

IPMUDA BERHAD (Company No: 22146-T)
(Incorporated in Malaysia)

ANTI-BRIBERY & ANTI-CORRUPTION POLICY
(Version 1.0)

Approved by the Board of Directors of IPMUDA BERHAD on 27 August 2020

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1. BACKGROUND

- 1.1 IPMUDA Berhad and its group of companies (“**The Group**”) are committed to the highest standards of accountability and integrity in the conduct of its business operations. This includes not only compliance with applicable laws, regulations and good procedures but also creating a workplace culture that is ethical, fair and transparent.
- 1.2 These principles are embedded in the Group’s core values.
- 1.3 The Policy is *not* intended to provide definitive answers to all questions regarding bribery and corruption. Rather, it is intended to provide employees, contractors, vendors, agents, persons or companies engaged by the Group with a set of principles and procedures that outlines expected conduct and responsibilities in combatting the problems of bribery and corruption.

2. OBJECTIVES

- 2.1 This policy sets forth the Group’s principles, governance framework and procedures collectively known as the “Integrity System” to eliminate bribery and corruption in all its forms.
- 2.2 The Integrity System is designed to ensure the Group:
 - 2.2.1 Following all applicable anti-bribery and anti-corruption laws and related regulations;
 - 2.2.2 Conducts and appear to conduct daily operations and business dealings with integrity and accountability;
 - 2.2.3 Fosters a working environment and culture that is ethical, fair and transparent; and
 - 2.2.4 Retains flexibility and agility for sustainable value creation.
- 2.3 This policy shall be read together with other relevant policies, guidelines and procedures that are in place within the Group. If multiple policy documents overlap in terms of provisions, then the more stringent provisions shall apply.

3. DEFINITIONS

Bribery & Corruption	Any action which would be considered as an offence of giving or receiving ‘gratification’ under the Malaysian Anti-Corruption Commission Act 2009 (“MACCA”). In practice, this means offering, giving, receiving or soliciting something of value to illicitly influence the decisions or actions of a person who is in a position of trust within an organisation.
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3. DEFINITIONS (CONT'D)

Bribery & Corruption (Cont'd)	Bribery may be 'outbound', where someone acting on behalf of the Group attempts to influence the actions of someone external, such as a Government official or client decision-maker. It may also be 'inbound', where an external party is attempting to influence someone within the Group such as a senior decision-maker or someone with access to confidential information.
Conflict of Interest	When a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making at the Group
Donation & Sponsorship	Charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of educational events, supporting NGOs, and other social causes.
Gratification	Defined in the MACCA to mean the following: <ul style="list-style-type: none">i. Money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;ii. Any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;iii. Any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;iv. Any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;v. Any forbearance to demand any money or money's worth or valuable thing;vi. Any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; andvii. Any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).
Gift	Something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift. Gifts may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the Company's brand. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved.
Integrity System	Group's principles, governance framework and procedures to eliminate bribery and corruption in all its forms.
Money Laundering	An act when criminal origin or nature of money or assets is hidden in legitimate business dealings with counterparties or when legitimate funds are used to support criminal activities, including financing terrorism through counterparties. Counterparties include, but are not limited to, customers, contractors, suppliers, consultants, agents and any other business partner. The laws governing money laundering can have extra territorial effect.

3. DEFINITIONS (CONT'D)

The Group	IPMUDA Berhad and its group of companies.
RMCD (Integrity)	Risk Management & Compliance Department (Integrity) Department responsible for designing, implementing, and managing the Integrity System.
BRC	Board Risk Committee of the Group

4. POLICY STATEMENT

- 4.1 It is the Group's policy to conduct all its business in an honest and ethical manner.
- 4.2 The Group takes a zero-tolerance approach to bribery and corruption which means the Group shall prohibit practices of bribery and corruption in all forms and in all business dealings. Failure to comply with this Policy shall be taken seriously and may lead to disciplinary action.
- 4.3 All employees, starting from the Board of Directors ("**the Board**") and Senior Management of the Group, through their own conduct, by instituting appropriate policies and procedures and by holding fellow employees and associates to account, shall be responsible to create a working environment that is ethical, fair, and transparent. It is therefore the responsibility of all employees to:
- 4.3.1 Not to participate in any activity or action in contravention to the spirit or letter of this Policy;
- 4.3.2 Not to penalise any employees that refuse to pay bribes. However, employees are expected to represent the Group's values on integrity in such a way that a bribe request does not arise. Showcasing the Group's values on integrity is part of an employee's legitimate performance expectation and shall be further detailed in the **Human Resource Handbook and Code of Conduct and Ethics Statement**; and
- 4.3.3 Report in good faith, any conduct that is believed or suspected to be inconsistent with the Policy or that could be construed as unethical or unlawful via appropriate channels.

