

**CATCHA DIGITAL BERHAD**  
**(FORMERLY KNOWN AS REV ASIA BERHAD)**  
Registration No. 201001033020 (916943-W)

**CODE OF ETHICS FOR DIRECTORS**

**PURPOSE AND PRINCIPLE**

The Board of Directors (“Board”) of Catcha Digital Berhad (formerly known as Rev Asia Berhad) (“Company”) has adopted this Code of Ethics (“Code”) for the Directors of the Company. This Code is intended to provide Directors guidance with respect to recognizing and handling areas of ethical issues, information on how to report unethical conduct and to help foster a culture of openness and accountability.

This Code applies to all Directors. Any Director who also serves as an officer of the Company should read and abide by this Code.

While this Code is intended to encompass a wide variety of situations, it does not provide a comprehensive or complete explanation of all laws and responsibilities relevant to the Company and the Directors of the Company. Directors are encouraged to ask questions about particular circumstances that may implicate one or more of the provisions of the Code. Questions should be directed to the attention of the Chairman of the Nomination Committee (“NC”), who may consult with the Audit and Risk Management Committee (“ARMC”).

**CONFLICTS OF INTEREST**

Directors are responsible for avoiding situations that present or create the appearance of a potential conflict between their interests and those of the Company. Any situation that involves or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chairman of the NC or the ARMC.

A conflict situation can arise when one’s private interests interfere or appear to interfere in any way with the interests of the Company. Conflicts of interest may also arise when a director or a member of his or her immediate family receives improper personal benefits as a result of his or her position as a Director of the Company. Even the appearance of a conflict of interest can damage a Director’s reputation and that of the Company. To help make informed decisions, the most common types of conflicts are described below:

- Relationships with third parties.  
Directors must not receive a personal benefit from a person or firm that is seeking to do business or retain business with the Company. A Director shall recuse him or herself from any Board’s decision involving another firm or company with which the director is affiliated.
- Gifts, entertainment, gratuities and other favours.  
Directors must not accept gifts from persons or entities who deal with the Company if the gifts might be perceived to influence the Director’s decisions as a Director of the Company.
- Other business activity.  
Directors must not engage in any business activity that is competitive with any Company business. Likewise, Directors must not influence or attempt to influence any business transaction between the Company and another entity in which a Director has a direct or indirect financial interest.

## **CORPORATE OPPORTUNITIES**

Directors are prohibited from:

- (a) taking for themselves or for their companies opportunities related to the Company's business;
- (b) using the Company's property or information for personal gain; or
- (c) competing with the Company for business opportunities.

If the Company's disinterested Directors determine, however, that the Company will not pursue an opportunity that relates to the Company's business, a Director may then pursue the opportunity.

## **COMPLIANCE WITH LAWS AND REGULATIONS AND FAIR DEALING**

Directors are expected to carry out their responsibilities in compliance with all laws, rules and regulations applicable to the Company and with the highest standards of business ethics. Directors shall also use all reasonable efforts to oversee compliance by employees, officers and other Directors with all laws, rules and regulations through the receipt of reports on a regular basis to the Board or a Board Committee and other appropriate means.

Directors are expected to respect and protect any confidential or proprietary information shared by customers, suppliers or others. No Director should take unfair advantage of others through dishonest, unethical or illegal practices, including making false or misleading statements.

## **CONFIDENTIALITY**

Directors must maintain the confidentiality of non-public proprietary information entrusted to them by the Company or its customers or other parties with whom the Company does business, except when disclosure is authorised or legally required. This principle applies to all communications, whether oral, written or electronic.

## **ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOUR**

Directors are expected to promote ethical behaviour and create a culture of compliance with all applicable laws, rules and regulations. Directors should promote an environment in which the Company:

- Encourages employees to communicate openly with supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;
- Encourages employees to report violations of laws, rules and regulations to appropriate personnel according to the Whistleblower Policies and Procedures; and
- Inform employees that the Company will not allow retaliation for reports made in good faith according to the Whistleblower Policies and Procedures.

## **COMPLIANCE WITH THE CODE**

Directors should communicate any suspected violations of this Code promptly to the Chairman of the NC. Violations will be investigated by the Board or persons designated by the Board in order for the appropriate action to be taken.

## **WAIVER OF THE CODE**

Any waiver of the Code may be made only by the Board. Any such waiver shall be disclosed promptly as required by any law or regulation.

## **MONITORING AND PERIODIC REVIEW OF THE CODE**

The Group must diligently monitor these procedures to ensure that they meet the objectives of relevant legislations and remain effective for the Group and, if necessary, implement changes subject to the approval of the Board of Directors. This Code will be reviewed periodically to assess its effectiveness.

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Approved by the Board of Directors on 26 February 2018.