

# **Anti-Bribery and Anti-Corruption Policy**

## **1. Introduction**

The Board of Directors (the “Board”) of TCS Group Holdings Berhad and its subsidiaries (collectively referred to as the “**TCS Group**”) has established and adopted this Anti –Bribery and Anti-Corruption Policy (“Policy”). TCS Group is committed to conducting the business ethically, as well as complying with all applicable laws, which include compliance with the *Malaysian Anti-Corruption Commission (MACC) Act 2009* and the *Malaysian Anti-Corruption Commission (Amendment) Act 2018* and any of its amendments or re-enactments that may be made by the relevant authority from time to time.

This Policy demonstrates the TCS Group’s commitment to upholding the highest level of ethics and integrity in the course of daily business and operation activities.

## **2. Objective**

The objective of this Policy is to:

- 2.1. Reinforce corporate governance, integrity, transparency and accountability in the daily operational processes and procedures.
- 2.2. Ensure all employees take reasonable prevention measures to ensure their daily activities do not involve in any corrupt activities.
- 2.3. Provide guidance on how to recognize and deal with bribery and corruption issues.
- 2.4. Avoid penalties from the relevant authorities due to non-compliance with any acts related to integrity and anti-corruption.
- 2.5. Ensure that reporting on anti-corruption measures is effectively communicated to the TCS Group’s stakeholders.

## **3. Scope and Application**

This Policy applies to all individuals working for TCS Group and all companies within the TCS Group at all levels and grades.

This includes employees, senior managers, managers and all individuals working at all levels and grades (collectively the “Employees”) and the Board (whether full time, part-time, contract or temporary) and any third parties associated with us.

In this Policy, the associated third parties shall refer to any individual or organization that an association may come into contact during the course of his / her engagement with the TCS Group, which may include but not limited to suppliers, contractors, sub-contractors, agents, consultants, outsourced personnel, distributors and advisors (hereafter together defined as “Associated Third Parties”).

## 4. Definitions

For the purpose of this Policy, the terms listed below represent its respective definitions:

- 4.1. **“Bribery” & “Corruption”**: any action which would be considered as an offence of giving or receiving ‘gratification’ under the *Malaysian Anti-Corruption Commission (MACC) Act 2009*. In practice, this means offering, giving, receiving or soliciting something of value in an attempt to illicitly influence the decisions or actions of a person who is in a position of trust within an organisation. The benefit can pass directly to the person bribed, or indirectly to a third party such as a friend, relative, associate, favourite charity, private business, political party or election campaign.
- 4.2. **“Political Contribution”**: expenditures, cash or in-kind, made directly or indirectly to a political party or a political campaign or a political candidate in the form of donation, voluntary gift, soft money which is not subject to the Malaysian laws and regulations. Forms of political contributions:
- Financial donations;
  - Sponsorship of an event or publication;
  - Subscriptions or affiliation payments;
  - Sponsorship or support for fundraising events, such as fundraising dinner
- 4.3. **“Charitable Contribution”**: contributions to qualified charitable, educational and similar organizations.
- 4.4. **“Sponsorship”**: contributions in money, in-kind, or in services to support an event, activity, person and organization or for advertising purposes.
- 4.5. **“Facilitation Payments”**: payment made to secure or smooth the process of a routine action by the Board, the Employees, and the Associated Third Parties.
- 4.6. **“Gifts”**:
- a) any form of monetary or non-monetary such as goods, services;
  - b) form of cash or cash equivalents, including gift certificates, loans, commissions, coupons, discounts, fees or any other related forms
- given to or received by the Board, the Employees, and the Associated Third Parties, his or her spouses or any other person on his or her behalf, without any or insufficient consideration known to the Board, the Employees, and the Associated Third Parties.
- 4.7. **“Hospitality”**: meals, drinks, as well as lodging and travel expenses given to or received from people who may facilitate the creation of a business relationship with the TCS Group.