5. PROCEDURES

The Group's approach to institutionalising this policy is based on the following principles:

5.1. TOP LEVEL COMMITMENT

Top level management, specifically the Board, the Chief Executive Officer ("**the CEO**") and direct reports to the CEO of the Group, shall be responsible to instruct and take adequate measures to ensure that this Policy are complied with by the Group. The following measures shall be taken to ensure top level involvement:

- 5.1.1 Top level management to establish and maintain an Integrity System compliance function within the Risk Management and Compliance Department ("**RMCD**") to design, implement and manage the Integrity System. Specifically, the CEO and the Board shall allocate appropriate resources, from a perspective of competence, authority, and independence for effective operations of the compliance function within the RMCD; and
- 5.1.2 Top level management, specifically the CEO, Company Secretary and Board Risk Committee ("**BRC**") members shall ensure that the Risk Register, containing corruption risk assessment, is an agenda item during BRC meetings.

5. PROCEDURES (CONT'D)

5.2 REGULAR RISK ASSESSMENT

- 5.2.1 An annual or quarterly risk assessment for corruption shall be incorporated as part of the Risk Register of the Group. The Risk Register shall be part of the agenda item for every BRC meeting.
- 5.2.2 A comprehensive corruption and bribery risk assessment for the Group shall be conducted every 3 years by either the RMCD or an external advisor. The planned schedule for this comprehensive assessment shall be informed to both the CEO and the BRC and the finalised report presented as an agenda item in the Board meeting.
- 5.2.3 The processes and procedures for the associated risk assessments shall be detailed in the **Group Enterprise Risk Management Framework**.

5.3 PROPORTIONATE CONTROL MEASURES

The Group shall put in place controls and mitigation measures which are reasonable and proportionate to the nature and size of its operations, in order to address any corruption risks raised in the Group Risk Register. These include the following:

- 5.3.1 Due diligence shall be carried out with regards to any business associates intending to act on the Group's behalf as an agent or in other representative roles to ensure that the entity is not likely to commit an act of bribery or corruption in the course of its work with the Group. The extent of the due diligence should be based on a bribery and corruption risk assessment. The due diligence process shall be documented. Example of due diligence activities shall include self-declaration, search through relevant databases and checking relationships with public officials.
- 5.3.2 The Group shall create suitable and safe reporting channels for employees or external parties to report, in good faith, any conduct that is believed to be inconsistent with the Policy or that could be construed as unethical, unlawful or unsafe. The reporting channel shall be detailed in the Group's **Whistleblowing Policy**. Reports made in good faith shall be addressed in a timely manner.

5.4 SYSTEMATIC REVIEW, MONITORING AND ENFORCEMENT

- 5.4.1 The Group shall conduct an audit by the Internal Audit Department, or an audit carried out by an independent external party at least once every 3 years to obtain assurances that the Group is operating in compliance with policies and procedures as described by the Integrity System.
- 5.4.2 Non-compliance as identified by the audit and any risk areas identified through the Risk Register should be reported to the CEO and the Board in a timely manner in accordance with the level of risk identified.
- 5.4.3 The Group regards non-compliance to the Policy seriously and may lead to disciplinary action for employees and penalties, including termination of contract, for external parties. Further legal action may be taken in the event the Group's interest have been harmed by the results of non-compliance by individuals or organisations.

5. PROCEDURES (CONT'D)

5.5 NEEDS BASED TRAINING AND REGULAR COMMUNICATIONS

This policy shall be made publicly available and communicated to all of its employees and business associates. Specifically:

- 5.5.1 All existing employees are required to sign a document to acknowledge that they have received, read and understood the Policy and will comply with it within 1 month from the approval of this Policy. All new employees shall sign the acknowledgment form as part of the hiring and/or onboarding process. A copy of this acknowledgement declaration shall be retained by Group Human Resources for the duration of employment.
- 5.5.2 The Integrity and BRC members shall update the CEO on percentage of employees that have signed the acknowledgement document periodically until 100% is achieved.
- 5.5.3 All new external providers are to acknowledge that they have read and understood the Policy and will comply with it by inserting standardized terms in all contract or terms of service.
- 5.5.4 The Group should provide its employees with adequate training to ensure thorough understanding of the Group's anti-corruption position. Steps to be taken shall include the following:
 - i. Group Human Resources in conjunction with RMCD to arrange for or conduct regular training on the Group's position regarding anti-bribery and integrity for employees that are new to the Group or those appointed to positions that pose a bribery and corruption risk to the Group. Group Human Resource shall develop and update the training schedule. The planned annual training schedule shall be reported to the CEO and BRC once every financial year.
 - ii. The RMCD, in conjunction with Group Human Resource to arrange for a survey at least once every 2 years to test the awareness and understanding of all employees on the Group's position on integrity and the Group's values. Results of the survey to be reported to the CEO and BRC at least once every 2 years.
 - iii. Group Human Resources department shall maintain records to identify which employee that have received training and shall report to the CEO and BRC at every BRC meeting on coverage percentage.

6. SCOPE

- 6.1 This policy is applicable to the Group, the Board, all of the Group's employees and business associates representing the Group.
- 6.2 All associate companies, joint venture companies in which the Group is non-controlling are encouraged to adopt these or similar principles.
- 6.3 External providers such as consultants, advisors and agents are expected to comply with this policy in relation to all work conducted with the Group or on the Group's behalf.

7. POLICY OWNER AND GOVERNANCE FRAMEWORK

- 7.1 RMCD is the Policy owner and shall be responsible for the following:
 - 7.1.1 Communicate, provide guidance and advice to employees on Integrity System and issues relating to bribery and corruption;
 - 7.1.2 Monitoring the use and analysis of effectiveness of the Policy;
 - 7.1.3 Conduct administration activities to incorporate any updates or amendments to the Integrity System, and distributing them to all relevant parties; and
 - 7.1.4 Reports to the CEO and BRC on the performance of the Integrity system regularly.
- 7.2 If the need arises, RMCD shall escalate queries or decisions according the **Limits of Authority** or to the **CEO** or to the **BRC** for further deliberation.
- 7.3 BRC shall perform the oversight functions over the administration of the Policy.
- 7.4 The Board shall have the ultimate authority if there is any departure/dispute/mediation of the Policy.

8. MODIFICATION AND REVISION

- 8.5 The Group may modify the Policy to maintain compliance with applicable laws and regulations or accommodate organizational changes within the Group. RMCD shall monitor changes in the Group's business activities, changes to the Group's environment and risk profile, changes to legal and regulatory regimes, and changes to the organization structure to identify opportunities to improve the Policy.
- 8.6 In view of this, RMCD shall conduct regular assessments of the adequacy of the Policy and report to the CEO and the BRC periodically, with a minimum of once every 3 years.
- 8.7 Changes to the Policy, if any, shall only be effective with the Board's approval.

9. REFERENCES

Human Resource Handbook

Code of Conduct and Ethics Statement

Group Enterprise Risk Management Framework

Donations, Sponsorship and Corporate and Social Responsibility Policy

Group's Manpower Planning and Recruitment procedures

Limits of Authority

Whistleblowing Policy

10. GUIDELINES FOR SELECTED BUSINESS ACTIVITIES

10.1 GIFTS AND HOSPITALITY BENEFIT

10.1.1 The Group recognizes that an appropriate level of gift giving or receiving forms part of business etiquette and is a legitimate way of building and fostering business relationships provided they do not have any corrupt or criminal intent involved.

10.1.2 Employees and Directors are allowed to present or receive items of nominal value such as gifts and hospitality when adhering to the following principles:

- i. It is appropriate and provided in connection with the promotion, demonstration or explanation of the Group's or an external party's products or services; and
- ii. Acceptance of the gift or hospitality does NOT suggest or is NOT perceived to influence a specific decision or provide specific advantages to the giver.

10.1.3 For example, receiving and gift-giving are permitted under the following scenarios:

- i. Exchange of gifts between companies;
- ii. Gifts giving and receiving in relation to the company's official function, events and celebrations;
- iii. Gifts from the Group to its employees, Directors and or family members;
- iv. Gifts of nominal value bearing the Group's logo or name given equally during conferences, trade shows or etc; and
- v. Gifts to external parties who have no business dealings with the Group.

10.1.4 Employees of the Group shall **NEVER** accept or offer a gift or hospitality benefit under the following circumstances:

- i. It is in the form of cash or cash equivalent;
- ii. Acceptance of the gift implies an expectation of specific favours or improper advantages from the intended recipients;
- iii. Acceptance of the gift will influence or be perceived to influence a specific decision or action; and
- iv. Acceptance of the gift may cause an actual, perceived or potential conflict of interest, or may be seen by other people as a reward or incentive.

