



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY FOR MTD CAPITAL BHD

1.0 INTRODUCTION

- 1.1 MTD Capital Bhd and its subsidiaries (collectively, "**MTD Group**") are committed to conduct its business with highest standard and integrity. MTD Group applies zero tolerance against all forms of bribery and corruption. This Anti-Bribery & Anti-Corruption Policy ("**Policy**") addresses the commitment of MTD Group to promote a transparent, fair and ethical culture in the conduct of all its business dealings and activities.
- 1.2 MTD Group shall take reasonable and appropriate measures to ensure that its business operations are not involved in bribery and corrupt practices. This Policy sets out the parameters with the aim to prevent any form of bribery and corrupt practices in the businesses of MTD Group.
- 1.3 This Policy shall be read in addition to the MTD Group's Whistleblowing Policy, Group Human Capital Division's Standard Operating Procedures and Code of Conduct, and the Malaysian Anti-Corruption Commission Act 2009 (as amended), and together with the Anti-Bribery and Anti-Corruption Guidelines.
- 1.4 This Policy is not intended to be exhaustive as there may be additional requirements under the applicable laws, rules and regulations that the directors and employees are expected to adhere to or comply with in performing their duties.

2.0 DEFINITIONS

- 2.1 **Bribery** – shall mean offering, promising, giving, accepting or soliciting something of value (for example money or information) in an attempt to illicitly influence the decisions or actions of a person with a position of trust within an organisation, in order to gain any commercial, contractual, regulatory or personal advantage. Bribery includes but not limited to cash, rewards, loans, fees, entertainment, other gifts or courtesies.
- 2.2 **Corruption** – shall mean the abuse of entrusted power given for private and/or commercial organisation gain.

3.0 OBJECTIVE

- 3.1 This Policy provides principles, guidelines and requirements on how to deal with bribery and corrupt practices that may arise in the course of daily business and operation activities within MTD Group. It is also intended to assist everyone in MTD Group in conducting the business and operation activities with integrity.
- 3.2 All forms of bribery and corruption are prohibited. Directors, employees and Third Parties (as defined herein) shall not participate in any form of bribery and corrupt activities, either directly or indirectly.



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4.0 APPLICABILITY

4.1 The Policy is intended to apply to:

- a) all companies within MTD Group in all countries or regions where the companies operate;
- b) all directors of MTD Group (executive and non-executive);
- c) all employees of MTD Group. This includes all individuals working at all levels and grades (whether full-time, part-time, contract or temporary) including interns, management trainees and seconded staff; and
- d) all appointed and potential advisors, consultants, vendors, contractors, sub-contractors, suppliers, distributors, agents, agencies, customers, joint venture partners and other third parties who perform work and/or provide services for or on behalf of MTD GROUP and any other persons associated with MTD Group ("**Third Parties**").

4.2 Each party listed above has a duty to read and understand this Policy and shall take all measures to prevent bribery and corrupt practices in all business dealings of MTD Group.

5.0 SANCTIONS FOR NON-COMPLIANCE

5.1 MTD Group regards bribery and acts of corruption as serious matters and shall apply penalties in the event of non-compliance to this Policy.

5.2 For the employees of MTD Group, any non-compliance of this Policy may lead to disciplinary action, including termination of employment.

5.3 For Third Parties, non-compliance of this Policy may lead to penalties being imposed including, termination of contract and/or services. Further legal action may also be taken in the event that MTD Group's interests have been harmed as the result of non-compliance by the Third Parties.

5.4 MTD Group may notify the relevant authority of any identified bribery or corruption incidents. Where notification to the relevant authorities has been done, MTD Group shall provide full co-operation to such authorities.

6.0 GUIDANCE ON COMMON FORMS OF BRIBERY AND CORRUPTION

6.1 Gifts and Hospitality

6.1.1 This Policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest and bona fide corporate hospitality.



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- 6.1.2 As a general principle, the directors and employees of MTD Group shall not accept and/or give a gift to any Third Parties if it is made with the intention of influencing the Third Parties to provide, obtain and/or retain business, or in exchange for favours or benefits. In addition, lavish or unreasonable gifts or hospitality should not be accepted as such gifts or hospitality may be perceived or interpreted as attempts by the directors or employees of MTD Group to obtain or receive favourable business treatment for the benefit of MTD Group.
- 6.1.3 The directors and employees of MTD Group shall be mindful in giving or receiving gifts or hospitality as it could be perceived as a way of improperly influencing the decision making of the recipient as well as MTD Group. Hence, the intention behind the gifts or hospitality should always be considered.

6.2 Facilitation Payments to Officer of Public Body

- 6.2.1 Facilitation payments are unofficial payments or other advantages made to secure or expedite the performance of a routine action by an officer of a public body. The directors and employees shall not promise or offer, or agree to give or offer, any facilitation payments to an officer of any public body.
- 6.2.2 However, there could arise circumstances in which the directors or employees of MTD Group have no alternative but to make a facilitation payment in order to protect themselves from injury, loss of life or liberty. Any request for facilitation payment under such circumstances should be reported immediately to their respective superior or Head of Division/Department.

6.3 Third Parties

All Third Parties shall be made aware of this Policy and the arrangements with the Third Parties shall be subject to clear contractual terms and conditions, including specific provisions requiring the Third Parties to comply with the standards and procedures outlined in this Policy.

7.0 AWARENESS PROGRAMMES AND TRAININGS

- 7.1 The Group Human Capital Division shall provide adequate awareness programmes and trainings for all the directors and employees of MTD Group in respect of this Policy ("**Trainings**").
- 7.2 MTD Group's zero-tolerance approach to bribery and corruption shall be communicated to all its directors and employees and the Third Parties.
- 7.3 The Group Human Capital Division shall maintain all records of Trainings attended by the directors and employees of MTD Group.



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8.0 COMPLIANCE TO THE LAW

- 8.1 MTD Group will comply with all applicable laws, rules and regulations in relation to the anti-bribery and corruption in the jurisdictions within which MTD Group operates.
- 8.2 The directors and employees of MTD Group are to comply with the Malaysian Anti-Corruption Commission Act 2009 (including any amendment thereof).

9.0 REPORTING ON VIOLATIONS OF THE POLICY

- 9.1 Any director or employee who, refuses to accept or to offer a bribe, knows of or suspects a violation of this Policy, is encouraged to whistle blow or report their concerns through the mechanism set out under the MTD Group's Whistle Blowing Policy, available on MTD Group's website.
- 9.2 MTD Group encourages openness and will support anyone who raises genuine concerns in good faith as set out in this Policy and MTD Group's Whistle Blowing Policy, even if they turn out to be mistaken. No individual will be discriminated against or suffer any sort or manner of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of the Policy. All reports will be treated as confidential.

10.0 MONITORING AND REVIEW OF THE POLICY

- 10.1 Internal control systems and procedures of this Policy shall be subjected to regular audits to ensure its effectiveness in countering bribery and corrupt practices within MTD Group.
- 10.2 Regular audits shall be conducted to ensure compliance to this Policy and to ensure that it continues to remain relevant and appropriate. Such audits may be conducted internally by the Group Internal Audit Department or by an external party. All audit documentation should include performance improvement and action plans.
- 10.3 MTD Group Human Capital Division will review the implementation of this Policy, regularly consider its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible.