

SUEZ CAPITAL SDN BHD

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY **(“ABC Policy”)**

Updated and Approved by Board of Directors

8th April 2021

1. Introduction

- 1.1. Suez Capital Sdn Bhd (“**Suezcap**”) and its subsidiary companies as defined under the Companies Act 2016 (“**Suezcap Group**” or “**Company**”) adopt a zero-tolerance approach to any and all form of Bribery and Corruption (as defined hereafter). The Suezcap Group is committed to conducting its business professionally, fairly and with the highest integrity.
- 1.2. The Board of Directors and management of Suezcap have taken the primary responsibility to establish an Anti-Bribery Compliance Programme (as defined hereafter) which includes inter alia the following:
- (a) a policy statement of the Suezcap Group’s commitment to uphold integrity, transparency and corporate governance;
 - (b) the Directors’ Code of Conduct;
 - (c) the conduct of a bribery and corruption risk assessment of the operation of Suezcap to tailor the ABC Policy to the Company’s risk profile;
 - (d) policies and procedures to address corruption related issues including this ABC Policy;
 - (e) the Anti-Bribery Compliance Committee (as defined hereafter) to be responsible for anti-corruption compliance;
 - (f) adequate communication of the ABC Policy internally and externally;
 - (g) regular training on the ABC Policy to the Employees (as defined hereafter), and Associates (as defined hereafter) when it is necessary.

1.3. This ABC Policy –

- (a) sets out the responsibilities of Directors (as defined hereafter), Employees and Associates in observing and upholding the Company’s position on bribery and related anti-corruption efforts;
- (b) provides guidance on how to deal with Bribery and Corruption related issues that may arise in the course of business.

1.4. The ABC Policy is not meant to be exhaustive. The Directors, Employees and Associates shall comply with all applicable laws, rules and regulations relevant to countering Bribery and Corruption in all their business dealings and relationships.

1.5. This ABC Policy may be amended, modified and/or supplemented as and when required.

2. Scope

2.1 This ABC Policy applies to any and all Directors, Employees, Associates and any other parties providing services to or on behalf of the Suezcap Group.

3. Definition

3.1. In this ABC Policy, unless the context otherwise requires –

Anti-Bribery Compliance Committee	A committee set up by the Board of Directors of Suezcap to be responsible for monitoring and reviewing the implementation, compliance, adequacy and effectiveness of the Anti-Bribery Compliance Programme.
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<p>Anti-Bribery Compliance Programme</p>	<p>A programme, which comprises the elements referred to in paragraph 1.2, to promote and enhance anti-corruption culture within Suezcap based on the T.R.U.S.T principles of –</p> <ul style="list-style-type: none"> (a) Top Level Commitment (b) Risk Assessment (c) Undertake Control Measures (d) Systematic Review, Monitoring and Enforcement (e) Training and Communication.
<p>Associates</p>	<p>The external parties whom the Suezcap Group has, or plans to establish, some form of business relationship, such as contractors, sub-contractors, suppliers, joint venture partners, consortium partners, consultants, agents, vendors, advisors, agents, distributors, clients, customers, outsourcing providers, investors, intermediaries, representatives, tenants and any other person who performs services for or on behalf of the Suezcap Group, wherever formed and located.</p>
<p>Board of Directors</p>	<p>The respective Board of Directors of Suez Capital Sdn Bhd or its subsidiaries who shall be in consultation with the Board of Directors of Suez Capital Sdn Bhd.</p>
<p>Bribery and Corruption</p>	<p>An act of soliciting, giving, agreeing to give, promising, offering, accepting or receiving Gratification, directly or indirectly, to or from any person with intent to –</p> <ul style="list-style-type: none"> (a) obtain or retain business for the Suezcap Group; or (b) obtain or retain an advantage in the conduct of business for the Suezcap Group.
<p>Directors</p>	<p>Include executive, non-executive, independent, non-independent and alternate directors of the Suezcap Group.</p>

