

Anti-Bribery and Anti-Corruption Policy

Why do we have this policy?

Tropicana Corporation Berhad and its subsidiaries (“**TCB Group**”) is committed to conducting business ethically in compliance with all applicable anti-bribery and anti-corruption laws of the country in which TCB Group operates.

TCB Group does not condone any form of bribery and corruption. This Anti-Bribery and Anti-Corruption Policy (“**ABAC Policy**”) serves to provide guidance on how to prevent, deal with and combat bribery and corrupt activities and issues that may arise in the course of business.

Who does this Policy apply to?

The ABAC Policy applies to all employees, directors (executive and non-executives) and any person who performs services for or on behalf of TCB Group, which includes contractors, sub-contractors, consultants, suppliers, agents, intermediaries and representatives of TCB Group (collectively, “**Applicable Persons**”)

What must you NOT do?

Anti-bribery and Anti-corruption laws make it illegal for any person to:

- (a) give, promise or offer to give to any person, whether for the benefit of that person or of another person; or
- (b) solicit, receive or agree to receive for himself or for any other person

any gratification as an inducement or reward to do or forbear from doing anything in respect of any matter or transaction, whether actual, proposed or likely to take place.

Accordingly, you shall not at any time:

- Offer, promise or give *anything of value* in order to obtain or retain any personal advantage or business advantage for TCB Group.
- Request or accept *anything of value* that might influence your objectively in carrying out your employment /business

“Things of value” that could be perceived as bribery or corruption can take many forms (including monetary, services or in kind).

The laws on anti-bribery and anti-corruption are very wide and cover activities carried out or merely offered, whether directly or indirectly.

What are the penalties?

Engagement in any bribery or corrupt practices or activities will result in severe negative consequences. The Applicable Person may face dismissal, fines and imprisonment up to 20 years.

What else should you do?

All Applicable Persons are responsible for refraining from and preventing any instance of bribery or corruption, and for reporting any concern or suspicion so that TCB Group can identify the risks and conduct investigations as may be necessary. Reports of any concern or suspicion may be made to the Head of Group Internal Audit or Head of Group Human Resource and your identity will be kept confidential.

If you have any doubt, you should contact the Head of Group Internal Audit or email to whistleblower@tropicana.com.my.

- **Staff Awareness**

- a) All new recruits shall complete trainings on the ABAC Policy. New recruits are expected to pass the assessment at the end of the training and attest that the ABAC Policy shall be complied with in the course of his/her employment.
- (b) In addition, under circumstances of suspicious behavior, allegations and/or investigations relating to bribery or corruption, Group Internal Audit and Group Human Resource reserve all rights to request the relevant Employee to declare information regarding assets owned as deemed necessary.

- **Anti-Bribery and Anti-Corruption Compliance – Oversight Bodies**

- (a) Group Internal Audit shall have the oversight of the implementation of compliance controls related to this Policy.
- (b) Risk Management shall conduct regular risk assessments to identify the bribery and corruption risks potentially affecting the Group. Risk Management shall also review the suitability of this Policy from time to time, taking into account relevant developments in the legislature as well as evolving industry and international standards.
- (c) Group Internal Audit shall be the independent authority to act effectively against bribery, including initiating investigations deemed necessary based on reasonable cause for suspicion. The Head of Group Internal Audit shall maintain a direct reporting line to the Audit Committee, the Group Management Committee as well as the Directors.
- (d) Risk Management shall implement and effectively manage routine anti-bribery and anti-corruption measures as deemed appropriate to ring-fence the organization against possible legislative liabilities, as well as undertake ad-hoc measures deemed required based on circumstantial requirements present during the course of operations.

- **Awareness and Training**

- (a) The Group conducts awareness programmes for all Employees to refresh awareness of anti-bribery and anti-corruption measures, and to continuously promulgate integrity and ethics.
- (b) In addition, the Group provides anti-bribery and anti-corruption training to:
 - a. New recruits; and
 - b. Employees promoted/ transferred and exposed positions.
- (c) Group Internal Audit may at any time recommend that certain trainings be repeated for any Employees/ Group of Employees in any operating units/ Region if deemed necessary based on circumstantial requirements.
- (d) Group Human Resource shall maintain all records of trainings in collaboration with Group Internal Audit.

- **Reporting of Policy Violations**

Employees who encounter actual or suspected violations of this Policy are required to report their concerns. Each Employee has a responsibility to ensure that suspected bribery and corruption incidents are reported promptly. The Group practises an open-door policy and encourages all Employees to share concerns and suggestions with superiors and colleagues who are able to address them in an appropriate manner.

Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.

- **Non-Compliance**

- (a) Group Internal Audit shall conduct regular validation to ensure compliance to this Policy. Such validation exercises may be conducted either independently by Group Internal Audit or conducted by external consultants.
- (b) Non-compliance identified by the validation or identified through other risk assessments undertaken shall be reported to the Audit Committee.

- **Continuous Improvement**

- (a) The Group is committed to continually improve its policies and procedures relating to anti-bribery and anti-corruption. Group Internal Audit may therefore endeavor to develop further integrity measures and certify the Group's anti-bribery procedures as adequate where certification is available.

- **Sanctions for Non-Compliance**

- (a) The Group regards bribery and corruption as a serious matter. Non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that the Group's interests have been affected or compromised as a result of non-compliance.
- (b) The Group shall notify the relevant regulatory authority if any identified bribery or corruption incidents have been proven in law.
- (c) Where notification to MACC has been done, the Group shall provide full co-operation to MACC, including further action that MACC may decide to take against convicted Employees.