SECTION IX: CODE OF CONDUCT AND ETHICS
## Document control

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<td>1.</td>
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## Abbreviation and Full Name Table

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<tr>
<th>Abbreviation</th>
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<tr>
<td>CEO</td>
<td>Chief Executive Officer</td>
</tr>
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</table>
| Functional Head or FH | i. The head of a Division of a Director level; or  
                           ii. The head of Department who must be of at least Manager level |
| HR           | Human Resource |
| Iclif or the Company | The Iclif Leadership and Governance Centre |
| Management   | Management of Iclif |
| BOD          | Board of Directors |
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## 1. DEFINITIONS

<table>
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<th>Term</th>
<th>Definition</th>
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<tr>
<td>Code</td>
<td>Refers to the Code of Conduct and Ethics</td>
</tr>
<tr>
<td>Disciplinary Proceedings</td>
<td>Refer to Iclif’s Disciplinary Proceedings as stated in Section IX(E) of the Code of Conduct.</td>
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<tr>
<td>Disclosure</td>
<td>Means to report or disclose an action or suspected action taken within the Company that is illegal, fraudulent or in violation of any adopted codes and/or policies of the Company.</td>
</tr>
<tr>
<td>Stakeholder</td>
<td>Refers to independent contractors, consultants, customers, third party suppliers, vendors, members of the public and such other persons who has direct or indirect business dealings with Iclif.</td>
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</table>
2. INTRODUCTION

2.1 The Iclif Leadership and Governance Centre ("Iclif" or "Company") was established in 2003 as a not-for-profit organisation and is funded by Bank Negara Malaysia. Iclif strives to maintain the highest code of conduct in its operations and expects its employees to commit themselves to ethical and professional conduct that uphold Iclif’s reputation and organisational values.

2.2 This Code sets out the ethical principles and the standards of conduct expected of all employees and its Stakeholder to comply. The objective of this Code is to build Iclif as a trusted service leader in the advancement of leadership and governance values and practices.

2.3 This Code applies to all levels of employees whether permanent, contract or otherwise, including interns and its Stakeholder.

2.4 For the purpose of this Code, the term "you", "we", "us", everyone or "our" in this Code refer to any person to whom this Code applies. Where more specific references are used (such as "employee"), the more specific reference is intended.

2.5 This Code applies to employees at all times, so long as the employee is carrying out official duties or representing Iclif at conferences, training events, on business trips, meetings and/or attending social work-related events.

2.6 This Code refers to other policies which are integral to, and form part of, this Code. Such other policies (as may be updated from time to time) include:-

2.6.1 Conflict of Interest Code For Employees
2.6.2 Policy on Disclosure of Information Concerning Improper Conduct
2.6.3 Policy on Workplace Harassment
2.6.4 Information Technology Policies and Procedures
2.6.5 Disciplinary Proceedings
2.6.6 Grievance Procedures

In the case of conflict between any of the above policies with this Code, the provisions in the relevant policy will prevail.

2.7 Employees are required to sign and return the Confirmation of Acceptance Form, annexed in Appendix A to the HR Department. By signing the Confirmation of Acceptance Form, the employee has acknowledged and accepts this Policy and pledged to take personal responsibility to uphold the ethical principles and standards of conduct set out in this Code.
3. PRINCIPLES OF ETHICS

3.1 This Code is anchored on four core ethical principles. It also clarifies the standards of behaviour expected for each principle and what it means in practice.

3.2 The standards are intended as a guide to clarify the scope of the principles but are not exhaustive or definitive. Where necessary, we should apply the spirit of the principles and standards to assess what is acceptable professional behavior and good ethics.

3.3 The four core ethical principles are:

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<td>Conduct Our Personal Behaviour In The Highest Professional Manner</td>
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<td>Principle 3</td>
<td>Protect The Interests Of Iclif And Act In Its Best Interest</td>
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<td>Principle 4</td>
<td>Accountability And Transparency</td>
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4. EXPECTED STANDARDS OF CONDUCT AND ETHICS

4.1 PRINCIPLE 1 CONDUCT ICLIF’S BUSINESS AND AFFAIRS WITH INTEGRITY AND PROFESSIONALISM

4.1.1 Iclif is a well recognised Asia-based international centre dedicated to executive education, research, coaching and advisory services in the areas of leadership and corporate governance. As such, in growing and promoting Iclif, we are required to act with the highest standards of integrity and professionalism at all times.

4.1.2 The standards require us to, amongst others:

   (i) discharge the duties entrusted to him/her with due care and diligence by adhering to policies, procedures, guidelines and established practices of Iclif.

   (ii) act in an honest manner and with integrity by treating Iclif’s clients with the highest standard of professionalism by being transparent as to what Iclif can deliver. We must act responsibly and not misrepresent
or over-commit our service level provision purely to conclude a contract or to block a competitor.