10.1.5 It is inevitable that situations will arise which are not dealt with by the Policy specifically. The overriding concern is to ensure that no corruption or conflict of interest exists or appears to exist between the duties and private interests of employees. If there is any doubt concerning the appropriateness of the offered gift or benefit, or the potential for perceived/actual conflict of interest, employees should decline the offer or raise the matter with either the Head of RMCD or CEO immediately.

10. GUIDELINES FOR SELECTED BUSINESS ACTIVITIES (CONT'D)

10.2 DONATIONS AND SPONSORSHIPS

10.2.1 Contributions or donations or sponsorships requests on the grounds of Corporate Social Responsibility shall be carefully examined for legitimacy. Any contributions shall fulfil the following conditions:

- i. The contribution will not improperly influence a business outcome;
- ii. Contribution is not perceived to have any effect on business actions or decisions;
- iii. Intended recipients must not be involved in corruption or any criminal or money laundering intent; and
- iv. There must be no effect on the independent business judgement of the intended recipient.

10.2.2 The proposed recipient of the donation or sponsorship shall be a legitimate organization and appropriate due diligence and background checks shall be conducted prior to any contributions made.

10.2.3 The donation or sponsorship programme shall be carefully structured in an open and transparent manner to ensure that the benefits reach their intended recipients and be able to be disclosed publicly when required to. Further procedural details are to be covered in the Donations, Sponsorship and Corporate and Social Responsibility Policy.

10.3 FACILITATION PAYMENTS

10.3.1 The Group adopts a strict policy of prohibiting the use of facilitation payments in its business. Facilitation payment is a payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite or 'fast track' performance of a routine or administrative duty or function.

10.3.2 All Group employees shall decline to make any facilitation payment. If there is a request for facilitation payment, the Group employee concerned shall report either to the Head of RMCD or CEO immediately. In the event the payment has been made and unsure of the nature of the payment, the Head of RMCD must be notified immediately, and the payment be recorded accordingly.

10.3.3 No payments should be made beyond what is required by law or regulations in order to ensure that transactions or goods are cleared in a timely manner.

10.4 MONEY LAUNDERING

10.4.1 Employees' who are involved in decision making processes concerning counterparties shall conduct counterparty due diligence to understand the business and background of the Group's prospective business counterparties and to determine the origin and destination of money, properties and services.

10.4.2 Employees who are frequently involved in decision making processes concerning counterparties, particularly in matters on financial transactions, should be properly acquainted with the applicable laws and regulations related to money laundering. These employees are required to complete anti-money laundering training every year with certificate of completion being monitored by Head of RMCD and Group Human Resources.

10. GUIDELINES FOR SELECTED BUSINESS ACTIVITIES (CONT'D)

10.4 MONEY LAUNDERING (CONT'D)

10.4.3 Employees shall report promptly to the Head of RMCD when they suspect or encounter any instances of money laundering.

10.5 RECRUITMENT OF EMPLOYEES

10.5.1 The Group, being a diversified business entity, provides equal opportunities for any qualified and competent individuals from any multicultural and multiracial backgrounds to be employed.

10.5.2 Adequate background checks and due diligence shall be conducted by Group Human Resources in order to ensure that the potential hire has not been convicted in any bribery or corruption cases. This shall apply to all of the Group employees. In the event evidences of involvement in bribery or corruption cases is found during due diligence, the Head of RMCD and Head of Group Human Resources shall be notified promptly.

10.5.3 Any candidates to be employed that has a family/household relationship with any of the Group's staff/directors, shall be duly recorded, declared and made transparent prior to completion of the hiring process. The notification shall be to the Head of RMCD and Head of Group Human Resources. Additionally, rights, entitlements and benefits given to candidates shall be reasonable in value and shall be in line with his/her position/role. Related procedures are to be further detailed in the **Group's Manpower Planning and Recruitment procedures**.

10.6 CONFLICTS OF INTEREST

10.6.1 Employees should avoid conflict of interest situations in which personal interest could conflict with their professional obligations or duties or objectivity or independency. Employees shall not use their position, official working hours, Group's resources and assets, or information available to them for personal gain or to the Group's disadvantage.

10.6.2 In situations where a conflict does occur, employees are required to declare the matter as detailed in the **Human Resource Handbook**.