vigilant to avoid unintentional disclosure by adopting safe practices when transmitting or storing confidential information.
- 5.4.5 This obligation for Directors and Employees to preserve proprietary information shall continue to apply after termination of appointment/employment unless such information has come into the public domain or when disclosure is authorised by Management or required by any order of any court of competent jurisdiction or any competent judicial, governmental or regulatory authority, as the case may be.

5.5 Public Statement

- 5.5.1 The phrase 'public statement' includes the making of any statement or comment to any media e.g. electronic and/or print, the internet, and speaking engagement. It also applies to every kind of correspondence with the media in print and/or electronic form as well as through social media channels.
- 5.5.2 Unless authorised by the Chairman of the Board or Group Chief Executive Officer, all Directors and Employees shall not make any public statements to any person, organisation, or institution nor shall he circulate any such statements made by him or by anyone else that could affect the Group's reputation.
- 5.5.3 Any information to the press or media is to be released by the authorised persons of the Group.

6. Protection of Intellectual Properties, Use of Assets, and Record Retention

6.1 Trademarks, Patents, Inventions, and Brand

- 6.1.1 Any inventions whether new processes, technical know-how, products, or systems created by any Director or Employee during his tenure with the Group which are part and parcel of his job, shall remain as the property of the Group.

6.2 Protection and Proper Use of Assets

- 6.2.1 Directors and Employees shall ensure the safekeeping and protection of the Group's assets, both tangible and intangible from wastage, loss, vandalism or damage, misuse, theft, misappropriation, or infringement of intellectual property rights and ensure their efficient use.
- 6.2.2 Any suspected incident of fraud or theft shall be immediately reported for investigation. The Group's equipment or vehicles shall not be used outside the ordinary course of business. However, incidental personal use may be permitted with prior approval of the authorized personnel of the Group.
- 6.2.3 Directors and Employees shall be responsible for all the assets of suppliers/vendors that are entrusted under their care. The Directors and Employees shall treat those items with the same level of care as with other physical properties belonging to the Group.

6.3 Cyber Security

- 6.3.1 Cyber Security involves the application of a multi-disciplinary collection of resources, processes, and controls to protect the Company's computer systems and its data from the occurrences of attack, theft, or damage. As a service provider, it is vital to protect the data entrusted to the Company by business partners and customers. Employees are required to comply with the Company's policies and procedures to maintain a high level of security and trust.
- 6.3.2 Employees must protect their access credentials and not share them under any circumstances. The information must be classified according to their confidentiality and only handled, stored, and shared as prescribed. Employees should work on assigned hardware and approved software only and exercise caution when using email and the internet and avoid phishing exploits and malware. The security software installed on computers is to protect employees and the company; they must not be tampered with or circumvented. Employees shall consult the IT Manager when in doubt about the right action to take on cyber security issues.

6.4 Record Keeping

- 6.4.1 The Group requires complete, accurate, and timely recording and reporting of information in order to make informed business decisions.
- 6.4.2 All expenses incurred by Employees shall be authorized, documented, and recorded accurately.
- 6.4.3 All of the Group's books, records, accounts, and financial statements will be maintained in reasonable detail. They will appropriately reflect the Group's transactions and will conform both to applicable legal requirements and to the Group's system of internal controls.
- 6.4.4 All of the Group's records are handled according to the appropriate level of confidentiality, in accordance with any applicable policies and procedures and in conformity with all applicable laws and regulations.

7. Employment Practices & Conduct

7.1 Human Rights

- 7.1.1 Directors and Employees shall respect the fundamental dignity of every human being and their rights.
- 7.1.2 The Group prohibits the use of forced labour, human trafficking, and exploitative child labour and expects its suppliers and/or vendors to respect this principle as well.
- 7.1.3 The Group prohibits mental or physical intimidation, verbal abuse, and inducement of force as well as the threat of any such treatment.
- 7.1.4 The Group promotes safe and healthy working conditions with no forced, indentured, or illegal labour.

7.2 Safety and Health

- 7.2.1 The Group provides a safe and healthy workplace for all our employees and strives to reduce the environmental impact of our operations. The Group ensures that all business activities are conducted in a manner that protects the safety and health of our employees, visitors, contractors, suppliers, vendors, and any other third party.
- 7.2.2 The Group promotes health and safety in the workplace by always wearing proper protective equipment and continuously promotes health and safety consciousness, and related programs in the plant.
- 7.2.2 Directors and employees are responsible for creating and maintaining a safe and healthy workplace by adhering to the Occupational Safety and Health Act 1994 and by reporting accidents, injuries, and unsafe equipment, practices, or conditions to the appropriate department. Conduct that would jeopardize the safety of others such as recklessness and violence will not be tolerated and is liable to disciplinary action, including termination.

7.3 Discrimination and Harassment

- 7.3.1 The Group is committed to the prevention and elimination of discrimination and any kind of harassment in the workplace. Discrimination against or harassment or slurs of any employee in regard to race, colour, ethnic background, gender, disability, religion, age, sexual orientation, maternity, as well as other individual attributes or statuses that may be protected by law, will not be tolerated. Directors and Employees are strictly prohibited to engage in any form of sedition, discrimination, and harassment.
- 7.3.2 Directors and Employees shall avoid making derogatory remarks and portraying inappropriate behaviour that could cause misunderstanding and be taken as sedition, discrimination, or harassment.
- 7.3.3 Physical, psychological, sexual, or verbal harassment in any form or any illegal threats made against or between any employees, is prohibited. This Code also extends to harassment of or by vendors, independent contractors, and others who do business with us. It also prohibits retaliation of any kind against individuals who file complaints in good faith or who assist in an investigation.

8. Reporting and Whistle-blower Protection

8.1 Reporting of violations and suspected violations

- 8.1.1 Directors and Employees are encouraged to report, verbally or in writing, promptly and in confidence, any evidence of any improper practice or unethical behaviour or if they are in doubt about the best course of action in a particular situation.
- 8.1.2 There will be no retaliation against Directors and Employees for reporting a suspected violation in good faith or participating in an investigation of a suspected violation. All complaints shall be properly investigated. Directors, Employees, and any other parties involved are expected to cooperate during the internal investigations of the alleged misconduct.
- 8.1.3 Procedures for reporting violations and suspected violations are encapsulated within the Group's Whistleblowing Policy and Procedures that are made available on the Company's website.

9. Review of the Policy

- 9.1 This Code has been approved by the Board and is available on the Company's website. This Code shall be periodically reviewed and amended by the Board, as and when necessary to be kept relevant.
- 9.2 Directors and Employees are required to strictly observe and apply the provisions encapsulated in this Code.
- 9.3 Directors and Employees are obliged to understand that any breaches of the application and conduct in this Code may result in a disciplinary action by the Group, including termination, as the case may be.

Date: 28 March 2023

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