



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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DISTRIBUTION CONTROL

This Policy can be found electronically on MARA CORP's website and is available on its Subsidiaries' website. This Policy is uncontrolled when printed and the updating of this Policy is managed by the Group Integrity & Governance.

REVISION RECORD

The responsibility of the holder of this Policy is to ensure that this copy is kept up to date by the inclusion of all amendments. Alterations to this Policy are not permitted without prior approval of the MARA Corp's Board of Directors ("BOD").

REV	DESCRIPTION	DATE
000	Establishment of the Anti-Bribery and Anti-Corruption Policy	14 June 2023

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1.0 INTRODUCTION OF ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

MARA Corporation Sdn. Bhd. and all its Subsidiaries ("**Group**") takes a zero-tolerance approach towards bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships in all jurisdictions in which it operates. We are committed to implementing and enforcing effective measures to counter bribery and corruption which are punishable offences in accordance with the anti-bribery and corruption laws.

The Group's Anti-Bribery and Anti-Corruption Policy ("**Policy**") sets out the guiding principles to address and manage bribery and corruption risks in all its dealings and related issues that may arise during business. It reiterates our commitment to full compliance by our employees and associated person with the Malaysian Anti-Corruption Commission (MACC) Act 2009 and the MACC(Amendment) Act 2018 and any other local anti-bribery or anti-corruption laws that may be applicable.

This Policy complements and should be read in conjunction with the Group's Code of Conduct and our Whistleblowing Policy.

1.1 PURPOSE

The objectives of this Policy are to provide a mechanism for Employees of the Group, its Business Associates, and members of the public to properly conduct of our business dealings and to eliminate and prevent any form of corruption and bribery in the Group.

1.2 SCOPE

This Policy applies to all Group directors, Employees, Employees of Subsidiaries, and Business Associates acting on the Group's behalf, within the Group's internal dealings as well as the Group's external dealings with other businesses, organizations, local authorities as well as government.

1.3 APPLICABILITY

This Policy is applicable to MARA Corporation Sdn. Bhd. and its Subsidiaries, its Board of Directors, the respective Board of Subsidiaries and their respective directors, officers, and Employees ("**Group**").

Joint-venture companies or co-venture and associated companies in which the Group is noncontrolling are required to adopt these or any similar principles which are reasonably adequate. External services/goods providers and Business Associates are also expected to comply with this Policy in relation to all work conducted with the Group, or on its behalf.

2.0 DOCUMENT CONTROL, TERMINOLOGIES, ABBREVIATIONS AND DEFINITIONS

2.1 DOCUMENT CONTROL

The Appointed Custodian of this Policy on behalf of the Group is the Head of Group Integrity and Governance (HGIG), who shall be responsible for incorporating any amendments and updates into this Policy, obtaining the endorsement of the BGRC and approval of the BOD for those amendments and updates and distributing the same to the relevant parties. Any inquiries related to this Policy shall be addressed to the Appointed Custodian.

The BOD and BGRC have overall responsibility for this Policy and shall oversee the implementation of this Policy. The BOD and BGRC have delegated day to day responsibility for the administration and implementation to the HGIG. The use and effectiveness of this Policy shall be regularly monitored and reviewed by the HGIG.

2.2 TERMINOLOGIES, ABBREVIATIONS AND DEFINITIONS

Terminology / Abbreviation	Definition
ABAC Policy	Group's Anti-Bribery and Anti-Corruption Policy
Appointed Custodian	Shall refer to the Head of Group Integrity & Governance
Associated Person	Directors, controllers, officer or partner and/or anyone who is concerning the management of the Company's affairs.
Authorized Person	Representative by a Subsidiaries / Department who is assigned by the Head of Business Unit/Head of Department.
BOD	MARA Corp's Board of Directors
BFAC	Board Finance and Audit Committee
BGRC	Board Governance and Risk Committee
Bribery & Corruption	Any action which would be considered an offence of giving or receiving Gratification under the Malaysian Anti-Corruption Commission Act 2009 (MACC Act).

