

# CODE OF CONDUCT & BUSINESS ETHICS

Country Supplement:

**UNITED KINGDOM**

The MISC Code of Conduct and Business Ethics Country Supplement: United Kingdom is a specific reference for use in United Kingdom. It does not describe all applicable laws or MISC policies, or give full details on any particular law or policy. It does not constitute legal advice. It does not constitute or create a contract of employment. MISC reserves the right to modify, revise, cancel or waive any policy, procedure or condition without notice and without revision of the Code. Moreover, the provisions of the Code may be modified by MISC to adapt them to local laws and conditions.

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## 1. Application

Save as required by law, the Code of Conduct and Business Ethics (the “Code” or “CoBE”) (as supplemented by this Country Supplement for MISC subsidiaries in the UK) does not form part of your contract of employment, letter of appointment, statement of work or equivalent document.

In the event of a conflict between the Code (as supplemented by this Country Supplement) and your contract of employment, letter of appointment, statement of work or equivalent document, your contract of employment, letter of appointment, statement of work or equivalent document shall prevail.



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## 2. Definitions

- 2.1. For the avoidance of doubt, the definition of “family/household” contained in Part I paragraph 3.3 of the Code shall include civil partners.
- 2.2. Part I paragraph 3.4 of the Code shall in the UK be deleted and replaced with the following: “For the purposes of the Code, the term “employee” shall include any person who has entered into or works under a contract of employment with MISC (whether express, implied, oral or in writing), including executive directors and temporary, permanent, part-time and fixed-term employees, in each case, working at all levels and grades and including any such person whilst they are on secondment elsewhere. In addition, for the purposes of this Country Supplement, the term “worker” shall include any person who has entered into or works under any other contract (whether express, implied, oral or in writing) whereby he or she undertakes to do or perform personally any work or services for MISC.”
- 2.3. For the avoidance of doubt, whenever the term “MISC” is used throughout this Country Supplement, it shall be interpreted to mean the relevant MISC group company or companies with which you have a contract of employment, letter of appointment, statement of work or equivalent document (as such documents may be amended or supplemented during periods of secondment). Nothing in this Country Supplement is intended to, or shall be deemed to, establish any direct relationship of employment, appointment, engagement or service between you and any other MISC group company.

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## 3. Duties of Good Faith, Fidelity, Diligence and Integrity

In the case of any director of any of MISC's UK subsidiaries, the duties set out in Part I paragraph 2.2 and Part II A of the Code are without prejudice to the general duties of directors set out in Part 10 Chapter 2 of the Companies Act 2006.

## 4. Confidentiality Obligations

For the purposes of Part II F paragraph 18.4 of the Code, post-termination restrictive covenants (if any) that are applicable to you will be set out in your contract of employment, letter of appointment, statement of work or other similar document with MISC.

## 5. Inventions and Computer Programmes

For the purposes of Part II F section 21 of the Code, the terms governing the ownership of intellectual property rights created by you in the course of your employment, appointment or engagement (as the case may be) will be set out in your contract of employment, letter of appointment, statement of work or other similar document.



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## 6. Outside Employment or Business Activities

For the purposes of Part II G paragraph 27.3 of the Code, MISC may in its discretion as a condition to the granting of permission to take up other employment or gainful activity during the continuance of employment with MISC, require that MISC employees in the UK indemnify MISC in writing for any loss that may be suffered by MISC as a result of MISC subsequently withdrawing that permission.

## 7. Equal Opportunities, Non-Discrimination and Anti-harassment Policy

The definition of “sexual harassment” contained in Part III paragraph 5.3 shall in the UK be deleted and replaced with the following:

“sexual harassment” means unwanted conduct of a sexual nature which has the purpose or effect of:

- a) violating a person’s dignity; or
- b) creating an intimidating, hostile, degrading, humiliating or offensive environment for them.

## 8. Substance Misuse (Drug and Alcohol Abuse)

For the avoidance of doubt, Part III paragraph 8.2 of the Code requires MISC to seek the advance written consent of MISC employees in the UK before undertaking any drug screening procedure.

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## 9. Smoke Free Policy

### 9.1 Introduction

This policy applies to you as well as to any visitors to MISC's premises in the UK. It has been designed to protect such persons from exposure to second-hand smoke and to assist compliance with the Health Act 2006.

### 9.2 Policy Statement

It is the policy of MISC that all of our workplaces are smoke-free and that each of you and every visitor to MISC's premises in the UK have a right to work in a smoke-free environment.

Smoking is prohibited in all enclosed and substantially enclosed premises in the workplace. This includes company vehicles.

### 9.3 Implementation

Overall responsibility for policy implementation and review rests with the Head of Human Resources who will liaise with the office Building Management Team for delivery of required actions for this policy.

However, each of you and every visitor to MISC's premises in the UK are obliged to adhere to and support the implementation of the policy.

Appropriate 'no-smoking' signs will be clearly displayed at the entrances to and within the premises, and in all smoke-free vehicles.

### 9.4 Non-compliance

If an MISC employee in the UK does not comply with this policy, he or she may be subject to disciplinary action.

If you do not comply with the smoke-free law, you may also be liable to a fixed-penalty fine and possible criminal prosecution.

### 9.5 For Those Who Need Help to Stop Smoking

The NHS offers a range of free services to help smokers give up. Visit [www.smokefree.nhs.uk](http://www.smokefree.nhs.uk) or call the NHS Smoking Helpline on 0800 169 0169 for details. Alternatively, you can text 'GIVE UP' and your full postcode to 88088 to find your local NHS Stop Smoking Service.

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## 10. Disciplinary Policy, Disciplinary Procedures and Grievance Procedure

Please see the Staff Handbook for the disciplinary policy, disciplinary procedures and grievance procedure applicable to your company.





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