(iii) not disclose customers’ information which have been obtained in the course of the employees’ employment or business dealings to other customers or any person, without the permission of Iclif or the owner of the information.

(iv) adhere to Iclif’s Policy of Conflict of Interest Code to avoid situations that may cause a real, potential or perceived conflict of interest between our personal interest and our official duties and responsibilities.

(v) refrain from taking part in actions, agreements, or marketing practices, which may be detrimental to customers, competitors or established social or economic policies or standards.

(vi) diligently ensure that all negotiations, agreements, marketing research, advertising, and presentations of our products, services, or concepts which are done in the course of our duties are done clearly, truthfully and in good faith so as not to mislead or offend Stakeholders; and that these activities are conducted in accordance with the highest standards and generally accepted principles of fair competition.

### 4.2 PRINCIPLE 2

**CONDUCT OUR PERSONAL BEHAVIOUR IN THE HIGHEST PROFESSIONAL MANNER**

4.2.1 We are expected to reflect good work values and ethics in our personal behaviour with regard to how we deal with internal and external customers.

4.2.2 We must:-

(i) carry ourselves in a professional, dignified and respectful manner, maintain decorum towards others and be diligent in creating a harmonious workplace and/or business relationship. This includes treating:-

(a) our colleagues and Stakeholder, with respect, professionalism, dignity, courtesy, honesty and fairness; and

(b) with the same level of professionalism, dignity and respect as for external customers.
(ii) contribute to a workplace that is free of harassment, bullying or discrimination by complying with Iclif's *Policy on Workplace Harassment*.

(iii) encourage positive work habits, behavior, personal and professional workplace relationships and boundaries.

(iv) not engage in behaviour that may bring one’s own reputation or that of Iclif or its clients into disrepute.

(v) use Iclif’s properties and facilities responsibly and take all possible care to protect them from misuse, damage or loss.

(vi) exercise the authority inherent in his/her position responsibly and will not abuse or use any information or facility to benefit himself/herself or other persons whether in exchange for favours that benefit the person concerned or other person such as their friends or family members.

### 4.3 PRINCIPLE 3 PROTECT THE INTERESTS OF ICLIF AND ACT IN ITS BEST INTEREST

4.3.1 Employees are the means through which Iclif conducts its business and manages its affairs. For this purpose, employees are delegated a certain level of authority by the BOD to make business decisions within the confines of the approved Company’s Limits of Authority. Such decisions would include commitments of liabilities on behalf of Iclif including making commitments to make payments or to provide a service or product.

4.3.2 This ethical principle sets out the expectations for employees as to the overriding criteria for making financial decisions and their conduct as stewards of Iclif over resources, facilities and information.

4.3.3 Employees must:

(i) ensure that all business decisions shall be taken with the aim to protect the financial and non-financial interests of Iclif in accordance with the authority delegated by the BOD and within the limits so prescribed, acting always in good faith and in the best interest of Iclif;

(ii) be a responsible, astute and prudent steward over all of Iclif’s facilities and resources under the employee’s care and facilities;
(iii) adhere to Iclif’s *Conflict of Interest Code For Employees* and avoid situations that may cause a real, potential or perceived conflict of interest between the employee’s personal interests and those of the employee’s official duties and responsibilities;

(iv) safeguard and keep confidential all information that comes into the employee’s possession in the course of their employment in Iclif. Such information may include proprietary information of Iclif, information of Iclif’s business associates, external customers or other persons. Disclosure of such information may only be made with the written consent of the Company;

(v) be loyal to Iclif and contribute sincerely and diligently towards the achievement of its goals and values; and

(vi) shall exercise care and maintain the values as stated in this Code when posting statements and/or comments in social media and to ensure that any comments made on social media will not compromise the reputation of Iclif. For the avoidance of doubt this shall include any comments and/or statements made by the employee in his/her personal social media account. In the event an employee is found to have posted comments and/or made statements that is derogatory, inappropriate, disrespectful, etc., the employee concerned may be subject to appropriate disciplinary actions in accordance with the Company’s *Disciplinary Proceedings*.

**4.4 PRINCIPLE 4 ACCOUNTABILITY AND TRANSPARENCY**

4.4.1 For the BOD and Management to manage Iclif well, it is important for us to bring to attention all issues and relevant information expeditiously and in a timely and complete manner so that well-informed decisions can be made expeditiously.

