



SIN HENG CHAN (MALAYA) BERHAD

**ANTI-BRIBERY AND CORRUPTION
POLICY**

(Approved for adoption by the Board of Directors on 28 May 2020)

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1. INTRODUCTION

This Anti-Bribery and Corruption (“ABC”) Policy has been developed as part of the Anti-Bribery Management System (“ABMS”) of Sin Heng Chan (Malaya) Berhad and its subsidiaries (“Group”) which has been designed mainly to align with the requirements set out in Section 17A Subsection 5 under the Malaysian Anti-Corruption Commission (“MACC”) Act 2009. Having a clear and unambiguous policy statement on the Group’s position regarding bribery and corruption forms the cornerstone of an effective integrity management.

This ABC should thus be read in conjunction with the relevant legislations and recognized governing standards, as well as the Group’s various policies & guidelines as set out in Section 5. If multiple documents speak on the same subject, then the more stringent provision always applies.

2. POLICY STATEMENT

It is the policy of the Group to conduct all of its business honestly and ethically and to act in good faith. The Group takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates and implementing and enforcing effective ABMS to counter bribery and corruption.

The Group will uphold and comply with all anti-bribery and anti-corruption laws in Malaysia and in all jurisdictions in which it may operate.

In the Malaysia context, apart from the general penalty, bribery and corruption under Section 17A of the MACC Act 2009 are punishable for directors, controllers, officers, partners or persons concerned in the management of a commercial organisation by up to **20 years’ imprisonment** and if the Group is found to have taken part in corporate corruption it could face a fine **not less than 10 times the sum or value of gratification or RM1 million**, whichever is higher and damage to its reputation. Bribe recipients, as well as bribe-givers, can also be penalised under the respective sections of the MACC Act 2009. It, therefore, takes its legal responsibilities very seriously.

The Group will undertake a periodic bribery and corruption risk assessment across its business to understand the key bribery and corruption risks it faces and ensure that it has adequate procedures in place to address those risks. The risk assessment will be documented and periodically reviewed and the appropriate committee of the Board of Directors of the Company will be updated on a half-yearly basis per applicable regulations.

Any reporting in good faith relating to suspected and/or real bribery and corruption issues or concerns is encouraged which could be done via our Whistleblowing channel (refer to Section 5 below).

3. POLICY OBJECTIVES

The purpose of this policy is to:

- a) set out the Group’s ABC management and governance framework.
- b) set out the Group’s responsibilities, and of those working for it, in observing and upholding its position on bribery and corruption; and

- c) provide information and guidance to those working for it on how to recognise and deal with bribery and corruption issues.

4. SCOPE

This policy applies to:

- All individuals working for the Group or any of its subsidiaries anywhere in the world and at all levels and grades. This includes company directors, senior managers, managers, officers, directors, employees (whether full-time, part-time, contract or temporary), trainees, seconded staff, home-workers, casual workers and volunteers, interns, or any other person associated with Group (including third parties) or any of subsidiaries or their employees, wherever located (collectively referred to as "**Associates**" in this policy); and
- All external parties with whom the Group has, or plans to establish, some form of business relationship. This may include clients, customers, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, subcontractors, consultants, suppliers, vendors, advisers, agents, sponsors, distributors, representatives, intermediaries and investors (collectively referred to as "**Business Associates**" in this policy).

5. REFERENCES

- a) ISO 37001:2016 Anti-Bribery Management System
- b) Corporate Liability Provision of the MACC (Amendment) Act 2018
- c) Ministerial "Guidelines on Adequate Procedures" pursuant to Section 17A(5) of the MACC Act 2009 (available on the Governance, Integrity and Anti-Corruption Centre (GIACC) website at <http://giacc.jpm.gov.my>)
- d) Group's Code of Ethics and Conduct (available on the Company's Official Corporate Website at www.shcm.com.my)
- e) Group's Whistleblowing Policy (available on the Company's Official Corporate Website at www.shcm.com.my)

6. DEFINITIONS

"**Company**" means Sin Heng Chan (Malaya) Berhad;

"**Group**" means Sin Heng Chan (Malaya) Berhad and its subsidiaries;

"**ABMS**" means Anti-Bribery Management System;

"**ABC**" means Anti-Bribery and Corruption;

"**Audit Committee**" means the Audit Committee of the Board of Directors of the Company;

"**Bribery & Corruption**" means any action which would be considered as an offence of giving or receiving '**gratification**' under the MACC Act 2009.