Employees	Mean all employees as defined in Section 1.8 of the Employee Handbook which may be amended from time to time.
Employee Handbook	Means the Suezcap Group of Companies Employee Handbook dated 1.6.2020, including any and all revisions, updates and amendments thereto.
Facilitation Payments	Mean direct or indirect payments made to a person to prompt or secure the person to perform or expedite his or her duty, responsibility or function that he or she is otherwise required to perform as part of ordinary duties.
Gratification	<p>Carries the definition under the Malaysian Anti-Corruption Commission Act 2009 (“MACC Act”) –</p> <p>(a) money, donation, loan, Gift, fee reward, valuable security, property or interest in property of any description whether moveable or immoveable, finance benefit, or any other similar advantage;</p> <p>(b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</p> <p>(c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;</p> <p>(d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</p> <p>(e) any forbearance to demand any money or money’s worth or valuable thing;</p> <p>(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, and including the exercise or the forbearance from the exercise of any right or duty;</p>

	(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).
Public Official	Includes any political candidate or member of a political party; official of any state-owned enterprises; officers to the Government of Malaysia, State Government, any local and statutory authority, National or State Government agency or department.

4. Policy Statement

- 4.1. The Suezcap Group believes that Bribery and Corruption is an offence under the law and that it has a duty to prevent such crime. The Company adopts a zero-tolerance policy against all forms of Bribery and Corruption. The Directors, Employees and Associates of the Suezcap Group must not commit any act of Bribery and Corruption.
- 4.2. The Suezcap Group is committed to continue improving its Anti-Bribery Compliance Programme and to ensure that its business is conducted in a fair, honest and transparent manner.
- 4.3. The Suezcap Group is obliged to comply with local bribery and corruption laws and the principles set out in this ABC Policy in respect of its operation of business locally or outside Malaysia.
- 4.4. Any Director or Employee who violates this ABC Policy commits a serious misconduct and shall result in dismissal from employment or removal from the Board of Directors as the case may be, in addition to criminal penalties under applicable laws.

5. Anti-Bribery Compliance Committee

5.1 Suezcap's Board of Directors shall appoint competent persons to be in the Anti-Bribery Compliance Committee to implement and enforce the Anti-Bribery Compliance Programme. The Anti-Bribery Compliance Committee shall carry out the duties and responsibilities as set out in **the Terms of Reference of the Anti-Bribery Compliance Committee** in the Schedule herein.

6. Gifts, Entertainment and Hospitality

6.1. Gifts

- (a) All Directors and Employees of the Suezcap Group are prohibited from, directly or indirectly, receiving or providing gifts.
- (b) The giving and receiving of gifts may be permitted provided that all of the following conditions are fulfilled –
 - (i) the gifts do not or are not perceived to create an obligation or have influence on the recipient to provide business or a business advantage for the Suezcap Group;
 - (ii) the gifts are not or perceived to be rewards to the recipient for providing or retaining business or a business advantage for the Suezcap Group;
 - (iii) the gifts are reasonable, customary and lawful under the circumstances (and must not include cash or a cash equivalent);
 - (iv) the offering of gifts must not violate the recipient's policy;
 - (v) the giving and receiving of gifts must be documented (including the purpose, the name of the giver and recipient, and the value of the gifts) and performed openly; and

- (vi) the procedures in the Gifts, Entertainment and Hospitality Policy as set out in the Schedule herein are being observed.

6.2. Entertainment

- (a) Directors and Employees may accept invitations to social events or entertainment or offer modest entertainment within their respective seniority and job scope, subject to the following conditions:
 - (i) the entertainment is not excessive or carried out in a regular manner;
 - (ii) the entertainment is not to, or will not be viewed as to, influence any business decisions or to obtain improper advantage in favour of the business of the Suezcap Group;
 - (iii) the procedures in **the Gifts, Entertainment and Hospitality Policy** as set out in the Schedule herein are being observed; and
 - (iv) the entertainment is not immoral or illegal which may tarnish the reputation of the Suezcap Group.

