



A Member of  **MMC** Group

Northport (Malaysia) Bhd 198501014394 (146850-A)

Business Associates Code of Conduct

Revision 1

Approved by:

Board of Directors, Northport (Malaysia) Bhd

22 February 2024

PREFACE

Northport (Malaysia) Bhd (“**Northport**”) is committed to maintaining high level of ethical standards in the conduct of its business. All directors, officers and employees of Northport and its subsidiaries are committed to working in accordance with Northport’s Code of Ethics (“**CoE**”) applicable to them as well as to conduct business professionally, fairly, honestly, with integrity and in compliance with all applicable laws and regulations in every jurisdiction that Northport operates.

Northport expects its business associates (customers, tenants, suppliers, vendors, agents, contractors, joint venture partners and representatives, etc.) to maintain similar ethical values and high ethical standards in the conduct of their respective businesses, or during their employment or engagement by/under Northport, or when representing Northport in business transactions with third parties.

This Business Associates Code of Conduct (“**Code**”) is not intended to be an exhaustive list of rules but merely sets out the key principles which Northport expects its Business Associates to adhere to and seeks to provide guidance for certain circumstances that may arise during the conduct of their business with Northport. This Code should be interpreted in the context of all applicable laws. As this Code cannot and does not cover every applicable situation or provide answers to all questions that might arise, all Business Associates are expected to use common sense in determining what is right or wrong, including a sense of when it is proper to seek guidance from their own professional advisors or Company compliance officer on the appropriate course of conduct. If there is anything within this Code that a Business Associate feels that it cannot comply with or which will cause it problems adhering to when carrying out business activities with or for Northport, such Business Associate must inform Northport immediately.

If Business Associates become aware of any potential or actual problems or incidents that happen during its conduct of business with or on behalf of Northport that may lead to a conflict or breach of the guidelines set out in this Code, Northport expects to be notified by such Business Associates, as soon as possible, to enable Northport and the Business Associates to promptly take appropriate corrective actions and/or mitigation steps.

This Code may be modified from time to time by Northport. Any changes to this Code will be made available and accessible to the Business Associates through Northport’s official website: <https://www.northport.com.my>. Every Business Associate agrees to be bound by the provisions contained in the Code as may be amended, substituted and/or varied at any time and from time to time.

If there is any question regarding this Code and you would like to discuss how this Code applies during conduct of business with Northport, please contact the Integrity Team at integrity@northport.com.my. If you would like to report any breach of this Code, please report either by email to nmbwbreport@mmc.com.my or by post to the Head, Internal Audit, Northport (Malaysia) Bhd, Jalan Pelabuhan, Pelabuhan Utara 42000 Pelabuhan Klang, Selangor Darul Ehsan.

NORTHPORT (MALAYSIA) BHD
22 February 2024

Amendment Controls

Revision	Revision Date	Description of Revision
0	3 August 2022	Initial release.
1	22 February 2024	Update a new whistleblowing email address; nmbwbreport@mmc.com.my

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1.0 Glossary

Term	Description
“Approved Vendor List” or “AVL”	Means the compiled list of all vendors, suppliers or service providers approved by Northport as sources to provide any equipment or goods (or part thereof) and/or services.
“Business Associates”	Includes any one or more of the following:- i. Customers; ii. Tenants; iii. All suppliers registered under Procurement Department in Northport Approved Vendor List (“AVL”); iv. Northport Potential Suppliers that participates in the bid, consultants and any third parties acting for and on behalf of the Northport Supplier. v. A person or entity, where Northport may potentially engage or has engaged with or entered into a commercial arrangement vide business dealings to collaborate with such person or to form an alliance through a letter, contract/agreement or memorandum of understanding. vi. Bidders, contractors, consultants or service providers.
“Code”	Means this Business Associates Code of Conduct or any amendment, substitution and/or variation made thereto.
“MMC Vendor Code of Conduct”	Means the code adopted from MMC’s directive to all operating companies under the Group specifying the policies, which governs the business conduct in relation to Employees and Suppliers.
“Northport”	Means Northport (Malaysia) Bhd and its subsidiary companies.
“Northport Employees”	Means those designated as permanent, probationary, temporary, intern, fixed term contract, contract for services.
“Northport Board of Director(s)”	Means any person occupying the position of Northport’s Board of Directors, including as an alternate or substitute director.