Terminology / Abbreviation	Definition
Business Associates	An external party with whom the Group has, or plans to establish, any form of business relationship. This may include clients, customers, joint ventures, outsourcing providers, contractors, consultants, subcontractors, suppliers, advisers, agents, distributors, representatives, intermediaries, and investors.
CIGO	Chief Integrity and Governance Officer who is deemed qualified by fully completing the Certified Integrity Officer programme and certified as Integrity Officer by the Malaysian Anti-Corruption Academy.
Conflict of Interest	An Employee's personal interests either influence, have the potential to influence or interfere with objectivity in performing his/her duties, exercising judgment or decision-making on behalf of the Group.
Corporate Gift	<p>Something given from one organization to another, with the appointed representatives of each organization giving and accepting the gift. It may also be promotional items given out equally to the public at events, trade shows and exhibitions as a part of building the Company/Group's brand.</p> <p>The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Corporate Gifts normally bear the giver's name and logo. Examples of Corporate Gifts include items such as diaries, table calendars, pens, notepads, and plaques.</p>
Donation & Sponsorship	Charitable contributions and sponsorship payments made to support the community, organization, or individuals. Examples include sponsorship of educational events, supporting NGOs, and other social causes.
Employee	Directors and members of the BOD including subsidiaries and all individuals directly contracted to the Company on an employment basis, including permanent and temporary employees. The directors refer herein shall include the definition in Section 2 of the Companies Act 2016.

Terminology / Abbreviation	Definition
Exposed Position	An employee's 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 Group has identified as vulnerable to bribery.
Facilitation Payment	Payment made to any official to expedite an administrative process. The purpose of the payment is to speed up the process of a service that the payer is entitled to receive.
GIGU	MARA Corp's Group Integrity and Governance Unit
GLOA	MARA Corp's Group Limits of Authority
Gratification	<p>Defined in the MACC Act 2009 to mean the following:</p> <ul style="list-style-type: none"> 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 other service or favor 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 any offer, undertaking or promise, whether conditional or unconditional, of any Gratification within the meaning of any of the preceding paragraphs (a) to (f).

Terminology / Abbreviation	Definition
GROUP	MARA Corporation and its Subsidiaries
HGIG	Head of Group Integrity and Governance Unit
Hospitality	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 the Group's offices, with or without the personal presence of the host. Provision of travel may also be included, as may other services such as provision of guides, attendants, and escorts; use of facilities such as a spa, golf course or ski resort with equipment included.
IGU	Integrity and Governance Unit (Subsidiaries)
Kickback	Any illegal payment, such as money, a gift, credit, or anything of value, as compensation for favorable treatment or other improper services. This can take the form of a percentage of income given to a person in a position of power or influence as payment for having made the income possible.
Public Officials	A public or government official which includes, without limitation, candidates for public office, officials of any political party, and officials of state-owned.
Subsidiary/ Subsidiaries	<p>Shall refer to Section 4 of the Company Act 2016. Any company or other entity that directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with a Party.</p> <p>"Control" means ownership of more than fifty percent (50%) of the voting stock of the controlled company or the direct or indirect right to determine its actions by contract or otherwise.</p>

3.0 POLICY

3.1 BRIBERY AND CORRUPTION

The Group prohibits all acts of Bribery and Corruption in its business dealings. Employees and their Business Associates shall not offer, give, receive, or solicit any item of value to influence the other party to secure benefit or outcome either for the organization or the person concerned. No Employee or external party shall suffer demotion, penalty, or adverse consequences as retaliation for refusing to participate in any illicit behavior.

3.2 CONFLICT OF INTEREST

Employees shall declare to their Head of Business Units when an Employee is in an actual or potential conflict of interest when carrying out their duties. The declaration shall be made via the **Conflict-of-Interest Declaration Form** and approved by the Head of Business Unit supported with relevant information.

Such documents shall be kept by the Authorized Person in that Business Unit and a soft copy of the declaration shall be sent to igu@maracorporation.com.my for IGU's record keeping.

3.3 GIFT AND BENEFIT

Generally, Employees and Business Associates of the Group should not receive or provide any gifts to avoid Conflict of Interest or the appearance of such.

The Policy identifies the following items which are identified as forms of gifts and benefits;

- a) Facilitation payments and kickbacks;
- b) Entertainment and corporate Hospitality;
- c) Sponsorships, donations, and contributions.