- 4.8. **“Entertainment”**: attendance at social, cultural or sporting events with people who may facilitate the creation of a business relationship with the TCS Group.
- 4.9. **“Gratification”**:
- a) money, donation, gift, loan, property, financial benefit or other similar advantages;
  - b) any office, dignity, employment, contract or services;
  - c) any payment, release or discharge of any loan, obligation or other liability;
  - d) any discount, commission, rebate, bonus or percentage;
  - e) any forbearance to demand any money or money’s worth or valuable things;
  - f) any favour of any description, including protection from any penalty or proceedings of a disciplinary or criminal nature or forbearance from the exercise of any right, power or duty; and
  - g) any offer or promise of any gratification within the meaning of any of the preceding items.

## 5. Principles

- 5.1 We take a zero-tolerance approach to corruption and bribery. Any violation of this Policy will be regarded as a serious matter and will result in disciplinary action, including dismissal and termination in accordance with local law.
- 5.2 We are committing to promote values of integrity, transparency, accountability and good corporate governance.
- 5.3 We conduct all of our business in an honest and ethical manner. We are committed to acting professionally, fairly and with integrity in all our relationships and business dealings in accordance with our Code of Business Conduct and Ethics Policy, and to implement and enforce an effective system to counter bribery.
- 5.4 We are complying with laws, policies and procedures relevant to countering corruption and bribery. We remain bound by the laws of Malaysia, including the *Malaysian Anti-Corruption Commission (MACC) Act 2009* and the *Malaysian Anti Corruption Commission (Amendment) Act 2018* and any of its amendments or re-enactments that may be made by the relevant authority from time to time in respect of our conduct both at home and abroad.
- 5.5 To address these risks, we have taken the following steps:
- a) Implement this Policy;
  - b) Carry out a regular risk assessment for corporate liabilities risk including specific bribery risks;

- c) Take steps to implement training programmes for all individuals operating in areas of the organization that are identified as high risk; and
- d) Perform a review to ensure that TCS Group is compliant with anti-corruption legislation in Malaysia and abroad.

## **6. Guidance on Common Forms of Bribery and Corruption**

### **6.1. Political Donations and Contributions**

- 6.1.1. We do not make or offer monetary or in-kind political contributions to political parties, political party officials or candidates for political office.
- 6.1.2. Whilst our Employees and the Associated Third Parties acting in their personal capacity as citizens are not restricted to make any personal political donations, the Group will not make any reimbursement for these personal political contributions back to its Employees or the Associated Third Parties.

### **6.2. Charitable Contributions, Sponsorships and Donations**

- 6.2.1. All directors and employees must ensure that all charitable contributions, donations and sponsorships are not used as a subterfuge for bribery or used to circumvent or avoid any of the provisions of the Corporate Code of Ethics and Conduct, including, in particular, the prohibition on bribery.
- 6.2.2. Charitable Contributions, sponsorships or donations made by TCS Group to community projects or charities need to be made in good faith and in compliance with TCS Group's Code of Business Conduct and Ethics, this policy and all relevant TCS Group's policies and procedures.
- 6.2.3. Any charitable contributions, sponsorships or donations made on behalf of TCS Group must be approved in accordance with TCS Group's Limits of Authority ("LOA")

### **6.3. Facilitation Payments**

- 6.3.1. We prohibit accepting or obtaining, either directly or indirectly, facilitation payments from any person for the benefit of the employee himself or for any other person who is subject to the Corporate Code of Ethics and Conduct. The reason underlying this prohibition is that facilitation payment is seen as a form of bribery and corruption.
- 6.3.2. All directors and employees subject to the Corporate Code of Ethics and Conduct must not offer, promise, give, request, accept or receive anything which might reasonably be regarded as a facilitation payment.