"**MACC**" means Malaysian Anti-Corruption Commission;

“Third Party” means any individual or organisation that an associate may come into contact with during his/her engagement with the Company or Group, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties;

“Gratification” is defined in the MACC Act 2009 to mean the following:

- a) money, donation, gift, loan, fee, reward, valuable security, property or interest in the property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;
- b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- e) any forbearance to demand any money or money’s worth or valuable thing;
- f) 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; and
- g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).

“AFD” means the Accounts & Finance Department of the Group.

“HRAD” means the Human Resources & Administration Department of the Group.

“IA” means the in-house, outsourced or co-sourced Internal Audit function of the Group.

7. ROLES AND RESPONSIBILITIES

Body/Function/Individuals	Roles and Responsibilities
Board of Directors	<ul style="list-style-type: none"> • Overall oversight of anti-bribery and corruption initiatives. • ABC policy approval and subsequent reviews. • Ensuring that the ABC Policy complies with Group’s legal and ethical obligations. • Setting the risk appetite in relation to bribery and corruption risks. • Final review of and decision (where deemed necessary by the Board) on bribery and corruption risk assessment, audit, investigations and matters.
Risk Management Committee	<ul style="list-style-type: none"> • Periodic risk assessment on bribery and corruption risk of the Group.

	<ul style="list-style-type: none"> • Periodic reporting to the Board of Directors for deliberation on the results of bribery and corruption risk assessment.
Group Managing Director and Subsidiaries' Directors (collectively referred to as " Senior Management " in this policy)	<ul style="list-style-type: none"> • Ensuring that this policy, including any subsequent changes and updates, is implemented and adhered to, and that all Associates and Business Associates are made fully aware of the policy and its requirements. • Periodic sign-off on compliance with the policy, including by Associates and Business Associates. • Conducting regular risk assessments and review. • Assessing adequacy of ABC control measures to mitigate bribery and corruption risks and spearhead the implementation of additional control measures where necessary. • Ensuring that compliance with this ABC Policy forms part of any contracts or agreements entered into with Associates and Business Associates.
Management at all levels	<ul style="list-style-type: none"> • Ensuring all ABC control measures implemented are properly complied with and executed and are effectively serving the intended purpose of mitigating bribery and corruption risks. • Responsible for carrying out training, monitoring, communication and other activities to assist in ensuring effective implementation of and compliance with the ABC Policy.
IA	<ul style="list-style-type: none"> • Review, according to the approved Internal Audit Plan, the adequacy and effectiveness of the anti-corruption programme. • Ensuring that material corruption risks of the Group, identified during internal audit activities, are duly attended to and communicated to the Audit Committee. • Periodically assessing the effectiveness of this ABC Policy, the related manuals and screening procedures.
ABC Compliance Unit	<ul style="list-style-type: none"> • Act as a central contact for all ABC matters. • Plan, organise, roll out and facilitate communication & training within the Group in respect of ABC Policy, procedures and requirements with the objective to ensure all Associates are aware and adhere to the policy. • Ensuring that bribery and corruption risk assessment is properly conducted by the Risk Management Committee and Senior Management. • Ensuring that ABC control measures necessary to mitigate bribery and corruption risks are properly implemented. • Review results of ABC monitoring activities carried out by the management and report to the Audit Committee and Board of Directors.

	<ul style="list-style-type: none"> • Receiving reports relevant to ABC which had been reported via the Whistleblowing channel and perform monitoring. • Disciplinary actions against violations of this ABC Policy. • Ensuring that scheduled internal audits on compliances with ABMS and the ABC Policy are properly carried out and reported to top level management as well as the Audit Committee and Board of Directors. • Attend training courses in order to enhance and maintain level of competency with regard to ABC matters.
Associates and Business Associates (as defined in Section 4 above)	Responsible for strictly adhering to this policy.