4.4.2 We must:

   (i) be responsible and accountable for the integrity of information, reports and records under our control and to exercise the highest standards of care in preparing information and materials for internal and public communication. Those documents and materials shall:-

      (a) comply with any applicable legal requirements;

      (b) fairly and accurately reflect the transactions or occurrences to which they relate; and

      (c) not contain any false or intentionally misleading or misclassifying information.
be responsible and accountable for the integrity and completeness of information, reports and records presented to Management and to the BOD.

be transparent at all times to the BOD and Management and shall not willfully withhold relevant information that could have implications on the reputation or financial position of Iclif.

not make a public statement detrimental to a policy or decision of Iclif or which may compromise the reputation of Iclif and understand that all media statements and official announcements may only be made by persons authorised by the BOD. If employees receive a request for information and they are not authorised to respond to the enquiry, they must refer the request to the persons so authorised by the BOD.

5. REVIEW OF THIS CODE

This Code shall be reviewed and may be amended from time to time by the Company, to ensure its relevance and effectiveness.

6. DISCLOSURE OF INFORMATION CONCERNING IMPROPER CONDUCT

6.1 To uphold the integrity and to preserve the reputation of the Company, if an employee or a Stakeholder has reasonable grounds to believe that one has done something unethical or illegal in conducting the Company’s business and affairs, he/she is encouraged to make a Disclosure pursuant to Iclif’s Policy for Disclosure of Information Concerning Improper Conduct.

6.2 Any individual disclosing such information will be treated fairly and protected from any resulting reprisals under the Policy for Disclosure of Information Concerning Improper Conduct.
7. BREACH OF THIS CODE

7.1 A breach of this Code by an employee will subject him/her to appropriate disciplinary actions in accordance with the Company’s Disciplinary Proceedings. Depending on the gravity of the misconduct, the repercussions or punishments may include (without limitation) any one or a combination more of the following:-
   (i) suspension of employment
   (ii) dismissal without payment in lieu of notice
   (iii) dismissal without notice
   (iv) demotion or downgrade of job level
   (v) reduction of salary
   (vi) ineligibility to bonus
   (vii) deferment of salary increment
   (viii) written reprimand
   (ix) issuance of letter of warning or admonition

7.2 Failure by a Stakeholder to comply with the principles and standards set out in this Code may result in the termination of the non-complying party’s relationship with Iclif and other adverse consequences.

8. COMPLIANCE

8.1 We must ensure that we comply with:
   (i) all applicable laws and regulatory requirements in Malaysia (or outside Malaysia, if applicable), including but not limited to Personal Data Protection Act 2010, Malaysian Anti-Corruption Commission (Amendment) Act 2018, Companies Act 2016, etc.; and

   (ii) Iclif’s instructions, policies and procedures issued from time to time.
APPENDIX A

CONFIRMATION OF ACCEPTANCE FORM

To The Iclif Leadership And Governance Centre ("Iclif")

I acknowledge that I have read and am familiar with Iclif's Code of Conduct and Ethics ("this Code") including any related policies referred therein and agree to abide by the values and standards set out in this Code. By signing this Confirmation of Acceptance Form, I have pledged to:

(i) ensure that all business decisions shall be taken with the aim to protect the financial and non-financial interests of Iclif in accordance with the authority delegated by the Iclif Board of Directors ("BOD") and within the limits so prescribed, acting always in good faith and in the best interest of Iclif.

(ii) be a responsible, astute and prudent steward over all of Iclif's facilities and resources under my care and facilities.

(iii) adhere to Iclif's Conflict of Interest Code For Employees and avoid situations that may cause a real, potential or perceived conflict of interest between my personal interests and those of my official duties and responsibilities.

(iv) safeguard and keep confidential all information that comes into my possession in the course of my employment in Iclif. Such information may include proprietary information of Iclif, information of Iclif's business associates, external customers or other persons. I agree that disclosure of such information may only be made with the written consent of Iclif.

(v) be loyal to Iclif and contribute sincerely and diligently towards the achievement of its goals and values.

(vi) be responsible and accountable for the integrity of information, reports and records under my control and to exercise the highest standards of care in preparing information and materials for public communication. Such documents and materials shall:
- comply with any applicable legal requirements;
- fairly and accurately reflect the transactions or occurrences to which they relate; and
- not contain any false or intentionally misleading or misclassifying information.

(vii) be responsible and accountable for the integrity and completeness of information, reports and records presented to Management and the BOD.
(viii) be transparent at all times to the BOD and Management and shall not willfully withhold relevant information that could have implications on the reputation or financial position of Iclif.

(ix) not make a public statement and/or posts on social media that is detrimental to a policy, or decision of Iclif or which may compromise the reputation of Iclif and understand that all media statements and official announcements may only be made by persons authorised by the BOD. If I receive a request for information and I am not authorised to respond to the enquiry, I will refer the request to the persons so authorised by the BOD.

(x) Comply with:

   (a) all applicable laws and regulatory requirements (whether in Malaysia or otherwise, where applicable); and

   (b) Iclif’s instructions, policies and procedures issued from time to time

Signed By,

Name: ……………………………………………………..

NRIC No./ Passport No.: …………………………………………………..

Date: ……………………………………………………..