In situations where the refusal of such gifts may be construed as rude or contrary to local cultural practice, the Employee may accept such gifts subject to the Employee complying with the conditions and procedures stated in the G&BPP. If clarification is needed on the appropriateness of any request, the Integrity and Governance unit should be consulted via igu@maracorporation.com.my

3.4 FACILITATION PAYMENT AND KICKBACK

The Group prohibits the use of facilitation payments or kickbacks in its business. If there is a situation where the safety and security of an Employee is at stake or the Employee has been coerced to make a payment, the Employee should immediately report such incident to the Head of Business Unit, who shall seek further directions from the CIGO.

3.5 ENTERTAINMENT AND CORPORATE HOSPITALITY

The Group recognizes that providing and receiving appropriate entertainment and corporate Hospitality in the normal course of a business is necessary and normal practice. In doing so, Employees need to ensure reasonableness and moderation of such Hospitality and exercise proper care to protect the Group's reputation against any allegations of impropriety or corruption.

The Employee should fill in the **Conflict-of-Interest Declaration Form** with supporting documents approved by the Head of the Business Unit. A copy of the declaration form shall be sent to igu@maracorporation.com.my for record keeping.

3.6 SPONSORSHIP, DONATION AND CONTRIBUTION

It is the nature of our business that the Group gets requests to contribute to social investment activities in the areas where the group operate. In principle the Group provides such assistance for legitimate and deserving cases in both financial and non-financial ways. Care needs to be exercised so that such sponsorships, donations, and contributions reach the legitimate beneficiaries, and comply with the relevant laws.

Clarification on the legitimacy or appropriateness of any request should be consulted to any of the parties below:

- a) Group Legal;
- b) Group Corporate Communications; and
- c) Integrity and Governance Unit.

The person-in-charge shall fill in the **Conflict-of-Interest Declaration Form** with supporting documents approved by the Head of Business Unit. A copy of the declaration shall be sent to the IGU via igu@maracorporation.com.my for record keeping.

3.7 SUPPORT LETTER

The Group may from time to time receive support letters from suppliers, vendors, or business partners. As a rule, the Group shall make business decisions based on merit and prudence. If support letters are received as part of the submission of documents, the Group shall evaluate such documents, including support letters on the same basis of merit and prudence, and shall not be unduly influenced by such support letters.

Similarly, the Group may need to issue support letters for certain parties as part of its normal business operations. Such support letters shall be issued by qualified and authorized persons in the Group and shall be factual and true and reflect the competency/capability of the said party.

4.0 PUBLIC OFFICIAL

4.1 DEALING WITH PUBLIC OFFICIAL

Besides appropriate entertainment and corporate hospitality as per item 3.5, payments for any expenses related to a public official and/or his family or associates are not permitted. Guidance for dealing appropriately with public officials, including protocol, shall be sought from the Head of Business and where relevant, Group Corporate Communications, Group Human Resource, Group Legal Department, or Integrity and Governance Unit, among others.

5.0 RESPONSIBILITY

5.1 EMPLOYEE

- a) Familiarise with the requirements of this Policy and communicate to others in the team.
- b) Ensure compliance to this Policy and all relevant transactions and payments are properly documented and reported.
- c) Enquire from HOB and/ or IGU if clarity and guidance are needed on matters relating to this Policy.
- d) Report violations or suspected violations through appropriate channels.

5.2 BUSINESS ASSOCIATE

Group controlled entities and other organizations acting on behalf of the Group shall comply with this Policy. Associate companies are encouraged to comply with the same.

6.0 COMMUNICATION AND AUTHORITY

6.1 FURTHER CLARIFICATION

Where there is any uncertainty regarding any practices which relate to ABC Policy, the Employee must seek advice from the Head of Business. The Head of Business shall seek guidance from the CIGO if there is any need for further clarification.

All relevant expenses, transactions or payment shall be documented and approved according to the Group and respective business division's approval procedures and the Group's Limit of Authority. Any non-compliance, and any risk areas identified by the audit and other means should be reported to the HOB and the CIGO as well as the BFAC in a timely manner.

