

ORION IXL BERHAD
(Company No. 554979-T)
(Incorporated in Malaysia)

BOARD POLICY ON CODE OF BUSINESS CONDUCT & ETHICS

This Code of Business Conduct & Ethics Policy has been adopted by the Board of Directors (“Board”) to provide clear guidance to all Employees at all levels of Orion IXL Berhad (“Orion”) and its subsidiaries (“Orion Group” or “Group”) to ensure a consistent approach to business practices throughout the Orion Group.

This Code is not meant to cover all possible situations that may occur. It is designed to provide a reference and guidance. Employees should seek guidance when they are in doubt about the proper course of action in any given situation as it is the ultimate responsibility for each employee to ‘do what is the right things to do’.

Employees for the purpose of this Policy includes all Directors of the Company both Executive Directors and Non-Executive Directors.

This Code is accessible on the Company’s website at www.orionixl.com.my.

I. Policy Purposes

1. The aim of this Policy is to ensure that all Directors and employees of the Group act in the best interest of the Group in the course of conduct of their affairs, striving at all times to enhance the reputation and performance of the Company.
2. The rights of fellow Board members, employees and all stakeholders must be respected and each person must be accorded equal opportunity without regard to their race, colours, creed, religion, national origin, age, sex, marital status, lawful alien status, mental or physical disability, sexual orientation or gender identity.
3. Misconduct cannot be excused and all parties are expected to alert management whenever an illegal, dishonest or unethical act is discovered or suspected.
4. Orion conducts its affairs consistent with all applicable laws and regulations where it carries out its business. Business practices, customs and traditions may differ from state to state, country to country, community to community and entity to entity. Where conflicts arises between Orion’s practices and the practices, customs, laws or traditions in any particular matter and if the conflict cannot be resolved, Orion will not proceed with the proposed action giving rise to that conflict.

II. Policy Scope

1. Respect for the Law
2. Conflicts of Interest
3. Corporate opportunities
4. Insider Trading
5. Confidential Information
6. Fraud, protection of company assets
7. Bribery and corruption, Favours, Gifts, Meals, Entertainment
8. Discrimination and harassment
9. Reporting Violations
10. Conclusion

1. Respect for the Law

Orion, its Directors and all employees are bound by all applicable laws, rules and regulations.

Compliance with all applicable laws and regulations must be observed and all employees must adhere to all internal company policies, rules and regulations specific to the Orion Group which may go beyond what is requested by law.

2. Conflict of Interest

A Conflict of Interest occurs where personal interest of an employee competes with the interest of the Orion Group.

All employees shall avoid putting themselves in a position of conflict of interest whenever possible.

Where a conflict of interest situation arises, or has occurred or where an employee becomes aware that he faces a situation that may involve or lead to a conflict of interest, the employee shall disclose the situation to his Head of Department or the Head of Human Resources Department to resolve the situation in a fair and transparent manner.

In respect of Senior Management level upwards, the concerns should be brought to the attention of the Executive Directors and in respect of the Board level, it should be brought to the attention of the Board.

All Directors are required to observe and comply with:

- (a) the provisions of the Companies Act 2016 in respect of Sub-Division 3 – Directors Duties and Responsibilities.
- (b) Article 114 of the Company's Constitution.
- (c) the provisions of Chapter 10 of the Bursa Malaysia Securities Berhad's ("Bursa Securities") ACE Market Listing Requirements ("AMLR").

3. Corporate Opportunities

All employees shall not compete with the Orion Group or take personal advantage of business opportunities that arose or discovered during the course of their employment unless Orion expressly waives its interest in pursuing such opportunity.

Where any employees desire to pursue business opportunities that Orion is interested or engaged in, they shall inform their Head of Department or the Head of Human Resources Department who will then seek clearance from the Management or Board where applicable.

In respect of Senior Management level upwards, the issue should be brought to the attention of the Executive Directors and in respect of the Board level, it should be brought to the attention of the Board.

4. Insider Trading

As a general policy, all employees of the Group are discouraged from engaging in speculative trading (as opposed to investing) in the Company's listed securities, and are reminded to observe the prohibitions imposed on "insiders" in relation to Insider Trading under the Capital Markets and Services Act 2007.

In addition to this, all Directors and key management personnel, identified and designated pursuant to the Board's Corporate Disclosure Policy ("designated key management personnel") are required to comply with Bursa Securities' Listing Requirements on Dealings in Listed Securities under Chapter 14 of the AMLR.