6.3. Hospitality

- (a) The provision or acceptance of hospitality is prohibited except in the following circumstances –
 - (i) It must be transparent and properly documented;
 - (ii) It is reasonable and proportionate, and not excessive in the context of the business occasion;
 - (iii)

- (iv) It is not performed in a periodic manner with the same guest, person or company;
- (v) It is not extended to the family members of the recipient;
- (vi) It is for a bona fide and genuine business purpose, and not with an intention to influence a business decision favourable to the Suezcap Group; and
- (vii) the procedures in the Gifts, Entertainment and Hospitality Policy as set out in the Schedule herein are being observed.

7. Political Contributions

- 7.1. The Suezcap Group does not make or offer any political contribution, whether monetary or in-kind, to political parties, candidates for any political parties or political party officials.
- 7.2. Any contribution made by the Directors or Employees solely in their personal capacities must be made in accordance with the applicable laws and not involve the use of any funds of the Company.

8. Charitable Donations and Sponsorships

- 8.1. The Suezcap Group only makes charitable donations and sponsorships to licensed and legitimate entities, institutions, charities or sponsored organisations that are legally permitted to receive public donations and sponsorships.
- 8.2. Directors and Employees must make sure that the following steps are taken before any donation and sponsorship is made by or on behalf of the Company –
 - (a) Appropriate due diligence must be carried out and documented accurately based on the following questions –
 - (b)

- (i) Who requests for the donation and sponsorship?
 - (ii) What is the purpose of the donation and sponsorship?
 - (iii) Who is the actual recipient of the donation and sponsorship?
 - (iv) Whether the recipient has any connections, direct or indirect, to Public Official or any government-related entities?
 - (v) Whether the Public Official or other official will be in a position to influence any decision to be made in favour of the Company following the donation and sponsorship?
 - (vi) Whether there is any negative information about the recipient available in the public domain?
 - (vii) Who should the donation and sponsorship be paid to?
 - (viii) Whether the channel through which the donation and sponsorship is to be made is legal and proper?
- (c) Directors and/or Employees should send the written request for charitable donations and sponsorships (“**Request**”) together with the outcome of the due diligence (“**Report**”) to the Anti-Bribery Compliance Committee.
- (d) The Anti-Bribery Compliance Committee will escalate both the Request and the Report together with recommendation on whether to approve such Request to –
- (i) the Board of Directors, if the amount for the donation and sponsorship shall be above RM10,000.00; or
 - (ii) the Managing Director, if the amount for the donation and sponsorship shall be up to RM10,000.00.
- (e) Any approval given for making the donation and sponsorship must be in writing (“**Written Approval**”).

- (f) The Request and the Written Approval must be submitted to the Company finance department to process payment for the donation and sponsorship and the payment must be accurately stated in the Company's accounting books and records.
- (g) The finance department shall not make the payment unless being provided with the Request and the Written Approval by the designated line of authority.

9. Facilitation Payments

- 9.1. The Suezcap Group strictly prohibits and disallows making or accepting Facilitation Payments of any kind.
- 9.2. Directors and Employees must notify the Board of Directors or the Head of Department of any request for Facilitation Payments, who shall inform the Anti-Bribery Compliance Committee.

10. Dealing with Associates

- 10.1. All Associates shall be made aware of the ABC Policy and are required to comply with the same.
- 10.2. The Suezcap Group should include terms in the contracts and agreements with its Associates to impose obligations on all parties to comply with all applicable corruption laws, and that any suspected or proven violation of the corruption laws or the ABC Policy is a breach of the agreements and contracts which gives rise to right of termination.
- 10.3. Where it is determined that the corruption risk cannot be managed or avoided, the Suezcap Group shall consider terminating, discontinuing or withdrawing from the business relationship, activity or project with Associates who –

- (a) refuse to warrant past compliance with the MACC Act and the applicable laws in relation to anti-bribery and corruption;
- (b) request to provide services without putting it in writing;
- (c) refuse to execute a written contract;
- (d) refuse and/or fail to abide by the ABC Policy;
- (e) refuse and/or fail to provide full information and details for due diligence purposes;
- (f) are reasonably suspected of engaging in bribery and being lack of integrity in business practices.