7.0 WHISTLEBLOWING

7.1 REPORT OF IMPROPER CONDUCT

Suitable reporting channels have been established for receiving information from the Group's Employees and/ or external parties regarding violations of this Policy. Employees who, in the course of their duties at the Group, encounter actual or suspected violations of this Policy should report their concerns using the reporting channels stated in the Whistleblowing Policy and Procedure.

Reports should be made in good faith by the Employee and should be addressed in a timely manner without incurring fear of reprisal, regardless of the outcome of any investigation. Whistleblowers are encouraged to provide their identities or contact details to obtain clarity and further information on the investigation. Should the whistleblower elect to remain anonymous, the investigation shall be limited to the extent of the report given.

8.0 ANTI-RETALIATION

8.1 PROHIBITION OF DETRIMENTAL ACTION

The Group is committed to maintaining a work environment that is free from harassment, intimidation, discrimination, and retaliation. The Group strictly prohibits any form of retaliatory action against Employees who, in good faith, raise issues or ask questions, make reports, participate in an investigation and/or refuse to participate in suspected improper or wrongful activity.

Any Employee in the Group found to have deliberately acted against the interests of a person who has in good faith reported a violation or possible violation of this Policy shall be subject to disciplinary proceedings or other actions, including legal action, which the Group may pursue.

9.0 COMPLIANCE AUDIT

9.1 ASSESSMENT REPORT

The Compliance Audit shall be carried out accordingly as per the Integrity and Governance Compliance Audit Manual. An assessment report may be issued on any request/ complaints received outside the whistleblowing channel which includes recommendations for improvement.

10.0 CONSEQUENCES OF NON-COMPLIANCE

10.1 DISCIPLINARY ACTION

For the Group's Employee, non-compliance may lead to disciplinary action according to the Group's HR policies which includes termination of employment. For external parties, non-compliance may lead to penalties including termination of contract. Further legal action may also be taken if the Group's interests have been harmed by the results of non-compliance by individuals and organizations.

11.0 ANTI-BRIBERY AND CORRUPTION COMPLIANCE FUNCTION

11.1 GROUP INTEGRITY AND GOVERNANCE

The Group shall establish and maintain a function called the Integrity and Governance Unit (IGU) to assist the Group on matters of integrity and ensuring good governance.

As part of the Group structure, the GIGU shall:

- a) Provide clarification and guidance to Employees on issues relating to Bribery and Corruption;
- b) Ensure adequate monitoring, evaluation, and implementation of the ABC Policy;
- c) Report on need basis the performance of this Policy to the BFAC.

Appropriate resources shall be provided for effective operation of the GIGU and shall be staffed with persons of appropriate competence, status, authority, and independence.

11.2 GROUP RISK AND COMPLIANCE

The Group's risk management is the responsibility of the Head of Business, reporting to the BGRC. The Head of Business shall be responsible for addressing business risks and ensuring appropriate internal controls, including compliance with anti-bribery and corruption laws, of their respective business divisions.

The Group via Group Risk and Compliance shall conduct regular risk assessments from the view of Enterprise Risk Management that integrated with the bribery and corruption risks affecting the business under purview of Group Integrity and Governance, set anti-bribery and corruption objectives, and assess the effectiveness of the controls in achieving those objectives.

12.0 CONTINUOUS IMPROVEMENT

12.1 MONITORING AND ASSESSMENT

The Group shall monitor in the locations where it operates, legal and regulatory matters in relation to its business activities and risks, for improvement and updating of this Policy. A report should be submitted to the BFAC on a need basis for the appropriate action to be taken.

As well, assessments of this Policy, relevant manuals and trainings should be carried out on need basis to ensure its scope, policies, procedures, and controls are adequate for the Bribery and Corruption risks faced by the Group.

13.0 REFERENCE

13.1 LIST OF POLICY AND REGULATORY

- a) MACC Act 2009
- b) MACC Guideline on Adequate Procedures
- c) Personal Data Protection Act 2010
- d) Code of Business Ethics
- e) Whistleblowing Policy and Procedure
- f) Risk Management Policy and Framework
- g) Anti-Bribery Management System Manual