MESINIAGA BERHAD
DIRECTORS' CODE OF CONDUCT AND ETHICS

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1. Overview

High standards of conduct and ethical behaviour are essential to safeguarding the reputation of Mesiniaga Berhad (the "Company") and maintaining the trust and confidence of shareholders, stakeholders, regulators and the public.

The Company is committed to conducting its business with integrity, transparency and accountability. It adopts a zero-tolerance approach to fraud, bribery, corruption, abuse of power, money laundering and any form of dishonest or unethical conduct.

This Code sets out the principles and standards of conduct expected of Directors. It shall be read together with applicable laws and regulations, the Company's Constitution and relevant Company policies.

2. Principles

The principles in this Code draw on recognised corporate governance standards, the Malaysian Code on Corporate Governance and Bursa Malaysia Listing Requirements, where applicable.

2.1. Duty to Act in The Best Interests of the Company

Directors shall act in good faith, in the best interests of the Company, and support a fair, orderly and transparent market. In making decisions, Directors shall take into account the interests of shareholders, employees and other relevant stakeholders.

Directors shall exercise due care, skill and diligence, including devoting adequate time to understand the industry and business environment, actively and constructively participating in deliberations, requesting sufficient information and explanations to support decision-making, and ensuring key deliberations and decisions are appropriately recorded.

2.2. Integrity and Ethical Conduct

Directors shall discharge their duties honestly and with integrity, uphold high ethical standards, and avoid conduct that may bring disrepute to the Company or undermine confidence in its governance.

2. Principles (Cont’d)

2.3. Accountability and Independent Judgement

Directors shall exercise independent oversight and objective judgment, free from improper influence, and make decisions based on merit and in the long-term interests of the Company.

2.4. Sustainability and Long-Term Value

Directors shall take sustainability, environmental, social and governance considerations into account when setting strategic direction and overseeing the long-term performance and resilience of the Company.

2.5. Compliance with Laws and Regulations

Directors shall comply with all applicable laws, rules and regulations, including Bursa Malaysia Listing Requirements, the Company’s Constitution and relevant regulatory guidance.

3. Conflicts of Interest

Directors shall avoid conflicts of interest and promptly disclose any actual, potential or perceived conflict as required under the Company’s Conflict of Interest Policy.

Where a conflict exists, the Director shall comply with the applicable requirements on abstention and other safeguards, in accordance with the Conflict of Interest Policy and relevant laws.

4. Abuse of Power

Directors shall not misuse their position, authority, influence or access to information for personal benefit or to improperly influence decisions, appointments, procurement processes or business outcomes.

Any form of intimidation, coercion, preferential treatment or abuse of authority is strictly prohibited.

5. Anti-Bribery and Corruption

Directors shall not approve, offer, solicit, give or receive any bribe, facilitation payment, gift, donation (including political donation), sponsorship or other benefit that could reasonably be expected to influence, or be perceived to influence, the performance of their duties.

Directors shall comply with all applicable anti-bribery and anti-corruption laws and the Company's Anti-Bribery and Corruption Policy.

6. Anti-Money Laundering and Counter-Terrorism Financing

Directors shall not knowingly engage in, facilitate or support any activity involving money laundering, terrorism financing, or dealings with proceeds of unlawful activities.

Directors shall comply with applicable anti-money laundering and counter-terrorism financing laws and promptly report suspicious transactions or activities in accordance with Company policy and legal requirements.

7. Company Assets

Directors shall safeguard the Company's assets, including physical assets, records, data and intellectual property, and ensure that such assets are used only for legitimate business purposes and not for improper personal gain.

8. Confidentiality and Insider Trading

Directors shall preserve the confidentiality of all confidential, sensitive or non-public information obtained in the course of their duties and shall not misuse such information.

Directors in possession of inside information shall not deal in the securities of the Company, nor encourage or procure others to do so. They shall comply with applicable securities laws and the Company's internal policies on dealing in securities.

The obligation of confidentiality continues after a Director ceases to hold office.

9. Fair Dealing

Directors shall act fairly, honestly and responsibly in all dealings with employees, stakeholders, regulators and the public. They shall not take unfair advantage through manipulation, misrepresentation, abuse of information or other improper practices.

10. Reporting of Violations and Whistleblowing

Directors shall promptly report any actual or suspected breach of this Code, applicable laws or Company policies in accordance with the Company's Whistleblowing Policy and relevant procedures.

Reports shall be treated confidentially. Directors who report concerns in good faith shall be protected against retaliation, victimisation or adverse consequences.

Nothing in this Code prevents a Director from reporting misconduct to an enforcement agency in accordance with the Whistleblower Protection Act 2010. Where appropriate, concerns may also be raised with the Senior Independent Director as an alternative channel, without prejudice to the Whistleblowing Policy process.

11. Enforcement

Any waiver of this Code shall only be approved by the Board and only in exceptional circumstances, subject always to applicable laws and regulations.

12. Review and Publication

This Code shall be reviewed once every 3 years, or sooner to ensure continued relevance and compliance with applicable laws, regulations and governance best practices.

The Code shall be published on the Company's website.

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