



## CODE OF CONDUCT AND ETHICS FOR DIRECTORS

### 1. INTRODUCTION

Symphony Life Berhad's (hereinafter referred to as "**the Company**") Code of Conduct ("**the Code**") serves as a framework to outline the standards of business conduct and to guide the actions and behaviours of both executive and non-executive Directors of the Company.

The principles outlined in the Code are intended to:-

- i) Codify a standard of ethical conduct by which all Directors are expected to abide;
- ii) Protect the business interests of the Company;
- iii) Maintain the Company's reputation for integrity; and
- iv) Observe and fully comply with all applicable laws, rules and regulations.

### 2. PRINCIPLES

The Code is based on the following principles:-

#### 2.1 Duty to Act in the Best Interest of the Company

The Board of Directors of the Company is entrusted with the fiduciary duties to oversee the affairs of the Company, to make decisions and to implement policies in the best interest of the Company and its stakeholders. The Directors are to act in the following manner:-

- i) Directors are obliged to carry out their duties in an honest, fair, diligent and ethical manner within the scope of authority conferred upon them;
- ii) Directors should at all times act with utmost good faith towards the Company in any dealings with or on behalf of the Company;
- iii) Directors will make decisions solely on merit and not for direct or indirect personal benefit; and
- iv) Directors will not place themselves under any financial or other obligation to any person that may influence them in the performance of their duties.

#### 2.2 Legal Compliance

It is the general obligation of the Directors to conduct the business and operations of the Company in accordance to the laws, regulations, agreements, guidelines as well as the existing internal policies and procedures of the Company.



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### 2.3 Observance of Board Charter

Directors are expected to understand their roles and responsibilities as set out in the Company's Board Charter.

### 3. Accountability and Stewardship

- i) Directors should avoid any conflict of interest, bias or undue influence that may affect their business and professional judgement;
- ii) Directors are to declare to the Chairman of the Board of any conflict of interest that they may have in relation to the business of the Company and to take steps to resolve such conflicts promptly in order to protect the interest of the Company; and
- iii) Directors are to abstain from participating in any deliberations and decisions on an issue in which such conflict of interest arises or could potentially arise.

### 4. Anti-Corruption

The Company strictly prohibits all corrupt arrangements with customers, suppliers, government officials or any third parties. This refers to obtaining or attempting to obtain personal benefit or business advantage through improper or illegal means.

### 5. Insider Trading

Directors may come into possession of or access to confidential, sensitive and non-public information ("**Inside Information**") in their capacity as a Director and they must not disclose or communicate such information to any unauthorised person or anyone outside the Company.

Directors possessing Inside Information shall not deal in securities or use such information for his own direct or indirect benefit.

### 6. Anti-Money Laundering

The Company will at all times strictly adhere to the provisions of the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001. The Company shall conduct its business with reputable customers with legitimate funds and for legitimate business purposes.



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### **7. Proprietary and Confidentiality Information**

Directors will protect the confidentiality and sensitivity of information such as commercial secrets, sales and marketing plans, unpublished price sensitive information or any information concerning the Company's business, its customers, suppliers and etc. The Company shall retain the information for its intended purposes only and shall not divulge the same to any unauthorised persons, including third parties, without the necessary consent from those involved unless authorised to do so or is required by law. Directors shall not provide any information either formally or informally to the press or any other public media, without specific authorisation by the Chairman of the Board.

### **8. Protection of Assets**

Every Director has a duty to safeguard the Company's assets to avoid any loss, damage, misuse and to ensure that assets are not misappropriated. Company's assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

### **9. Gifts and Donations**

Directors shall not receive or offer any gifts, donations, cash, hospitality, entertainment or services of substantial value from persons or entities who deal with the Company. Nominal gifts of commemorative nature, for special events/occasions are generally deemed appropriate.

### **10. Compliance Officer**

The Compliance Officer for the purpose of the Code will be the Company Secretary or any other Officer appointed by the Board.

### **11. Violations of the Code**

It is the responsibility of each Director to abide by the Code and communicate any violation or suspected violation of the Code promptly to the Compliance Officer. The Compliance Officer will review the matter either with the Chairman of the Board or the Chairman of the Audit and Risk Management Committee, where appropriate. The Board will appoint a person to investigate the violation or potential violation. Depending on the outcome of the investigation, the Board shall determine the appropriate actions to be taken.

### **12. Review of the Code**

The Board shall review the Code periodically and make such amendments to the Code as the Board may deem appropriate.