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Business Associates Code of Conduct

2.0 Objectives of the Code

- 2.1 The Code establishes a set of obligations on business and ethical practices as well as professional conduct expected from all Business Associates employed or engaged under or working with/for Northport.
- 2.2 The Code seeks to enhance the standard of corporate governance and corporate behaviour as well as to uphold the spirit of corporate responsibility and social responsibility in line with existing rules, regulations and guidelines for conducting business.
- 2.3 This Code is designed to deter wrongdoings and to foster positive ethical values, among others:-
 - a. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - b. respect of confidentiality and intellectual property;
 - c. compliance with applicable laws, rules, codes and regulations;
 - d. prompt internal reporting of any violations of this Code; and
 - e. accountability for adherence to this Code.

3.0 Scope of the Code

- 3.1 The Code is formulated in the spirit of Northport intending to form a business relationship with its Business Associates, including their respective directors, employees, contractors, agents, supplier representatives and/or other business associates.
- 3.2 All Business Associates shall ensure this Code and all information and ethical values contained therein are effectively communicated throughout their respective organisation(s).
- 3.3 All Business Associates are expected to adhere to all general principles as well as to comply with all specific provisions contained in this Code that are applicable to them as well as other policies adopted and implemented by Northport.
- 3.4 The written acknowledgment by the respective Business Associates of having accepted the provisions contained in this Code is a pre-requisite in every contract for supply, service contract, letter of offer, appointment or engagement, or any official document formalising a business relationship with Northport.

4.0 Compliance to the Code

- 4.1 It is the responsibility of the Business Associates to ensure that its directors, employees, contractors, agents, supplier representatives and/or other Business Associates understand and comply with this Code. Any further information required, please contact our Integrity personnel at integrity@northport.com.my.
- 4.2 Business Associates must report any potential or actual breach of this Code to Northport in practical timing, where possible.
- 4.3 Northport urges all Business Associates to cooperate in any investigation that Northport may be conducting in relation to any allegation of inappropriate or unethical behaviour involving Northport's directors, employees or Business Associates pursuant to any business dealings, procurement activity, or business activities.

- 4.4 Northport reserves the right to take any action that Northport deems fit against the Business Associates for breaching this Code, including:-
- a. suspension or termination of contract;
 - b. deduction of any amount of money paid or promised to be paid, either wholly or partly;
 - c. requiring the Business Associates to substitute, terminate or cease to engage or employ any representative who breached the Code or acting inconsistently with this Code; and/or
 - d. disqualify or blacklist the Business Associates from participating in any tender or procurement exercise.
- 4.5 Furthermore, any violations of this Code may also constitute violations of the law, some of which may require Northport to report the Business Associates to the authorities and/or may result in civil and/or criminal proceedings.

5.0 Compliance with laws and regulations

- 5.1 Northport adopts the true spirit and principles enshrined in good corporate governance, among others, by conducting its business professionally, fairly, honestly, with integrity and in accordance with the principles and practices as envisaged under the Malaysian Anti-Corruption Commission Act 2009 and any amendment thereof, all applicable laws and regulations, including international and regional laws on combating corruption, bribery and any other unethical behaviours. Mere compliance with the law does not ipso facto absolves Northport's or its Business Associates' ethical responsibility.
- 5.2 Business Associates shall comply with all applicable laws and regulations in all locations and jurisdiction where they conduct business. Business Associates are also expected to ensure that they have obtained all necessary regulatory approvals to conduct their business in the relevant jurisdictions. This includes any licenses, permits, approvals, permission granted by local regulatory and federal authorities, and any applicable industry standards.
- 5.3 When conducting business with or for Northport, Business Associates are responsible for knowing and complying with all applicable laws and regulations.

6.0 Ethical business practices

- 6.1 Northport conducts its business fairly and on arm's length basis considering, amongst others, the quality, pricing, reliability, and availability of the goods and services at all time. Northport expects its Business Associates to conduct business, either with, for, or on behalf of the Northport professionally, with integrity, honesty, fairly, openly, and transparently. Information provided by the Business Associates in the conduct of business shall be true, accurate and not misleading.
- 6.2 Business Associates must uphold the highest standard of integrity and ethical conduct in all business interactions and dealings with/ for Northport.
- 6.3 Business Associates, when dealing with Northport or acting on Northport's behalf, must deal fairly with the customers, suppliers, competitors and employees of Northport, governmental authorities and the general public. Business Associates must not take unfair advantage of or injure anyone through exploitation, manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, fraudulent behaviour or any other unfair dealing practice.