10.4. Prior to entering any business relationship with prospective Associates or before signing on any new project and activity with external parties, Directors and Employees should –

- (a) Carry out a risk assessment to evaluate the corruption risk in relation to –
 - (i) the specific projects or business activities;
 - (ii) the business relationship with the Associates; or
 - (iii) the specific categories of staff members or personnel involved in the specific projects or business activities.
- (b) Conduct background checks, where practical and relevant, on the prospective Associates including but not limited to searches through relevant databases on the company, directors and top management;
- (c) Carry out appropriate due diligence upon such prospective Associates based on the risk assessment, such as –

- (i) their relationships and connections with Public Official;
 - (ii) any public disclosure involving their previous fraudulent or corrupt misconduct.
- (d) Where necessary, review the documentary records of the prospective Associates and interview the relevant staff members to make sure that they have taken all reasonable and proportionate measures possible to prevent all forms of Bribery and Corruption;
- (e) The results of the risk assessment, background checks and due diligence shall be documented (“**Findings**”) and retained for at least six (6) years;
- (f) The Head of the department which is dealing with the prospective Associates or negotiating the business project or activity shall submit the Findings to the Anti-Bribery Compliance Committee;
- (g) The Anti-Bribery Compliance Committee shall make a recommendation in writing to the Board of Directors on whether to engage the prospective Associates or participate in the business project or activity. The Anti-Bribery Compliance Committee can seek consultation and advice from external independent parties;
- (h) The Board of Directors shall make decision in writing including the reasons for choosing one particular Associate over another.

- 10.5. Directors and Employees must ensure that any business decisions on the contract sums, agent fees, commissions, discounts, bid price or any other agreement on the payment terms and price are arrived at based on arm's length principle and are reasonable according to the trade and industrial customs and in all circumstances. Directors and Employees must endeavour to ensure that such decision made will not be or perceived to be an act of Bribery and Corruption.

11. Recruitment of Employees

- 11.1. The Suezcap Group provides equal opportunity to any competent and qualified individual, irrespective of background, race and culture.
- 11.2. Where applicable, proper due diligence and background checks should be conducted on the potential Employee to ensure that he or she has not been convicted for any offences involving Bribery and Corruption, either in Malaysia or other jurisdictions.
- 11.3. Directors and Employees who are in managerial positions must not offer employment in exchange for any business or unfair advantage for the Suezcap Group.
- 11.4. It is a condition of employment under the Suezcap Group to comply with the ABC Policy and the applicable corruption laws.
- 11.5. For more details, please refer to the Employee Handbook.

12. Responsibilities

- 12.1. All Directors and Employees must ensure that they have read, understand and comply with the ABC Policy at all times.
- 12.2. Every Director and Employee have the responsibilities to uphold the ABC Policy including, amongst others –

- (a) documenting all transactions and payments promptly and accurately;
- (b) avoiding cash payment in all circumstances. Any payment claims submitted by Directors and Employees without supporting documents with requisite details (i.e. the payment purpose, recipient, amount, date of payment) shall not be reimbursed by the Company;
- (c) reporting in a prompt manner any actual or alleged or suspected improper conducts of violations of the ABC Policy or the applicable corruption laws, whether deliberately or inadvertently, in accordance with the Whistleblowing Policy available, [in this link](#). The Suezcap Group has a duty to report any breach of the applicable corruption laws involving the Directors and/or Employees to the Malaysian Anti-Corruption Commission;
- (d) attending the training for anti-bribery and corruption as and when required;
- (e) communicating with other parties internally and externally about the Company's stand on zero tolerance towards Bribery and Corruption.

