



Human  
Wellness

# BUSINESS ETHICS & CODE OF CONDUCT



RESPECT each other's differences

FREEDOM in your work and  
personal lives

TRUST you as an adult

TRUTH in what we do every day



**MEGA COMMITMENT**

is to provide

**Quality Products and Services to  
Our Customers**

**Through constant Improvement and  
Innovation**



## 1

## Introduction

We are all privileged to work for one of the finest companies. It is our utmost responsibility and duty to preserve and strengthen our Company's worldwide reputation built by people over many years. We have built our successes on the strong foundation of transparent & Ethical business practices and quality products. Our quest for growth and excellence goes hand in hand with unflinching commitment to integrity in all our relationships with employees, customers, suppliers, government, local communities and our collaborators and shareholders.

The Mega Code of Conduct is described in the following sections, which contain guidelines for adherence by all the employees of Mega Lifesciences Limited and its subsidiaries. Adherence to this Code of Conduct ensures and reinforces our commitment to conduct our business with integrity and to uphold highest ethical standards. We encourage employees to share relevant information with their respective Coaches or Supervisors about actions that may either violate or have the potential to violate the Code.

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## Responsibilities as Employees

Understand the framework of the Code in general and in greater details of those sections that apply to your job specifically. You should have a good understanding of the issues, the Company's stance and policies.

In accepting employment with Mega Lifesciences, each one of us becomes accountable for compliance with the Code of Conduct as well as the various rules and regulations of the Company.

If there are any questions about interpretation of the Code, please seek assistance from your Superior or Coach.

You must promptly report any concern or breach to your superior..

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## **Responsibilities as Leaders**

It is a responsibility of all Senior Managers to ensure that we bring in a culture of compliance to this code. Leaders share the responsibility to gather feedback and take remedial actions when employees bring up any concerns to ensure compliance with this code.

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## **Business with transparency and Integrity**

Mega Lifesciences employees are expected to carry out the Company's business with fairness and using ethical business practices. Employees selling goods, services or while interacting with suppliers, customers, Government agencies will not resort to any unethical means to promote the interest of the business.

### **Dealing with Suppliers**

Mega shall deal with all suppliers in a fair manner and ensure that the business is conducted at most competitive prices and mutually rewarding. It is in Mega's interest to ensure that the suppliers remain make a reasonable profit and drive innovation and sustainability in their businesses to become a long term partner. Parameters such a Price, Quality, Environmental protection, technical and regulatory expertise, reliability and integrity shall be guiding forces for enlisting a supplier. Mega Lifesciences and/ or its employees shall in no way benefit from or pass any benefit to the supplier other than the written terms in the contract.

Any suppliers related to employees or shareholders shall be listed as related parties in the Financial Statements. Arms length basis of dealings with such suppliers shall be ensured.

### **Dealing with Customers**



Mega Lifesciences shall ensure that only good quality products and services shall be provided to customers and Mega shall strive to innovate through constant improvement the products and services.

The employees shall maintain good relationships with customers and make a positive difference in their lives and in the lives of their customers. Mega Lifesciences shall deal with its customers in a fair and dignified manner and encourage the customers and their customers to maintain a healthy life.

Any customers related to employees or shareholders shall be listed as related parties in the Financial Statements. Arms length basis of dealings with such customers shall be ensured.

## Government Agencies and compliance with laws

Mega Lifesciences expects its employees to live by the Mega way of fairness and integrity in dealings with government agencies. Our products are sold to Hospitals and other government agencies. Mega shall ensure good quality products and fair transactions. Mega or its employees will not compromise on quality or in compliance with the laws of the land in which the business is situated.

## Dealing with Customer's customers

Mega Lifesciences expects its employees to provide the best products and make a positive difference in the lives of our consumers (ultimate customers). The employees shall promote a healthy way of life and loyal customers through a win-win system of dealing.



Mega Lifesciences has ordinary people achieving extraordinary results. The company believes in recruiting and retaining ethically committed and good human beings who have a desire to make a difference in the company and the society. Mega Lifesciences shall ensure that the right education, training and growth opportunities are provided to employees and encourage professional development. Mega Lifesciences provides a fair and transparent environment with clear performance criteria and performance evaluation processes.

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## **Equal employment opportunity**

Mega Lifesciences shall provide equal employment opportunity to all within the framework of the law of land in which it is located. People of any gender, race, caste, religion or nationality shall be considered for employment and treated as equals at work. Employment policies shall reflect the fairness and equality. Any behavior in violation of this policy shall be treated as hostile and appropriate management action shall be taken. Mega Lifesciences shall respect the individual differences and respect each other for what they are.

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## **Employee's relationship with employer**

Employees of Mega Lifesciences must strive to adhere to the companies policies, guidelines, objectives and values and shall make sincere efforts to drive productivity and performance. They must measure up to the Trust and Freedom entrusted by the company on them.

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## **Employee's relationship with peer group**



Employees shall share a cordial relationship with each other and encourage each other to achieve company's goals. Employees shall respect each other's differences and shall nurture a climate of trust and respect.

## **9 Employees relation ship with subordinates and superiors**

Employees shall provide an environment of self development and growth to their subordinates and live and practice the Mega way of life. Employees shall be honest and open with their supervisors and cooperate with their senior in implementing the company's policies.

## **10 Harassment**

Mega Lifesciences strictly prohibits sexual or any other kind of harassment of employees by any person in the workplace or while conducting the Company's business.

## **11 Sustainability of health, safety and Environment**

Mega Lifesciences shall ensure that all business transactions promote sustainability of environment and environmental issues like health and safety, pollution, etc are seriously addressed in all its policies and actions.