8. ANTI-BRIBERY AND CORRUPTION FRAMEWORK AND PRINCIPLES

Principles	Management Practices
Top Level Commitment	<ul style="list-style-type: none"> • There is a written and clearly articulated Group’s ABC policy. • The policy of zero tolerance of bribery and corruption has been formally approved by the Board. • There is high-level and clear ownership of ABC controls. • ABC issues and related policies are regularly considered by the Board. • The policy of zero tolerance of bribery and corruption has been made public, together with the organisation’s supporting policies and implementation. • The Group actively participates in appropriate ABC initiatives.
Risk Assessment	<ul style="list-style-type: none"> • There is a risk assessment that evaluates the risks of bribery and corruption in markets, countries and sectors where the company is operating, or is considering operating. • The risk assessment is conducted in a structured manner based on the Group’s Risk Management Framework/Policy. • There is a reporting process to ensure that bribery and corruption risk assessments done are properly reviewed and that information is clearly conveyed to the Board of Directors. • The ABC controls are monitored and regularly reviewed to ensure that they are up-to-date and suitable.
Undertake Control Measures	<ul style="list-style-type: none"> • There is a criteria for deciding when due diligence regarding bribery and corruption risks is required. • There are clear due diligence procedures, financial and non-financial controls in place especially for key functions such as sales, purchasing, human resources and administration to examine any potential bribery and corruption implications relating to Associates and Business Associates. • There are clear ABC due diligence procedures relating to mergers and acquisitions as well as joint venture projects.

	<ul style="list-style-type: none"> • Where due diligence identifies contracts or entities as high risk, processes are in place to manage the risks identified. • There is a clear investigation process for ABC related matters and those reported via the Whistleblowing channel.
<p>Systematic Review, Monitoring & Enforcement</p>	<ul style="list-style-type: none"> • There is an ABC compliance function (or equivalent) with a clear remit and adequate resources to support the ABMS according to the ABC policy. • The ABC compliance function has a direct reporting line to Audit Committee and reports administratively to the Group Managing Director. • Senior management ensures that the organisation abides by all applicable national and international ABC laws, conventions and industry standards. • There is a confidential process for stakeholders to report issues of concern via the Whistleblowing channel. Anyone reporting such a concern is protected. • All issues reported confidentially are properly recorded and investigated according to the Whistleblowing Policy, with appropriate steps taken to prevent reoccurrence. • There are processes to deal with cases of actual or suspected bribery and rules for when to report to the relevant authorities. • The ABC controls of joint ventures and significant investment projects are monitored and, where appropriate, audited. • Whenever deemed necessary by the ABC Compliance Unit or the Audit Committee, an external review of the adequacy of the company's ABC controls will be undertaken. • The views of employees and other stakeholders are proactively sought to help review and strengthen ABC policies and procedures. • Results of reviews or audits conducted on ABC risk assessment and control measures will be utilised for improvements in the Group's ABMS.
<p>Training & Communication</p>	<ul style="list-style-type: none"> • The organisation clearly communicates its ABC policies to its Associates and Business Associates and obtains their commitment to follow equivalent principles. • The organisation communicates its ABC policies to its joint venture partners and obtains their commitment to follow equivalent principles. • ABC guidance and advice are provided to Associates and Business Associates • The necessary ABC related training is regularly planned and organised for Associates and Business Associates.

9. ABC COMPLIANCE UNIT

The ABC Compliance Unit comprises of members of senior management personnel from the AFD and HRAD of the Group:

- Chief Financial Officer / Accounts and Finance Manager and
- Head of Human Resources / Human Resources Manager / General Manager / Group Operations Manager

In the event a member of the ABC Compliance Unit is potentially implicated or directly involved in the ABC matter, he/she shall willingly and completely abstain from reviewing or deliberating on the matter.

The ABC Compliance Unit is vested with the following authorities:

- Have adequate resources to perform its duties
- Have full access to information relevant to its performance of duties
- Have direct communication access to top level management, the Audit Committee or the Board of Directors
- When deemed necessary, delegate ABC related duties to other competent and senior personnel from the AFD or the HRAD
- When deemed necessary, obtain services of external professionals at the expense of the Group in carrying out its duties

A secretary shall be appointed by the ABC Compliance Unit to properly handle to co-ordination and management of ABC meetings, including the maintenance of records and documents.