Business Associates Code of Conduct

7.0 Accountability

- 7.1 Northport expects its Business Associates to be fully accountable for the delivery of their contractual obligations, including service rendered and goods provided, on a timely basis in accordance with specific agreements, contracts, or undertaking made with Northport.
- 7.2 Business Associates must perform its duties and responsibilities for Northport with the highest degree of integrity. Integrity requires such Business Associates to perform its work with honesty, diligence, responsibility and in accordance with applicable laws. In the performance of its work, a Business Associates must not knowingly be a party to any illegal activity or engage in acts that are discreditable to Northport. Integrity requires Business Associates to observe both the form and the spirit of the ethical principles contained in this Code.

8.0 Confidentiality of information and data protection

- 8.1 Northport obliges every Business Associate to respect and undertake the confidentiality obligations in respect of any/all personal data, Confidential Information and Intellectual Property of Northport and third parties. Every Business Associate shall procure its directors, employees, officers, agents, contractors and/or representatives to undertake similar confidentiality obligations as imposed upon the Business Associate.
- 8.2 The word “**Confidential Information**” includes all non-public information relating to, among other things, decisions, operations, procedures, plans, earnings, financial or business forecasts, databases, names and addresses, competitive bids, formulas, designs, configurations, technical processes, methods or characteristics of machines, trade secrets, supplies, products or materials, research, development, strategies and know-how, regarding Northport, its customers, suppliers, business partners, business relationships, Northport personnel or shareholders, that might be of use to competitors or harmful to Northport, if disclosed, whether or not the aforementioned are expressly designated as or marked with the word “confidential” or otherwise.
- 8.3 The word “**Intellectual Property**” means any copyright, patents, utility models, trademark, design, database right, topography right, trade, business or company names, trade secrets or other propriety rights or any other rights including the registration of such rights and, including any rights or confidential information, trade secrets, know-how, innovation or data.
- 8.4 All information made available by Northport to Business Associates are for the specific business purpose in relation to the Business Associates. Business Associates shall undertake that all information (including personal data) disclosed, given access to, procured, gathered, collected, received, or handled by Business Associates are confidential and shall not be made available to any third party without the written consent of Northport.
- 8.5 Business Associates shall have in place the necessary systems, policies, and controls to safeguard data privacy and cyber-security to ensure the data and information of Northport which is made available to Business Associates are safe and protected against cyber threats and data loss. The aforesaid systems, policies, and controls to safeguard data privacy and cyber-security shall not be less stringent than the standard imposed by Northport, if any.
- 8.6 Business Associates shall notify Northport in practical ways, where possible, in the event of any suspected, potential or actual breach or non-compliance of data privacy laws and regulations.

- 8.7 If Business Associates anticipate or identify problems adhering to any of the principles set out above during the conduct of business with Northport, it should discuss the matter with Northport Integrity Officer prior to commencement of business or immediately in the event that a problem occurs during the conduct of our business together.

9.0 Conflicts of interest

- 9.1 Business Associates must be sensitive to activities, interests, or relationships that interfere with, or which appear to interfere with, the fundamentals of the business relationship between Northport and the Business Associates. These activities, interests, or relationships are considered “conflicts of interest”. Conflicts of interest situations may impair, or appear to impair, the independence or objectivity of the decision-making process in relation to business decisions between Northport and Business Associates or any judgment that Business Associates may need to make on Northport’s behalf.
- 9.2 Examples include but are not limited to the following:-
- a. direct or indirect relationships with an employee of Northport that may compromise objective decision-making process within Northport; or
 - b. close relationships with a competitor of Northport that may place the Business Associates in an ethically compromised position such as access to sensitive business information.
- 9.3 Business Associates must actively avoid any situation or interaction with any Northport’s directors or employees which might conflict or appear to conflict with the ability of the said employee to act in the best interest of Northport or that may make it difficult to carry out the agreed work/services objectively and effectively.
- 9.4 Business Associates must avoid any act or omission which may give rise to a conflict of interest in the discharge of the Business Associates’ work in relation to the agreement entered into with Northport.
- 9.5 Business Associates must not gain any improper advantage or preferential treatment in their relationship or dealing with Northport’s employees.
- 9.6 Business Associates must declare to Northport if any of Northport’s employees or family member has an interest of any kind in the Business Associates’ business. It includes declaration to Northport if they have any family relationship with any of Northport's employees in the past or in present.
- 9.7 If a Business Associate discovers that, as a result of changed circumstances or otherwise, he/she has become involved in a conflict of interest, the Business Associate must report that conflict as soon as the matter comes to his/her knowledge.
- 9.8 As it is impossible to describe every potential conflicts of interest, we necessarily rely on Business Associates to exercise good judgment, to seek advice when appropriate, and to adhere to ethical standards in the conduct of a Business Associates’ professional and personal affairs.