#### 6.4. **Gifts, Hospitality and Entertainment**

TCS Group accepts normal and appropriate gestures of hospitality and goodwill (whether given to or received from third parties) so long as the giving or receiving of gifts, entertainment, hospitality & travel meets the following requirements:

- It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours, positions or benefits;
- It is not made with the suggestion that a return favour is expected;
- It is in compliance with local laws;
- It is given in the name of the organization, not in an individual's name;
- It does not include cash or a cash equivalent (e.g. a voucher or gift certificate);
- It is appropriate for the circumstances (e.g. giving small gifts around festive seasons or as a small thank you to an organization for helping with a large project upon completion);
- It is of an appropriate type and value, and given at an appropriate time, taking into account the reason for the gift, entertainment, hospitality and travel;
- It is given or received openly, not secretly;
- It is not selectively given to a key or influential person, clearly with the intention of directly influencing them;
- It accords with the limits of threshold, frequency and approval mandate as pre-determined by the Group; and
- It is not offered to, or accepted from, a government official or representative, politician or political party, without the prior sanction based on the Group's approval mandate.

We are prohibiting offering or receiving gifts and hospitality to influence business decisions. Any charitable gift or hospitality made on behalf of TCS Group must be approved in accordance with TCS Group's Limits of Authority ("LOA"). where it is inappropriate to decline the offer of a gift, entertainment, hospitality or travel (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift, entertainment, hospitality or travel may be accepted so long as it is declared to or in the recording of the Compliance Officer, who shall assess the circumstances, including whether it accords with the Group's pre-determined thresholds and frequency.

The Group recognises that the practice of giving and receiving business gifts varies amongst countries, regions, cultures and religions. As such, definitions of what is acceptable and not acceptable will inevitably differ for each. As good practice, gifts, entertainment, hospitality & travel given and received should always be disclosed to the Compliance Officer. Those received from suppliers must be disclosed to the Compliance Officer.

## **7. Responsibilities**

- 7.1. The Board has oversight of this Policy. The [*Person to be in charge of the anti-corruption program*] are responsible for ensuring compliance with this Policy. Every employee is required to be familiar with and comply with this Policy.
- 7.2. We have a zero-tolerance approach to corruption and bribery. Any violation of this Policy will be regarded as a serious matter and will result in disciplinary action, including dismissal and termination in accordance with local law.
- 7.3. An employee will be accountable individually whether he or she pays bribes himself or herself or whether he or she authorizes, assists or conspires with someone else to violate this Policy and/or an anti-corruption or anti-bribery. Punishment for violating the law is against him/her as an individual and may include imprisonment, probation, mandated community service and monetary fines and others which will not be paid by TCS Group.

## **8. Record Keeping**

- 8.1. We will ensure that all financial transactions are properly kept and have appropriate internal controls in place which will evidence, substantiate and justify that business reason for making payments to, and receiving payments from, third parties.
- 8.2. We will ensure that there are no “off-the-books” accounts, inadequately defined transactions or false entries. All financial transactions are recorded accurately.

## **9. Reporting of Policy Violations**

Any individual and employee with any suspicious, concerns or beliefs regarding a breach of the MACC laws as may be imposed by the relevant authorities and/or TCS Group’s internal policies, should raise up, notify and shall make a report to the Company via the channel outlined in our Whistleblowing Policy.

## **10. Protection**

- 10.1. TCS Group will give the best possible protection to the whistleblowers in accordance with the *Whistleblower Protection Act 2010*.
- 10.2. We will provide protection to the whistleblowers who may receive demotions, pay cuts or a replacement employee.

## **11. Sanctions for non-compliance**

Non-compliance should be reported to the TCS Group Managing Director and Audit Committee in a timely manner in accordance with the level of risk exposure. The TCS Group regards bribery and acts of corruption as serious matters and will apply penalties in the event of non-compliance with this Policy. For the TCS Group personnel, non-compliance may lead to disciplinary action, up to and including termination of employment.

## **12. Training and Awareness**

- 12.1. TCS Group will on a regular basis provide specific and regular skill-building training and education as well as the overall development of ethics and integrity for all new and existing Employees.
- 12.2. The TCS Group's Anti-Bribery and Anti-Corruption Policy and a zero-tolerance approach to corruption and bribery must be clearly communicated to all Associated Third Parties at the outset of business relations, and as appropriate thereafter.

## **13. Monitoring and Review**

HR Manager will regularly review and assess the effectiveness and efficiency of the Anti-Bribery and Anti-Corruption Policy.