The ABC Compliance Unit shall meet at least once every six (6) months. The quorum for an ABC meeting shall be 100% of the existing members of the ABC Compliance Unit. An ABC meeting may be called by any member of the ABC Compliance Unit with reasonable notice (preferably 5 business days' notice with the agenda of matters to be discussed). If necessary, non-members such as external professionals or Senior Management may be invited to ABC meetings by the ABC Compliance Unit.

The ABC Compliance Unit shall strictly treat all information received and matters discussed in carrying out its duties in absolute confidentiality.

10. PERIODIC REVIEW AND DISCLOSURE

The IA, ABC Compliance Unit and/or other independent parties assigned by the ABC Compliance Unit will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvement identified will be made and incorporated as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

All Associates and Business Associates are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Consideration should be given to whether the identified issues should be disclosed to authorities, having regard to the improper conduct and practices identified, the Group's legal obligations, and disclosure obligations under local and/or foreign laws.

Associates and Business Associates are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the ABC Compliance Unit.

11. ADMINISTRATION

The ABC Compliance Unit is responsible for the administration, revision, interpretation, and application of this policy. The policy will be reviewed and revised as needed.

12. RECOGNISING BRIBERY AND CORRUPTION

Bribe means giving or receiving an undue reward (or offering to do so) to influence the behavior of someone in government or business, in order to obtain business or financial or commercial advantage in a way which breaches an expectation of good faith or impartiality.

Corruption means the abuse of an entrusted power for private gain.

It is irrelevant whether the person who receives the bribe works in the public or private sector.

A bribe could involve:

- The direct or indirect promise, offer, authorization, or provision of anything of value;
- The offer or receipt of any kickback, loan, fee, commission, reward, or other advantage;
- The giving of contributions or donations designed or stipulated to influence the recipient to act in the giver's favor.

The purpose of a bribe is often to obtain, retain or "facilitate" business, where the person receiving the bribe is, or may be, in a position to provide that kind of business advantage to the party offering the bribe. This may involve sales initiatives, such as tendering and contracting; or, it may simply involve the handling of administrative tasks such as licenses, customs, taxes or import/export matters. It does not matter whether the act of bribery is committed before or after the tendering of a contract or the completion of an administrative task.

The party offering a bribe might be:

- An employee, officer or director;
- Any person acting on behalf of the Company (e.g., third parties);
- Individuals and organizations representing the Company that authorizes someone else to carry out these acts.

And the recipient of a bribe could (but not always) be a government official. For the purposes of this policy, a government official could be any of the following or their relatives:

- A public official, whether foreign or domestic
- A political candidate or party official
- A representative of a government-owned/controlled organization
- An employee of a public international organization or non-governmental organization.

13. GIFTS, ENTERTAINMENT, HOSPITALITY AND TRAVELLING

Group's policy and practice encourage the use of good judgment, discretion, and moderation when giving or accepting gifts or entertainment in business settings. Gift giving and entertainment practices may vary in different cultures; however, any gifts and entertainment given or received must be in compliance with law, must not violate the giver's and/or receiver's policies on the matter, and be consistent with local custom and practice. The Company does not solicit gifts, entertainment, or favors of any value from Business Associates with which the Group actually or potentially does business. Nor do the Group act in a manner that would place any Business Associates in a position where he or she may feel obligated to make a gift, provide entertainment, or provide personal favors to do business or continue to do business with the Group.

Any giving or provision of benefits shall require the prior approval of Senior Management according to the Group's internal requisition/application process. Details such as recipient, purpose/justifications, amount, date, requestor of these benefits must be properly recorded and compiled along with the necessary supporting documents by personnel from the AFD and will be passed to the ABC Compliance Unit for review.

Any accepting or receiving of benefits shall be required to be recorded in the Gift/Entertainment/Hospitality/Travelling Register Form and passed to Senior Management for review and deliberation on next course of action and subsequently to the HRAD for record keeping and compilation before lastly submitting a summary to the ABC Compliance Unit for review.