10.0 Insider trading

- 10.1 No Business Associates shall use price sensitive non-public information or confidential business information, which can affect securities price of the company when it becomes publicly known (“Inside Information”), for personal benefit or the benefit of other persons or entities. Business Associates are prohibited to trade in securities or to provide information to others, including but not limited to family, friends, and business associates to trade in securities of entities relating to the Inside Information until the Inside Information is publicly released.

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11.0 Anti-bribery and anti-corruption

- 11.1 Bribery and corruption acts whether directly or indirectly involve the promising, offering, authorizing, soliciting, or accepting of a gratification, not confined to monetary form, as an inducement to gain or provide, or as a reward for having gained or provided, an undue advantage in which cases such acts could influence the intended recipient's judgement, views, or conduct.
- 11.2 Business Associates are strictly prohibited to, or prohibited to attempt, directly or indirectly, from promising, offering, authorizing, soliciting, or accepting any gratification, to anyone and/or from anyone, that constitutes or could be reasonably perceived as constituting, unfair business inducements or that would violate laws or regulations or our other policies when conducting business for or on behalf of Northport. Business Associates shall not engage in any or all forms of bribery, corruption, extortion, fraud, and embezzlement. This includes the strict prohibition of the use of facilitation payment by Business Associates.
- 11.3 Business Associates are required to comply with the Anti-Bribery Anti-Corruption Policy and other relevant anti-bribery-related policies established by the Northport. Violations of the provision of this Code or the Northport's Anti-Bribery Anti-Corruption Policy may constitute violations of the law and may result in civil or criminal penalties.
- 11.4 All business dealings shall be performed transparently and reflected in the Business Associates' book and record keeping.
- 11.5 Business Associates shall not engage in any unethical or unacceptable business practices in order to obtain or maintain business relationship with Northport.
- 11.6 Business Associates must report to Northport if any of Northport's directors, employees or personnel engage or intended to engage in bribery and corruption. The report can be made directly to Malaysia Anti-Corruption Commission (MACC).

12.0 Anti-money laundering

- 12.1 Northport does not engage in any money laundering or terrorism financing activities and it does not associate itself with such criminal activities of others within its business operations or value chain. Northport will not hesitate to act in accordance with applicable laws and regulations to report any suspicious activity to the authorities where required.
- 12.2 Business Associates performing business for or on behalf of the Northport understand and agree that counterparty due diligence must be performed on them for Northport to understand their business and background, including but not limited to, details of directors and shareholders, and source of proceeds or funds.

13.0 Gifts and business courtesies

- 13.1 The giving and receiving of appropriate gifts may be considered to be common business practice, but also carry the risk of perceived bribery. Northport and its Business Associates understand that appropriate business gifts and courtesies, such as meals, are designed to foster relationships and cultivate mutual understanding among business partners. However, gifts and courtesies should never compromise, or appear to compromise, Northport or its Business Associates' ability to make objective and fair business decisions.

- 13.2 It is the responsibility of both Business Partners' and Northport's personnel to use good judgment in this area. As a general rule, Northport personnel may not give or receive gifts or entertainment from Business Associates unless the gift is in compliance with applicable law and the Company guideline, is insignificant in value and not given in consideration or expectation of any action by the recipient.
- 13.3 Northport has an internal guideline in respect of the receipt of gifts and courtesies with which all Northport personnel are required to comply – this includes reporting and prior internal authorization of the receipt of any gifts and courtesies, with certain exceptions of gifts of de minimis value. Northport may choose to decline to allow the Northport personnel to receive such offers or they may be required to return gifts. If in any doubt about how this policy applies to the Business Associates, please contact Northport Integrity Team at integrity@northport.com.my.

