



EURO HOLDINGS BERHAD

[Registration No. 200401008055 (646559-T)]

(Incorporation in Malaysia)

CODE OF BUSINESS CONDUCT AND ETHICS

1. INTRODUCTION

The Code of Business Conduct and Ethics (“the Code”) is formulated to enhance the principles and standard of corporate governance, corporate behaviour and business ethics and conduct of Euro Holdings Berhad and its subsidiaries (“the Group”) to achieve the following aims:

- To establish a standard of ethical behaviour for Directors based on trustworthiness and values that can be accepted, held or upheld by any one person.
- To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administrating the Company.
- To foster standards to protect and promote the interests of shareholders and all stakeholders.
- To provide guidance to the Board to maintain the confidence of shareholders and other stakeholders in the Company’s integrity.

2. THE CODE

The Board of Directors (“the Board”), the Management and employees of the Group have the commitment to themselves for creating an ethical manner, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board Members and Superior of the Group in order to uphold the highest standards of professionalism and exemplary corporate conduct.

In the performance of their duties, the Board, the Management and employees of the Group should at all times observe the following Codes:

- (a) Directors must represent unconflicted loyalty to the interests of the Company and Group. This accountability supersedes any conflicting loyalty such as that to advocacy or interest Groups and membership on other Boards or staff. It also supersedes the personal interest of any Board Member acting as a consumer of the Group’s services;
- (b) Directors may not attempt to exercise individual authority over the Company and Group except as explicitly set forth in the Constitution and any Group policy and procedure manual in existence. This curtails interaction with the Management, public, press and other entities;



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- (c) Directors will respect the confidentiality appropriate to issues of a sensitive nature;
- (d) Directors must avoid conflict of interest with respect to their fiduciary Responsibilities;
- (e) Directors should have a clear understanding of the aims and purposes, capabilities and capacity of the Company;
- (f) Directors should devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;
- (g) Directors should ensure at all times that the Company is properly managed and effectively controlled;
- (h) Directors should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;
- (i) Directors should insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management;
- (j) Directors should limit his directorship of companies to a number in which he can best devote his time and effectiveness and in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad; each Director is his own judge of his abilities and how best to manage his time effectively in the Company in which he holds directorship. Directors shall notify the Chairman of the Board before accepting new directorship and such notification shall include indication of time to be spent on the new appointment;
- (k) Directors should have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
- (l) Directors should have access to consultancy of independent adviser and to seek independent professional advice at the expense of the Company. The Director who intends to seek such consultation or advice shall notify the Company Secretary of such request. The Company Secretary shall forward the request to the Chairman of the Board for approval. Upon obtaining the Chairman of the Board's approval, the Director shall engage the services of the adviser. All advices and opinions from the advisers shall be reported to the Board;
- (m) Directors should at all times exercise their powers for the purposes they were conferred, for the benefit and prosperity of the Company;



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- (n) Directors should disclose immediately all contractual interests whether directly or indirectly, with the Company;
- (o) Directors should neither divert to their own advantage any business opportunity that the Company is pursuing nor may they use confidential information obtained by reason of their office for their own advantage or that of others;
- (p) Directors should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of their powers in discharging their duties;
- (q) Directors should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake;
- (r) Anti-Bribery and Corruption
 - The Group is committed to observe high standards of business, professional and ethical conducting all its business dealings and relationships wherever it operates and in implementing and enforcing effective systems to counter bribery and corruption.
 - Employees shall not offer, give, solicit or accept any bribes in order to achieve any business or personal advantage for themselves or others or engage in any transaction that contravene any applicable anti-bribery or anti-corruption laws.
 - Employees are discouraged from giving or accepting gifts, benefits or entertainment from a third party containing excessive value that would constitute a violation of laws or that could affect, or appear to affect, the professional judgement or create the impression of improperly influencing the respective business relationship;
- (s) Whistleblowing
 - The Group has put in place a Group-wide Whistle-blowing Policy to uphold the highest standards of professionalism, integrity and ethical behaviour in the conduct of its business and operations.
 - This policy sets out procedures which enables Employees and Stakeholders to raise genuine concerns regarding actual or suspected unethical, unlawful, illegal conducts, including violations to the Code.
- (t) Directors who possess inside information shall not:-
 - (i) deal in securities; or
 - (ii) communicate such information to any unauthorised persons, for the benefit of himself or any other persons.



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When dealing in the securities, a Director shall comply with the relevant laws on trading in securities and observe the processes and procedures in the Bursa Securities Main Market Listing Requirements.

Employees who are in possession of market sensitive information are not allowed to trade in securities of the Company or another listed company if that information has not been made public. Employees are also prohibited from disclosing any non-public price sensitive information to any third party.

(u) On relationship with *Shareholders, Employees, Creditors and Customers*

- Directors should be conscious of the interest of the shareholders, employees, creditors and customers of the Company;
- Directors should at all times promote professionalism and improve the competency of management and employees; and
- Directors should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

(v) On *Social Responsibilities and the Environment*

- Directors should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;
- Directors should ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
- Directors should ensure that the activities and the operations of the Company do not harm the interest and well-being of society at large and assist in the fight against inflation; and
- Directors should ensure that necessary steps are taken in accordance with the law to properly wind-up or strike off the company if the Company has not commenced business or has ceased to carry on business and is not likely to commence business in the future or resume business, as the case may be.

(w) On compliance with *Laws and Regulations*,

- The activities, business environment and products are subject to certain laws, regulations and licensing conditions. Directors must ensure that they are updated with these laws, regulations and license conditions applicable to their activities and comply with them accordingly;
- The Group upholds the principle of diversity of workforce, equal opportunity, non-discrimination and fair treatment in all aspects of employment, including



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recruitment and hiring, compensation and benefits, working conditions, training, rewards and recognition, career development and retirement. Employees must strive to create a workplace where everyone is treated fairly and equally.

- Directors to ensure that the Company is committed to providing a safe working environment for all its personnel and visitors within the premises in accordance with the Occupational Safety and Health Act 1994 (Act 514). Health and safety support and training will be provided to the employees so that they understand their occupational health and safety obligations and diligently comply with all health and safety requirements, policies and procedures set out by the Company. Safety is everyone's responsibility; and
- Directors should ensure that the Company is committed to providing a work environment that is conducive, safe, and free from any form of harassment, threat, intimidation, violence, or any other inappropriate behaviour. Employees are responsible for reporting any harassment, intimidation, offensive or inappropriate behaviour to their immediate Superior. All complaints or grievances will be investigated and appropriate action will be taken to stop such conduct and prevent future occurrences.

3. Review of the Code of Business Conduct and Ethics ("the Code")

The appropriateness and effectiveness of the Code will be continuously monitored and shall be revised as and when the need arises. Amendments to the Code must be approved by the Board of Directors of the Company.

This Policy is reviewed and approved by the Board on 24 October 2024.