All benefits must be :-

- Absolutely without giving rise to any potential conflict of interests (e.g. given/received to influence or obtain an unfair advantage)
- Not in any way inconsistent with the Group's Code of Ethics and Conduct
- Reasonable in value and shall not be cash or cash equivalents (e.g. cash vouchers)
 - Not more than RM200 for gifts
 - Not more than RM50 per headcount for entertainment and hospitality
 - Travelling which is not lavish or excessive
- Infrequent in nature
 - Not more than 2 times per year to/from the same party for gifts
 - Not more than 2 times per month to/from the same party for entertainment and hospitality
 - Not for any other travelling unless directly related and necessary for the conduct of business
- Not before, during or immediately after periods of high sensitivity (e.g. tendering)
- Transparent and open, properly recorded, reported to and monitored by the ABC Compliance Unit
- Respectful and customary

Anything which is not in accordance to the above, determined as out of the ordinary, posing any potential conflict of interest or ethical issues or with any bit of doubt raised shall be immediately be reported to Senior Management and the ABC Compliance Unit for further deliberation and guidance prior to giving or receiving.

14. FACILITATION PAYMENTS AND KICKBACKS

The Group prohibits making or accepting, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favour or advantage. The Group must avoid any activity that might lead to a facilitation payment or kickback being made or accepted.

Any request for a facilitation payment should be refused unless you feel you are at risk of injury, of detention, or for your life, if you refuse. If one of these exceptions applies, a receipt should be obtained and the matter reported, as soon as possible, to the Group's Whistleblowing email at whistleblowing@shcm.com.my.

15. DONATIONS AND POLITICAL CONTRIBUTION

The Group does not make charitable donations or contributions to political parties. Whilst Associates are permitted to make personal political contributions, The Group will not make any reimbursement for these personal political contributions back to its Associates.

Contributions or donations made by the Group to community projects or charities need to be made in good faith and in compliance with this policy and local applicable laws. The Group also has a control measure in which due diligence is conducted on the parties receiving any contributions or donations. No donation should be made which may, or may be perceived to breach applicable law, or any other section of this policy. All donations must be approved by respective subsidiaries' company directors and the relevant documents and records need to be furnished to the ABC Compliance Unit for review. .

The Group funds, services, property, facilities or employee time cannot be used for or contributed to any political party or candidate for public office without review by the ABC Compliance Unit and approval by Group Managing Director.

16. BUSINESS ASSOCIATES

The Group could be liable for the acts of people that act on behalf of the Group which includes Business Associates. As such the Group is committed to promoting compliance with effective anti-bribery and corruption policy by all Business Associates acting on behalf of the Group.

All arrangements with Business Associates should be subject to clear contractual terms including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption. Appropriate wording to be included in contracts can be obtained from the ABC Compliance Unit.

You must not engage any Business Associates whom you know or reasonably suspect of engaging in bribery.

Appropriate due diligence should be undertaken before any Business Associates are engaged. The appropriate level of due diligence will vary depending on the circumstances and you should use your judgement on a case by case basis.

Questions you should be asking yourself include:

- Who are they – have I seen documents evidencing that they are who they say they are?
- Who else have they worked with – do they have references?
- Are they well established with a good reputation or are they more obscure so that I need to do more to find out about them?
- Do they operate in a territory where bribery is prevalent?
- Are they happy to sign a contract agreeing to comply with anti-bribery procedures? do they have their own anti-bribery programme?
- Have I done basic searches such as google searches, business directory searches, etc?
- Are there inconsistencies between the provider of the services and the person I am paying?
- Are commissions/payments in line with generally accepted market practice?

Some high risk transactions will require further due diligence which may require independent investigation. Employees will be provided with helpful guidance and checklists where appropriate to support the due diligence process.

Entering into any joint venture arrangement without prior approval of the Group Managing Director is prohibited, if there are ABC concerns, the ABC Compliance Unit shall be referred to.

All payments and commissions to Business Associates must (where applicable):

- be made in accordance with the existing approved payment methods or protocols and the local policies relevant in your business;
- be made via bank transfer through the accounts payable system and be fully accounted for;
- must be in line with generally accepted rates and business practice for the service in question and should not be unjustifiably excessive or unsupportable; and
- must be made in accordance with the terms of the contract with the Business Associate providing the services and with the relevant supporting documents subject to the internal verification process

If you have any concerns that arrangements with a Business Associate are not in accordance with this policy, you should ask the ABC Compliance Unit for help and guidance.