14.0 Political contribution

- 14.1 Any Business Associate must not make any political contributions as a representative of Northport or create the impression that such Business Associate is acting as a representative of Northport. In addition, any Business Associate, when acting on behalf of Northport, must not offer bribes, similar considerations or anything of value to any public employee or any other person or company with the intent of improperly influencing any governmental entity, or such person or company, for the purpose of obtaining or retaining business for, directing business to or otherwise gaining some benefit or advantage for, Northport.

15.0 Child, forced, and involuntary labour

- 15.1 Business Associates are required to strictly adhere to all applicable legal requirements, laws, regulations, and standards establishing a minimum age for employment in the countries in which it operates.
- 15.2 Business Associates shall not tolerate any form of forced or involuntary labour in any of their operations. These include bonded labour, slave labour, indentured labour, or human trafficking.

16.0 Working Hours

- 16.1 Business Associates shall ensure full compliance with all applicable laws and with respect to wage, work hours, overtime, and benefits.
- 16.2 Business Associates shall comply with local minimum wages and compensate employees competitively relative to the market and industry standards.
- 16.3 Business Associates should also ensure that all employees have the rights to sick leave and annual holiday as well as all leave types provided by the legislation in the countries they operate in.

17.0 Workplace Security, Safety and Health

- 17.1 Business Associates shall commit to upholding a workplace for all employees that is free from any acts of physical coercion, violence or threats of violence, verbal, sexual, or psychological harassment, bullying, intimidation, abuse or other harsh or inhuman treatment by either their managers or fellow employees.
- 17.2 Business Associates shall commit to provide their employees with a safe, clean, and healthy working environment in compliance with all applicable laws and regulations.

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18.0 Environment

- 18.1 Business Associates shall operate in a manner that is protective of the environment. At a minimum, to comply with all applicable environmental laws, regulations, and standards. Business Associates shall also comply with any additional environmental requirements specific to the products or services being provided to Northport to meet the necessary requirement in terms of design and product specification.

19.0 Integrity Declaration

- 19.1 Northport may require the provision of integrity declaration by Business Associates during transaction such as vendor registration, tender submission, etc as determined by Northport. Such requirement does not indicate any form of suspicion or distrust, rather they serve as a control measure to protect the integrity of the business relationship between Northport and the Business Associates.

20.0 Accountability for adherence with the Code

- 20.1 Business Associates have a duty to report any known or suspected violation of this Code, including any violation of laws, rules, regulations or policies that apply to Northport and/or the business that Northport and the Business Associates carry out together. Reporting in good faith a known or suspected violation of this Code by others will be considered an action to safeguard the reputation and integrity of Northport and the Business Associates.
- 20.2 If any Business Associate knows of or suspects a violation of this Code, it is such Business Associate's responsibility to immediately report, where practical, the violation through the whistleblowing channel. All questions and reports of known or suspected violations of this Code will be treated with high sensitivity and discretion. Failure to comply with applicable law or with this Code may have serious consequences for both the Business Associate and Northport.
- 20.3 The Board of Directors enforces this Code. If an alleged violation of this Code has been reported to it, the Board of Directors (or its nominated persons) shall determine whether that violation has occurred and, if so, shall determine the actions to be taken, which may include, but not limited to, a review or cessation of business relationship.

21.0 Reporting of Improper Activities / Whistle Blowing

- 21.1 Any irregular business dealings between Business Associates and Northport personnel or any third party must be reported directly through the following contacts:

nmbwbreport@mmc.com.my

All reports shall be treated with the strictest confidentiality and protected under Northport Whistleblowing Policy.

- 21.2 Alternatively, Business Associates can report any bribery/corruption case directly to Malaysia Anti-Corruption Commission (MACC).

22.0 Conclusion

- 22.1 This Code contains general guidelines for the conduct of business with, or on behalf of, Northport, consistent with the highest standards of business ethics.
- 22.2 We expect all Business Associates to adhere to this Code. Each Business Associate is legally and ethically responsible for the actions of their employees. If any Business Associate engages in conduct prohibited by law or this Code, they will be deemed to have acted outside the scope of their engagement by Northport.
- 22.3 This Code is in addition to and supplements any existing Northport policy relating to a similar or related subject matter.

23.0 Business associates acknowledgement

I/We confirm that I/we have read the Business Associates Code of Conduct and agree to abide by the Code.

Signature:

Name:

Designation:

Company Stamp:

Date: