



NTPM HOLDINGS BERHAD AND ITS SUBSIDIARIES

ANTI-BRIBERY AND CORRUPTION POLICY

1. Introduction

NTPM Holdings Berhad (“NTPM” or the “Company”) and its subsidiaries (the “NTPM Group” or “Group”) is committed to conducting the Group’s business lawfully and ethically in all the countries where the businesses are located.

The Group has established this Anti-Bribery and Corruption Policy (“ABC Policy” or “Policy”) to elucidate its expectations for internal and external parties working for and on behalf of the Group in upholding NTPM Board of Directors’ (“Board”) zero-tolerance stance against bribery or corruption.

This ABC Policy, which is revised in tandem with changes to regulatory requirements locally and abroad as well as improvement opportunities recommended by assurance providers, is approved by the Board. The latest version of this Policy is made available on the Company’s website at www.ntpm.com.my

In the event of any conflicts between this Policy and applicable laws, the law shall prevail.

2. Scope

This Policy is generally applicable to the Directors of NTPM; employees of the Group; Business Associates, person associated with the Company, including, but not limited to its suppliers, consultants, contractors, agents, advisors, and any person who or institution which performs services for or on behalf of the Group (collectively, “Vendors”), unless otherwise stated in the specific associated policies referred to in this Policy.

3. What is Bribery?

“Bribery” refers the act of corruptly authorising, giving, agreeing to give, promising, offering, soliciting, receiving, accepting, attempting to obtain or agreeing to receive whether for the benefit of himself or any other person any gratification, directly or indirectly as an inducement or a reward for any person or officer of public body doing or forbearing to do anything in respect of any matter or transaction, actual or proposed or likely to take place in the Group. Gratification can take various forms, including monetary, non-monetary, services, favours, or any form of benefit or advantage, more specifically defined as follows and can also be found in section 5 below:

- A gratification that is given or received with a corrupt intent, either as an inducement to gain or provide an undue advantage or reward for having gained or provided an undue advantage is considered a bribe;
- A gratification that is given or received with the corrupt intent to influence the intended recipient’s judgement, views, or conduct, is considered a bribe; and



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- A gratification that is given or received with a corrupt intent, including to induce or reward the improper performance of a party, or to obtain or retain business advantage, is considered a bribe.

The Malaysian Anti-Corruption Commission Act 2009 (“MACC Act 2009”) prohibits a person or a commercial organisation from giving or receiving bribes, including via agents or associates. Contravention of the law may result in fines and/or imprisonment of up to 20 years [Refer to **Section 16**, **Section 17**, and **Section 17A** of the *MACC Act 2009*].

4. Our Group’s Anti-Bribery Stance

The Board NTPM has adopted zero-tolerance on bribery and corruption. This overall stance is further explained as follows:

- I. The Group shall not pay to, or receive bribes from, anyone for any purpose;
- II. The Group shall uphold this anti-bribery and corruption stance across the Group’s business seriously and expects the same from stakeholders, internal and external to the Group’s business, extending to all the Group’s business dealings and activities;
- III. The Directors, Management and staff of the Group as well as Vendors working for and on behalf of the Group shall adhere to and observe the Group’s anti-bribery and corruption stance and relevant provisions of this Policy;
- IV. In a situation where a Director, employee or Vendor is pressured to pay a facilitation payment to protect his/her physical safety or freedom, he/she shall prioritise her safety or freedom. If a facilitation payment is made in such a situation, the payment shall be immediately reported to the Group’s Compliance Officer, Managing Director (or his designate), or the Audit Committee Chairman, as the case may be.
- V. The Board treats any violation of this Policy seriously and shall undertake necessary actions, including, but are not limited to, review of employment or appointment, disciplinary actions, dismissal, termination of existing contract/agreement, and reporting to the authorities, consistent with the relevant laws and regulations.

5. Definitions

The following definitions and interpretations shall apply to this Policy:

“Business Associates” includes the Group’s joint-venture entities, joint-venture partners and business partners

“corruption” shall have the definition consistent with that provided by *Transparency*



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“employee”	<i>International (a global coalition against corruption)</i> , which is the abuse of entrusted power for private gain
“facilitation payments”	means any person, irrespective of the amount of wages he earns in a month, has entered into a contract of service with the Group, which includes full-time and part-time employee of the Group, permanent and probationary employee, trainee, retainer, apprenticeship contract, and any other temporary or contractual appointment to serve the Group as an employee
“facilitation payments”	shall have the definition consistent with that provided by <i>Transparency International</i> , which is a small bribe, also called a ‘facilitating’, ‘speed’, or ‘grease’ payment, made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement
“giving” “paying” a bribe	or refers to actions amounting to the act of giving, agreeing to give, promising, or offering a bribe by a person associated;
“gratification”	shall have the meaning as defined under Section 3 of the MACC Act 2009, i.e.: <ul style="list-style-type: none"><li data-bbox="456 1249 1409 1361">(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;<li data-bbox="456 1384 1409 1451">(b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;<li data-bbox="456 1473 1409 1541">(c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;<li data-bbox="456 1563 1409 1630">(d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;<li data-bbox="456 1653 1409 1720">(e) any forbearance to demand any money or money’s worth or valuable thing;<li data-bbox="456 1742 1409 1937">(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



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any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f)