17. RECORD-KEEPING

The Group must keep financial records and have appropriate internal controls in place, which will evidence the business reason for all payments to third parties, including Associates and Business Associates.

The AFD must maintain records of all hospitality, entertainment, gifts, travelling or donations offered, which will be subject to review by the ABC Compliance Unit.

The HRAD shall maintain a record of all hospitality, entertainment, gifts, travelling or sponsors accepted, which will be subject to review by the ABC Compliance Unit.

The Group must ensure all expenses claims relating to hospitality, entertainment, gifts, travelling or donations incurred to third parties, including Associates and Business Associates are submitted in accordance with our reimbursement policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, including Associates and Business Associates, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

The ABC Compliance Unit is responsible for safeguarding all records or reports relevant to all audits, reviews, monitoring, investigation, reporting conducted in relation to ABC.

All records shall be retained for a minimum period of seven (7) years from the end of the relevant financial years.

18. HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Group. Concerns should be reported by following the procedure set out in the Whistleblowing Policy, which is available on Group's website.

19. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

If you are offered a bribe by a third party, or if you are asked to make a bribe, or if you suspect that you may be asked to commit such a violation, or if you believe that you or anyone else is a victim of any form of unlawful activity, you must report your concern in accordance with the reporting procedures in the Whistleblowing Policy, which is available on Group's website.

20. PROTECTION

Associates who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Group encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

The Group is committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in corruption, or because of reporting concerns under this policy in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

If you believe that you have suffered any detrimental treatment as a result of refusing to take part in corruption, or because of reporting concerns under this policy in good faith, you should first lodge the grievance with the ABC Compliance Unit. If the matter is not remedied, and if you are an associate, you should raise the matter by following the procedure laid out in the Whistleblowing Policy, which is available on Group's website.

21. TRAINING AND COMMUNICATION

Training on this policy forms part of the induction process for all new Associates. All existing Associates will receive regular, relevant training at intervals determined by the ABC Compliance Unit on how to implement and adhere to this ABC policy. This policy will be posted on the Group's website. All Business Associates shall ensure that their employees who have direct dealings with the Group have received adequate training in order to comply with the Group's ABC Policy.

The Group's zero-tolerance approach to bribery and corruption should be communicated to all Associates and Business Associates at the outset of the Group's business relationship with them and as appropriate thereafter. Wherever possible, all third parties, including Associates and Business Associates should be sent a copy of this policy at the outset of the business relationship.

POTENTIAL RISK SCENARIOS – “RED FLAGS”

This section contains a list of possible red flags that may arise during the course of business. The list is not intended to be exhaustive and is for illustration purposes only.

If you encounter any red flags you must report them promptly by following procedures set out in the Whistleblowing Policy.

- a) Become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) Learning that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with foreign government officials;
- c) A third party insists on receiving a commission or fee payment before committing to sign up a contract with us, or carrying out a government function or process for us;
- d) A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoices or receipt for a payment made;
- e) A third party requests payment in made to a country or geographic location different from where the third party resides or conducts business;
- f) A third party requests an unexpected additional fee or commission to “facilities” a service;
- g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h) A third party requests that a payment is made to “overlook” potential legal violations;
- i) A third party requests that you provide employment or some other advantage to a friend or relative;
- j) You receive an invoice from a third party that appears to be non-standard or customized;
- k) A third party insists on the use of side letters or refuses to put terms agreed in writing;
- l) You observe that the Group has been invoiced for a commission of fee payment that appears large given that service stated to have been provided;
- m) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or know to us; or
- n) You are offered an unusually generous gift or offered lavish hospitality by a third party.

EXAMPLES OF BRIBERY AND CORRUPTION

This section contains a list of examples of bribery and corruption. It is not intended to be exhaustive and is for illustrative purposes only.

- **Offering a bribe**

You offer a potential customer tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence (by you) as you are making the offer to gain an improper commercial and contractual advantage. The Group may also be found to have committed an offence because the offer has been made improperly to obtain business for us. It may also be an offence for the potential customer to accept your offer.

- **Receiving a bribe**

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain an improper personal advantage.

- **Bribing a foreign official**

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing computer hardware through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. The Group may also be found to have committed an offence.

- End of Document -