5. Confidential Information

Confidential Information comprises of any information that is not or has not been released to the public and includes business and trade secrets, business, marketing and service strategies and plans, research information, reports and data, business ideas, products, designs, databases, records, human resource information, and any non-published financial and non-financial data or other data deemed by Orion to be confidential and secret.

Unless required by law or authorised by Management, all employees shall not disclose, divulge or reveal any confidential information, allow or facilitate the disclosure of such confidential information.

All employees are required to use their best effort and endeavour to avoid unintentional disclosure of confidential information including taking precautions and care when storing or transmitting confidential information.

6. Protection and preservation of Company Assets and Financial Records

All employees shall safeguard and make proper and efficient use of Orion's assets and financial records.

All employees shall use their best efforts and endeavour to protect the Company's assets and financial records from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets including trademark, know-how, confidential or proprietary information and information systems.

Orion reserves the right to monitor and inspect how its assets and financial records are being used by its employees including inspection of all correspondence, e-mails, chat messages, data and files kept on Company's network terminals.

7. Bribery, Corruption, Gifts, Meals and Entertainment

Bribery - Bribery is the offering, promising, giving, solicitation or the receipt or agreement to receive any financial or other advantage, or any other inducement from any person or company, (wherever they are situated and whether they are a public official or body, or a private person or company) by an individual employee, agent or other person or body acting on another's behalf.

Corruption – Corruption is the abuse of entrusted power for a private gain.

Orion does not condone bribery or corruption in any form carried out by any employee or party acting on behalf of the Company to gain any unfair advantage in any business conduct or dealing of the Company.

Orion shall not make any political contributions of whatsoever nature in the jurisdictions that it operates in.

To ensure proper and high standards of behaviours, employees shall not be influenced in the performance of their responsibilities by receiving favours, gifts, meals, entertainment and other forms of gratification, nor shall they try to improperly influence others by providing such favours.

Employees may only offer or accept reasonable favours, gifts, meals, entertainment or gratifications which are appropriate or symbolic or commemorative gifts in nature in respect of the occasion, function or celebration. Where in doubt the employee should highlight and clarify to their Head of Department of the Human Resources Department for clearance.

The prevention, detection and reporting of bribery or corruption is the responsibility of all employees. Reports can be made to the following person under Orion's Whistle Blowing Policy:

- Audit Committee Chairman

8. Discrimination & Harassment

Orion respects the privacy, dignity and personal rights of all employees and is committed to ensuring a workplace environment which is free from any discrimination and harassment of whatsoever nature.

The rights of fellow Board members, employees and all stakeholders must be respected and each person must be accorded equal opportunity without regard to their race, colours, creed, religion, national origin, age, sex, marital status, lawful alien status, mental or physical disability, sexual orientation or gender identity.

Employees who feel that they have been discriminated against are encouraged to raise their concerns to the Head of Department or to Head of Human Resources Department or the persons designated under Orion's Whistle Blowing Policy.

9. Reporting Violations

The maintenance of a strong and highly ethical environment with business conduct carried out with utmost integrity must be reinforced by an efficient reporting structure.

If you are aware of or suspect misconduct or violations of any nature outlined in this Policy, you must report it to the appropriate level of Management.

You are to report in priority firstly to your Head of Department, or failing him the Head of Human Resources Department.

If after speaking with the appropriate levels of Management or you feel uncomfortable speaking to them, you may (if you wish) elevate your concerns to any of the Executive Directors, or failing them to the **Senior Independent Non-Executive Directors (if any)**.

Head of Human Resources Department

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Chief Executive Director

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Any reports that involve the Executive Directors, Non-Executive Directors or Financial Controller (Chief Financial Officer designate) must be communicated to the Chairman of the Board and/or Chairman of the Audit Committee.

Your report/calls/emails will be dealt with the strictest confidentiality and will only be disclosed and shared in order to address the matters appropriately. Regardless, the Board wishes to assure you that the Board will shield and protect you from any retaliation by any other employees of the Orion Group.

10. Conclusion

- (a) This Policy Code applies to all Employees of the Orion Group (including all Directors).
- (b) Any reports made will be thoroughly investigated and if such violation proven, appropriate disciplinary actions will be taken by the Management with the sanction of the Executive Director's or the Board depending on the nature and level of the Breach including dismissal and termination.