“receiving” a bribe	refers to actions amounting to the act of soliciting or agreeing to receive a bribe by a person associated
“Vendors”	comprise suppliers, consultants, contractors, agents, advisors and any person who or institution which performs services for or on behalf of the Group
“person associated”	<p>has the following definitions pursuant to section 3 of the MACC Act 2009:-</p> <ol style="list-style-type: none">a. any person who is a nominee or an employee of such person;b. any person who manages the affairs of such person;c. any organisation of which such person, or any nominee of his, is a partner, or a person in charge or in control of, or has a controlling interest in, its business or affairsd. any corporation within the meaning of the Companies Act 1965 [Act 125], of which such person, or any nominee of his, is a director or is in charge or in control of its business or affairs, or in which such person, alone or together with any nominee of his, has or have a controlling interest, or shares to the total value of not less than thirty per centum of the total issued capital of the corporation; ore. the trustee of any trust, where<ol style="list-style-type: none">i. the trust has been created by such person; orii. the total value of the assets contributed by such person to the trust at any time, whether before or after the creation of the trust, amounts, at any time, to not less than twenty per centum of the total value of the assets of the trust;

6. Gifts, Entertainment, Hospitality and Travel

While the giving and receiving of gifts, entertainment, hospitality and travel are not prohibited, they must not be made with the intention, or perceived intention, to improperly influence any business-related decisions or outcome. Gifts, entertainment, hospitality or travel which may improperly influence any business-related decisions or outcome is construed as a bribe.



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Hence, Directors and employees of the Group as well as Vendors and business associates must avoid giving or receiving gifts, entertainment, hospitality or travel which may be construed as a bribe. The Group's business dealings, such as purchase orders, sales, and contracts, shall be conducted based on business merits, such as price competitiveness, quality of goods and services, and track records.

All gifts, entertainment, hospitality and travel provided or received, either in a personal capacity or representing the Group, shall be authorised, processed, and recorded in accordance with the Group's **Policy on Gifts, Entertainment, Hospitality and Travel**.

7. Facilitation Payments

Facilitation payments include unofficial and improper payments or benefits, such as gifts, entertainment, hospitality or travel, provided to secure or expedite a routine or necessary action to which the Group is legally entitled. Facilitation payments are bribes and they could be small in value and solicited by both the public and private sectors.

Directors of the Company, employees of the Group, Vendors and Business Associates are prohibited from, directly or through a third party, giving or receiving facilitation payments. The Group has formalised a **Facilitation Payment Policy** to provide guidance to personnel in the Group as well as Vendors and Business Associates.

8. Donations and Sponsorships

Donations and sponsorships made by the Group, if any, are philanthropic in nature and must never be made with the intention, or perceived intention, to influence any business-related decisions or outcome.

To avoid situations where there could be actual or perceived conflict of interest, the Group shall not make contributions or donations to, or sponsor any events of, an interested or related party to Directors of the Company, Vendors, Customers or to persons connected with any of these parties except in such situation where specific approval is obtained from the Board of Directors of NTPM Holdings Berhad.

While donations by the Group include political contributions, it is a policy that such political contributions shall not be made with an intention to influence the decision of the recipient so as to secure an advantage in the conduct of the Group's business. Directors and employees of the Group are also not prohibited from making personal political contributions or donations to political parties. Such contributions or donations shall, however, not be associated with the Group but must be made under the Director's or employee's personal capacity.

All donations and sponsorships shall be authorised, processed, and recorded in accordance with the Group's **Policy on Donations and Sponsorships**.



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9. Offer of Business Incentives

The Group shall only provide rebates, discounts, commissions, or other incentives on bona fide business transactions and which are not contradictory with prevailing laws and regulations on anti-bribery and corruption. All business incentives shall be offered made in accordance with the Group's Policy on the **Offer of Business Incentives**.

10. Business Dealings with Integrity

The Group, in selecting its Directors, employees, Vendors and Business Associates, places great emphasis on business ethics and integrity. As such, the Group has established internal procedures which require due diligence checks to be conducted prior to appointment or engagement. Parties intending to conduct business with the Group are expected to adhere to the Group's due diligence procedures. The due diligence procedures are set out in the Group's Anti-Bribery and Corruption Framework.

Vendors and Business Associates of the Group are strongly encouraged to have in place adequate procedures to prevent bribery or corruption activities in doing business, especially when performing work or service for or on behalf of the Group.

For business arrangement or conduct of business activity which carries a higher bribery or corruption risk, as assessed and determined by the Group from time to time, the Group shall require the Vendor or Business Associate involved to have in place adequate procedures, including policies and procedures, to prevent bribery or corruption activities. For the same reason, the Group may retain the right to audit a Vendor or Business Associate as a condition for the business.

11. Records

It is important that proper and complete records and documentation of all transactions made by the Group with its Vendors and Business Associates be maintained as these serve as evidence that the transactions made were bona fide, and were not made with a corrupt or unethical intent.

All records, including work records, supply records, bank statements, accounts, receipts, invoices and other supporting documentation, shall be prepared and maintained by the Group with accuracy and completeness. These records shall be retained for at least seven (7) years following the period to which they relate.

12. Compliance support and reporting of violation

Compliance with this Policy by Directors of the Company, employees of the Group, Vendors and Business Associates are mandatory. Concerns or queries pertaining to compliance with this Policy may be raised to the respective internal reporting lines, identified departmental officer or the Compliance Officer.



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Any person, including the general public, who knows of, or suspects, a violation of this Policy shall report their concerns through the whistleblowing mechanism set out under the **Whistleblowing Policy**, which is made available on the Company's website at www.ntpm.com.my

No individual shall be discriminated against or suffer any sort of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of the Policy. All reports shall be treated confidentially.

13. Review and revision of Policy

This Policy which is approved by the Board on 26 June 2020 shall be reviewed at least once every three years taking into consideration changes in the law and regulatory requirements and any improvement opportunities noted from assurance providers.

Version 1.0

Dated: 26 June 2020