



ANTI-BRIBERY AND CORRUPTION POLICY



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INTRODUCTION

The Anti-Bribery and Corruption Policy (“the Policy”) has been developed to a clear and unambiguous policy statement on the Company’s position regarding bribery and corruption in particularly section 17(a) of MACC Act 2009. This policy should be read in conjunction with Company’s various policies & guidelines. If multiple documents mentioned on the same subject, then the more stringent provision always applies.

ANTI-BRIBERY AND CORRUPTION COMMITMENT

Glomac Berhad is committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the Company’s daily operations. GLOMAC Group has adopted a zero-tolerance approach against all forms of bribery and corruption. Employees who refuse to pay bribes or participate in acts of corruption will not be penalised even if such refusal may result in losing business.

OBJECTIVE

This policy sets out GLOMAC Group’s overall position on bribery and corruption in all its forms.

SCOPE

This policy is applicable to GLOMAC, its controlled organisations, business associates acting on GLOMAC’s behalf, the Board of Directors and all GLOMAC personnel.

DEFINITIONS

“**Audit Committee**” means the Audit Committee of the Board of Directors of GLOMAC;

“**Bribery & Corruption**” means any action which would be considered as an offence of giving or receiving ‘gratification’ under the Malaysian Anti-Corruption Commission Act



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2009 (MACCA). 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.

Bribery may be 'outbound', where someone acting on behalf of GLOMAC 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 Company such as a senior decision-maker or someone with access to confidential information.

“Gratification” is defined in the MACCA to mean the following:

- (a) 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;
- (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).

“Business Associate” means an external party with whom GLOMAC has, or plans to establish, some form of business relationship. This may include clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors.



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“Conflict of Interest” means when a person’s own interests either influence, have the potential to influence, or are perceived to influence their decision making at GLOMAC.

“Controlled organisation” means an entity where GLOMAC has the decision-making power over the organisation such that it has the right to appoint and remove the management. This would normally be where GLOMAC has the controlling interest (>50% of the voting share ownership), but it could be where there is an agreement in place that GLOMAC has the right to appoint the management, for example a joint venture where GLOMAC has the largest (but still <50%) allocation of the voting shares;

“Corporate Gift” means something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift. Corporate 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. Corporate gifts normally bear the Company name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads and plaques.

“Donation & Sponsorship” means charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of educational events, supporting NGOs, and other social causes;

“Exposed Position” means a staff position identified as vulnerable to bribery through a risk assessment. Such positions may include any role involving: procurement or contract management; financial approvals; human resource; relations with government officials or government departments; sales; positions where negotiation with an external party is required; or other positions which the Company has identified as vulnerable to bribery;

“Hospitality” means the considerate care of guests, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as Company offices, with or without the personal presence of the host. Provision of travel may also be included, as may other



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services such as provision of guides, attendants and escorts; use of facilities such as a spa, golf course or ski resort with equipment included;

“**GLOMAC**” or “**Company**” means Glomac Berhad and its group of companies;

“**Personnel**” means directors and all individuals directly contracted to the Company on an employment basis, including permanent and temporary employees.

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- a. Bribery and corruption in all its forms as it relates to GLOMAC’s activities is prohibited.
- b. Bribery and corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment. GLOMAC personnel and its business associates shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit of GLOMAC or the persons involved in the transaction.
- c. The anti-bribery and corruption statement applies equally to its business dealings with commercial (‘private sector’) and Government (‘public sector’) entities, and includes their directors, personnel, agents and other appointed representatives. Even the possible appearance of bribery or corruption is to be avoided, in particular when dealing with Government officials.
- d. The anti-bribery and corruption statement applies to all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions.
- e. No employee or external party will suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.



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- f. GLOMAC is also committed to conducting due diligence checks on prospective personnel, particularly as it relates to appointments to positions where a more than minor bribery or corruption risk has been identified.

RECOGNITION OF LOCAL AND INTERNATIONAL LEGISLATION

- a. GLOMAC is committed to conducting its business ethically and in compliance with all applicable laws and regulations in the countries where it does business.