The areas of focus are:

- Compliance with environmental laws and those relating to safety and health of employees and society
- Issues concerning product efficacy and product liabilities
- Invest in technologies which promote sustainability of environment
- Safety in handling and disposal of hazardous and toxic materials
- Optimal utilization of natural resources like water and others like electricity
- Working conditions such as lighting, layouts, health signs, etc in the factories



**12****Insider Trading**

Mega Lifesciences shall prohibit employees from entertaining any insider trading practices. Those with privileged information shall have a responsibility not to divulge any information, including but not limited to, financial results, Information Technology, Business strategies, Business transactions, policy changes, etc. The company shall strictly follow the insider trading guidelines of the Stock exchange on which it's equity shares are listed.

**13****Legal and other Compliances**

Mega Lifesciences shall follow and abide by all the laws of the country where it is located. The company shall ensure compliance with all commercial, tax and other laws and all the employees shall be encouraged to highlight any compliance issues to their superior..

Upon becoming a publicly listed company on the Stock Exchange of Thailand, the company through its Directors and Executives shall ensure compliance with all the announcements and stipulations of the Stock Exchange of Thailand (SET) and Securities and Exchange Commission (SEC).

**14****Intellectual Property, proprietary information & Trade secrets**

Mega Lifesciences and its employees shall not infringe any Intellectual Property, Patents or any other service marks or any other form of intellectual property belonging to a third party without explicit approval from such party.



Mega Lifesciences' proprietary information shall consist of its Trademarks, Service Marks, Patents, Dossiers, CDs, Contracts, Supplier data, Customer data, Trade terms, Commercial details, Business strategies, etc and such other information which gives any privilege or business advantage to Mega Lifesciences. Employees shall:

- Not Disclose such information to any 3<sup>rd</sup> party without approval from the company
- Maintain confidentiality even when they are no longer in services with Mega Lifesciences
- Not use any of this information for personal benefits

All such information and any other confidential information remains confidential until the company decides to divulge it in public.

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## **Labour practices**

Mega Lifesciences promotes healthy labour practices. The company and employees shall comply with the relevant labour laws. The company shall strongly discourage exploitation of children, child labour, physical abuse and any other form of services which may be of involuntary in nature. The company shall provide healthy working conditions as per the law and even better. The management shall take strict disciplinary action in the event of violation of this clause.

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## **Responsibilities towards Shareholders**

We at Mega Lifesciences are aware of our responsibilities to invest the money and do the business as per the stated business objectives and uphold the interest of shareholders and safeguard shareholders assets and interests. Our shareholders are important stake holders and we are accountable to them for a good conduct of business with integrity, transparency and fairness.

**17****Human rights**

Mega Lifesciences respects the Human rights and seeks to create an environment of equal opportunity to work and excel in Mega Lifesciences. The company shall strive to create relationships such suppliers and customers who promote human rights and provide equal opportunity to all employees from different sections of the society.

**18****Information technology policy**

All employees of Mega Lifesciences are expected to strictly follow the IT policies of the company and ensure data secrecy.

**19****Conflict of Interest**

All employees of Mega are expected to disclose to the company any situations which result or can result in a conflict of interest. The employees shall disclose to their superiors/ Coaches any suppliers, customers or any 3<sup>rd</sup> parties with which the company does any business transaction who are related to the employee. Mega Lifesciences strictly prohibits and discourages undisclosed conflict of Interest and expects employees to address such situation by disclosing the name of the party, nature of relationship and the details of the contract with such party.

**20****Compliance with this code**

All employees of Mega Lifesciences are expected to comply with this code of conduct. This document is expected to be a beacon for taking ethical decisions. Employees are encouraged to seek help from their superiors or their Coach to seek more clarity and to highlight any irregularities or non-compliances. The Code of Conduct is not intended to and cannot be expected to provide a solution to all the problems. Mega Lifesciences expects employees to understand this code of Conduct



and observe adherence in all situations and keep their superior duly informed about any irregularities. Nothing contained in this document prohibits Mega Lifesciences from taking any disciplinary action on any matters pertaining to employee conduct, whether or not it is specifically mentioned in the document.

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## Process for handling violations of business ethics

### 1. Consideration of complaints.

There must be preliminary consideration if there are any issues that lead to suspicion of violation of the rules and regulations of the company or not. Complaints must have sufficient evidence and be clear in order to further investigate.

### 2. Investigation

Conduct an investigation to collect evidence and summarize the facts whether there has been behavior as complained or otherwise.

### 3. Evaluation

Conduct a fair inspection and consideration. Prepare a report specifying an appropriate penalty in the event that it is determined that the offense was committed as reported and inform the outcome to related stakeholders.

### 4. Process for preventing and resolving violations of the Business Ethics Code

Business's code of conduct is considered a form of discipline which Board of Directors, executives, and employees must strictly follow. Employees who violate or fail to comply will be subject to disciplinary action according to the working rules and regulations.

### 5. Monitoring and ensuring compliance with the code of conduct

The Company has determined that it is the duty and responsibility of all directors, executives, and employees to acknowledge, understand, and strictly follow the



policies and practices set forth in this Business Code of Conduct. without claiming that they are unaware of the Business Code of Conduct.

"Employees at all levels are responsible for their subordinates under their chain of approval. They must ensure that their subordinates are aware of, understand, and strictly adhere to this Business Code of Conduct Manual. To achieve business goals along with maintaining Business Code of Conduct for the benefit of shareholders. Stakeholders, Company, and Society, the Company does not intent any action that is illegal or contrary to Business Code of Conduct. If directors, executives, and employees violate the established Business Code of Conduct, they will receive disciplinary punishment as determined by the company and if it is an action believed to be against the law. The company will send the matter to government officials in order to take appropriate action.

## 6. Review

The Company will review its Business Ethics Code every two (2) years to ensure it is appropriate to the circumstances and The changing business environment."