



LYCEE FRANCAIS DE KUALA LUMPUR HENRI FAUCONNIER BERHAD
(Incorporated Under the Companies Act 1965)

Board of Directors' Code of Ethics

This board of directors' code of ethics was adopted by the **Lycée Français de Kuala Lumpur Henri Fauconnier Berhad** Board of Directors on **19 September 2017**.

Preamble

Lycée Français de Kuala Lumpur Henri Fauconnier Berhad (referred to as the "the Company" or "LFKL") is a not-for-profit organization and it has the statute of a Company limited by Guarantee not having a share capital. The wide objectives of the Company are:

- i) to carry on a French school in Malaysia; and
- ii) to ensure the teaching offered in the said French school is in conformity with the French programs leading to French diplomas.

The business of LFKL is managed under the direction of the LFKL board of directors (the "Board") in accordance with the Memorandum and Articles of the Company and the convention linking the LFKL and the AEFÉ (l'Agence pour l'Enseignement Français à l'Étranger).

The Board is made up of 5 parents of students elected at the Annual General Meeting. These parents work on a voluntary basis.

The Board's code of ethics serves as a code of conduct for these parents in their capacity as board members.

Members of the board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board.

Board of Directors Code of Ethics

Members of the board shall at all times abide by and conform to the following code of conduct in their capacity as board members:

1. Each member of the board of directors will abide in all respects by this Code of conduct and all other rules and regulations of LFKL (including but not limited to the Memorandum and Articles of the Company and the Convention linking the LFKL and the AEFÉ).
2. Members of the board of directors will conduct the business affairs of LFKL in good faith and with honesty, integrity, due diligence and reasonable competence.
3. Decision process and voting powers and rights shall be made in accordance with the company's Memorandum and Articles of Association. Each board member will abide by majority decisions of the board.
4. Except as the board of directors may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of LFKL and each member of the board will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors.
5. Members of the board of directors will exercise proper authority and good judgement in their dealings with LFKL staff, suppliers, and the general public and will respond to the needs of the LFKL's members in a responsible, respectful, and professional manner.

Board of Directors' Code of Ethics

6. No member of the board of directors will use any information provided by the association or acquired as a consequence of the board member's service to LFKL in any manner other than in furtherance of his or her board duties. Further, no member of the board of directors will misuse the Company's property or resources.
7. Upon termination of service, a retiring board member will promptly return to LFKL all documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her responsibilities as a board member. Such return will not abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors.
8. The board of directors dedicates itself to leading by example in serving the needs of LFKL and its members.
9. The board of directors must act at all times in the best interests of LFKL and not for personal or third-party gain or financial enrichment.
10. When encountering potential conflicts of interest, board member will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, board members shall follow these guidelines:
 - Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of LFKL;
 - Do not abuse board membership by improperly using board membership or LFKL's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third-parties that their authority as a board member extends any further than that which it actually extends;
 - Do not engage in or facilitate any discriminatory or harassing behaviour directed toward LFKL staff, members, officers, directors, meeting attendees, suppliers, contractors, or others in the context of activities relating to LFKL;
 - Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to LFKL without fully disclosing such items to the board of directors; and
 - Provide goods or services to LFKL as a paid vendor to LFKL only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board and the local laws and regulations.

Kuala Lumpur, 19 September 2017

The Board of Directors,

Nathalie Aroyo

Yves Boucher

Gilles Dupuis

Agnès Richard de Soultrait

Karen Westley