12.3. Directors and Employees shall not act beyond or abuse their authority limits at all times.

13. Conflict of Interest

13.1 Directors and Employees must avoid situation where their personal interests are in actual or potential conflict with their professional responsibilities and duties. A conflict of interest may arise when Directors or Employees use their position or power within the Company for their personal gain or the advantage of their family members or related parties or to the detriment of the Suezcap Group.

14. Money Laundering

14.1 The Suezcap Group strongly prohibits money laundering, i.e. the process of legalising proceeds or money illegally obtained. In order to prevent occurrence of money laundering or being involved in the process of money laundering, Directors and Associates must always conduct reasonable due diligence and background checks on the Company's prospective Associates and to ascertain the origin and destination of money, property and services.

15. Records

15.1. The Suezcap Group has a system of internal accounting controls to ensure that –

- (a) all transactions are executed and approved in accordance with management's general or specific authorisation;
- (b) for avoidance of doubt, before any authorization is given, the person authorizing the transaction must be satisfied that this ABC Policy is being complied with.

15.2. All expenses claims must be submitted to the Company finance department and the reasons or justifications for such expenditures must be furnished in reasonable detail for documentation purposes.

15.3. The Company finance department shall keep, maintain and ensure proper records in such book, records and accounts in reasonable detail –

- (a) all contracts, invoices and receipts relating to any purchase of goods and services;
- (b) all accounts, invoices and other documents relating to dealings with third parties and Associates.

16. Reporting channel

- 16.1. Directors and Employees are encouraged to raise concerns about any actual or suspected breach of the ABC Policy promptly or at the earliest opportunity to the Anti-Bribery Compliance Committee or the Head of Department, who shall escalate to the Board of Directors. Any report may also be made anonymously following the procedure set out in the Whistleblowing Policy.
- 16.2. No Directors and Employees shall suffer any repercussions due to their refusal to commit any act of Bribery and Corruption, or as a result of reporting in good faith their suspicion that an actual or potential violation of the ABC Policy or the applicable corruption laws has occurred or is likely to occur.

17. Monitoring and Review

- 17.1. The Anti-Bribery Compliance Committee will monitor the effectiveness of the Anti-Bribery Compliance Programme by –
 - (a) staying updated on the implementation and adequacy of the Anti-Bribery Compliance Programme;
 - (b) having consultation with the Board of Directors on any change to the nature and scale of the Company's business activities which might change the Company's risk profile.
- 17.2. The Anti-Bribery Compliance Committee should carry out continual internal evaluations and improvements on the Anti-Bribery Compliance Programme.
- 17.3. The Anti-Bribery Compliance Committee, upon consultation with and approval of the Board of Directors, should engage a qualified and independent external party every three (3) years) to review the effectiveness of the Anti-Bribery Compliance Programme and the compliance by the Company with the Anti-Bribery Compliance Programme.

17.4. The Anti-Bribery Compliance Committee must document and keep proper records of any conducts of review, evaluation, audit and enforcement of the Anti-Bribery Compliance Programme.

18. Training and Communication

18.1. The Suezcap Group shall make available the ABC Policy through publication on the Company's website. Every Employee and Director shall be given a copy of the ABC Policy.

18.2. The Human Resources Department will provide regular training to Directors and Employees on the compliance with the ABC Policy and keep proper records of every training provided. The records of the training shall be submitted to the Anti-Bribery Compliance Committee.

18.3. Directors and Employees shall communicate the ABC Policy with the Associates and any third party with potential dealings with the Company at every opportunity.

18.4. Directors, Employees, Associates are required to sign and return the Declaration Form in the Schedule herein to the Human Resources Department and/or the Anti-Bribery Compliance Committee.

This ABC Policy is updated and approved by the Board of Directors of Suezcap on 8th April 2021.