



**BARAKAH OFFSHORE PETROLEUM BERHAD**  
**Registration No.: 2012017022(980542-H)**

## **CODE OF ETHICS AND CONDUCT POLICY**

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## 1. GENERAL

Code of Ethics typically spells out the moral values and principles of Barakah Offshore Petroleum Berhad (“Barakah” or the “Company”) and its subsidiary and associate companies (collectively refers to as the “Group”) reflected in Group’s culture that the Group pursues its business whilst Code of Conduct reflects the decent behaviour that is acceptable in the workplace in compliance with said values and principles by which the Board Directors, Management and all Employees (collectively refers to as the “Party”). The Party shall be held accountable in observing such values and principles. The code of ethics shall sit alongside with the code of conduct, together providing ground rules for the Party’s behaviour and action in articulating the Group’s business ethos, in line with the legislation, regulations and guidelines in administrating the Group.

The Group shall adopt this Code of Ethics and Conduct Policy, which clarifies the standards of ethical conduct required of the Party to be complied. Therefore the Board had formalised the establishment of this corporate culture which engenders ethical conduct that permeates throughout the Group. The Party are to be committed to ethical values through this code of ethics and conduct policy herein, and ensuring the appropriate internal systems are implemented thus, ensuring its compliance and promoting appropriate communication and feedback channels, including that facilitate whistleblowing. It is expected with this implementation, it shall establish a fine standard of competence for corporate accountability, professionalism and trustworthiness to uphold good corporate integrity.

## 2. SCOPE OF ETHICAL CONDUCT POLICY

It is important that the Party should have knowledge and understanding of the potentially unethical and legal issues that adversely impact the Group. To monitor the ethical and compliance obligations of the Group effectively, the Party shall need to understand its job functions, work expectation, the Group’s structure, its environment and to be conscious of the Group stakeholders’ (i.e. shareholders, employees, regulators, creditors, clients, etc) Interest.

The Code requires the Party of the Group to adhere to the following duties and principles:

- i. To act in the best interest of the Group;
  - The Party shall act in the best interest of the Group and use reasonable care, skill and diligence in the discharge of the duties of his/her office within the prescribed limits of mandate and authority.

- The Party should ensure at all times that his/her work is discharged properly and effectively.
  - The Party should at all time act with utmost good faith towards the Group in any transaction and to act honestly and responsibly in the exercise of his obligation in discharging his duties, for the benefit and prosperity of the Group.
  - The Party shall be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Group is at stake.
- ii. Compliance With Laws;
- The Party shall comply with the laws and regulations governing their conduct. The Party shall have a responsibility to be sufficiently familiar with any legislations or regulations that apply to their positions in the Group, and to be able to recognize potential liabilities, seeking advice from his/her superior where appropriate in accordance with the policy.
  - The Party should be kept informed of the Group's compliance with the relevant legislation and contractual requirements Group in order to be effective in corporate management. These include accounting standards, labour laws, environmental, safety and other requirements required by law.
- iii. Safeguarding Confidentiality;
- The Party shall safeguard confidential information of the Group at all times and except where authorised by the LOA or as required in discharging of its duties or obligation to the Group or if such disclosure is required by the law.
- iv. Conflict of Interest;
- The Party should disclose immediately all contractual personal interests whether directly or indirectly with the Group. The Party should neither divert to his/her own advantage any business opportunity that the Group is pursuing, nor may use confidential information obtained for his/her own advantage or that of others.
  - Anyone of the Party who is affected by an actual or possible conflict of interest shall excuse themselves from that part of any meeting, which discusses the matter or thing in relation to which there is or may be conflict of interest for him/her.
  - The Party involved shall advise his/her superior, of any outside activities, (financial or business interests or relationships) which may give rise to an actual or perceived conflict. The superior shall advise to his highest authority in his organisation (i.e. President & Chief Executive), who shall determine the appropriate course of action to handle to conflict. In the case of Directors directly to the Board

Directors, where the Chairman or Deputy Executive Chairman shall determine the appropriate course of action to handle the conflict.

- v. Disclosure Is Required For Wrongdoing or Breaches of Code;
  - The Party is required to report to the Chairman ARMC for the misconduct of another Party of the Group whom the he/she has reasonable grounds to believe the suspect has done something unethical or illegal; and breaches of this Code, including violations of laws, rules, regulations or the Group's Policies. The Group has adopted a dedicated Whistle Blowing Policy to handle the Wrongdoings issues.
  
- vi. Health, Safety and Environment (HSE);
  - The Group emphasises great importance of HSE Policy in protecting the health, safety and Environment of its internal and external parties (clients, employees, visitors and the public, etc). The Party is expected and required to comply with all relevant workplace health, safety and environment laws and current policies are the Health, Safety & Environment (HSE) Policy, Drug and Alcohol Policy and Chemical Usage Policy. *See attachment.*
  - The Party shall ensure adequate safety measures and proper protection at the workplace to avoid any mishap or injury.
  
- vii. Use of Group's Resources;
  - The Party shall use the Group's assets with full responsibility and for proper official purposes only during appointment and/or employment with the Group. Improper use includes unauthorised personal use of the Group's assets, data or resources are not allowed (i.e. computer, software, vehicles, facilities, materials and supplies) and/or using it in any way in violation of any local laws or any law applicable or Group's regulations (i.e. accessing and downloading inappropriate or unlawful material).
  
- viii. Personal and Family Relationships;
  - A Party who has a personal or family relationship with another Party in the Group shall give his/her highest superior in his organisation notice of such relationship and shall take all reasonable steps to ensure that the relationship does not affect the credibility or reputation of the Group nor causing any conflicts.

- ix. Know Your Work & Products;
  - The Party shall be evaluated based on knowledge, contribution, commitment and their objectives laid out in the Key Performance Index and are to work without fear or favour and always have the Group's interest at heart so that Group can implement a culture of cooperation to improve the Group's efficiency.
  
- x. Authorised Commitment;
  - The Party shall have no authority whatsoever to commit the Group verbally or in writing, to anything unless being conferred authorised limits in writing to approve or commit as stipulated in the Limits Of Authority.
  - The Party shall refrain from giving false impression to any party that he/she has the authority to commit the Group or mislead any party that Group has agreed to accede to his/her request.
  
- xi. Provision of Accurate Information;
  - The Party shall ensure that all information given their course of work is accurate. The Party shall provide complete information so as not to mislead his/her superior/management/ EXCO/Board of Directors.

Breach of this code or any of these policies may result in disciplinary action, including removal /dismissal of position/employment.

### **3. REVIEW OF THE CODE**

This policy shall be updated where and when necessary to ensure that it continues to remain relevant and appropriate. Any changes to it must be approved by the Board.