GIFTS, DONATIONS AND SPONSORSHIPS

- a. GLOMAC personnel are prohibited from receiving or asking for (soliciting) gifts whatsoever in the form of cash or cash equivalent, including gift certificates, loans, commissions, coupons, discounts or any other related forms from external parties.
- b. The only form of gift-giving allowed to external parties is a corporate gift. Any gift giving or event of hospitality is subject to approval according to Limits of Authority and must fulfil the following conditions:
 - i) They are limited, customary and lawful under the circumstances;
 - ii) They do not have or are perceived to have (by either the giver or the receiver), any effect on actions or decisions.
 - iii) There must be no expectation of any specific favour or improper advantages from the intended recipients;
 - iv) The independent business judgment of the intended recipients must not be affected;
 - v) There must not be any corrupt / criminal intent involved; and
 - vi) The giving out of the gift and hospitality must be done in an open and transparent manner.
- c. Donations and sponsorships are permitted subject to any of its EXCO/Directors' approvals.



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FACILITATION PAYMENTS

- a. GLOMAC adopts a strict policy of disallowing 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 the performance of a routine or administrative duty or function.

SUPPORT LETTERS

- a. GLOMAC awards contracts and employee positions purely on a merit basis. Therefore, support letters in all forms shall not be recognised as part of the business decision making process.

RECRUITMENT, PROMOTION AND SUPPORT OF PERSONNEL

- a. GLOMAC does not offer employment to prospective personnel in return for their having improperly favoured the Company in a previous role.

BUSINESS ASSOCIATES

- a. GLOMAC do not support any of its business associates that support bribery or corrupt practices.

RESPONSIBILITIES OF GLOMAC PERSONNEL

- a. All GLOMAC personnel (including its directors, and directors and/or personnel) are required to carry out those responsibilities and obligations relating to the Company's anti-bribery and corruption set out in this Policy includes the following:
 - i) Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
 - ii) Always raise suspicious transactions and other "red flags" (indicators of bribery or corruption) to immediate superiors for guidance on the next course of action;
 - iii) Be alert to indications or evidence of possible violations of this policy;
 - iv) Promptly report violations or suspected violations through appropriate channels;
 - v) Attend required anti-bribery and corruption training as required according to position; and
 - vi) Not misuse their position or GLOMAC's name for personal advantage.

- b. When dealing with business associates, all GLOMAC personnel shall not:
 - i) directly or indirectly offer or make promise or corrupt payments, in cash or in kind for a specific favour or improper advantage from them.

- c. During an active or anticipated procurement or tender exercise, personnel participating in the exercise in any way whatsoever, shall not:
 - a) receive gifts or hospitality or any kind from any external party participating, planning to participate, or expected to participate, in the procurement or tender exercise;
 - b) provide anything other than a corporate gift and token hospitality to any external/third party related to the exercise;
 - c) be involved in any discussions regarding business or employment opportunities, for personal benefit or for the benefit of a business associate;
 - d) abuse the decision-making and other delegated powers given by the top management; and
 - e) bypass normal procurement or tender process and procedure.

- d. When dealing with external parties in a position to make a decision to GLOMAC's benefit (such as a Government official or client), GLOMAC personnel shall not:

- i) offer, promise or make any attempt at dishonestly influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind;
- ii) be involved in any discussions regarding business or employment opportunities, for their own personal benefit or for the benefit of the external party;
- iii) otherwise abuse the decision-making and other delegated powers given by the top management, in order to illicitly secure an outcome which would be to the commercial advantage to themselves and/or the Company; and
- iv) exert improper influence to obtain personal benefits from them.

CONFLICTS OF INTEREST

All personnel should avoid situations in which personal interest could conflict with their professional obligations or duties. Personnel must not use their position, official working hours, Company's resources and assets, or information available to them for personal gain or to the Company's disadvantage.

STAFF DECLARATIONS

- a. All GLOMAC personnel shall certify in writing that they have read, understood and will abide by this policy. A copy of this declaration shall be documented and retained by the Human Resources Department for the duration of the personnel's employment. A sample declaration can be found in the **Appendix** of this Policy.

AUDIT AND COMPLIANCE

- a. Regular audits shall be conducted to ensure compliance to this policy. Such audits may be conducted internally by GLOMAC or by an external party. Audit documentation should include performance improvement action plans.

SANCTIONS FOR NON-COMPLIANCE

- a. Non-compliance as identified by the audit and any risk areas identified through this and other means should be reported to the top management and Audit Committee in a timely manner in accordance with the level of risk identified.

- b.** GLOMAC regards bribery and acts of corruption as serious matters and will apply penalties in the event of non-compliance to this policy. For GLOMAC personnel, non-compliance may lead to disciplinary action, up to and including termination of employment.

- c.** For external parties, non-compliance may lead to penalties including termination of contract. Further legal action may also be taken in the event that GLOMAC's interests have been harmed by the results on non-compliance by individuals and organisations.