

## **1. Talam Transform Berhad's Commitment on Anti-Bribery and Corruption Policy**

Talam Transform Berhad ("TTB") and its subsidiaries (collectively referred as "the Group") embrace a clear zero-tolerance policy to prevent and deter bribery or corruption. In this regard, the Group is committed to conduct its business dealings with integrity and in an ethical manner. Hence, TTB has in place an Anti-Bribery and Corruption Policy ("policy"), which covers the areas of bribery, gifts and business conduct, events and arrangements, facilitation payment, use of middlemen, use of lobbyists and gifts and arrangements for public authorities.

The policy is communicated and published to our employees for their reference and guidance on appropriate business conduct.

## **2. Objective**

The policy sets out the Group's position on bribery in all forms and matters of corruption that might confront the Group in its day to day operations.

## **3. Scope**

This policy applies to all Directors and Employees of the Group and this policy is not intended to be exhaustive, and there may be additional obligations that the Directors and Employees are expected to adhere and comply with when performing their duties and obligations.

For all intents and purposes, the Directors and Employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties and obligations.

## **4. Definition**

**Bribery** : Bribery is defined as any action which would be considered as an offence of giving and receiving "gratification" under Malaysian Anti-Corruption Commission Act 2009 ("MACCA").

In practice, it means offering, giving, receiving or soliciting something in value in an attempt to illicitly influence the decisions or actions of a person of position of trust within an organisation.

"Gratification" is defined in the MACCA as:-

- (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 of 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 paragraph (a) to (f).

Bribery may be “outbound”, where someone acting on behalf of the Group attempts to influence the actions of someone external, such as a Government official or client decision-maker.

Bribery may be “inbound”, where an external party is attempting to influence someone within the Group such as the decision maker or someone with access to confidential information.

Corruption : The Transparency International defines **corruption** as the abuse of entrusted power for private gain which eventually hurts everyone who depends on the integrity of people in a position of authority.

For the purpose of this policy, corruption is defined primarily as any action which would be considered as an offence of giving or receiving “Gratification” under MACCA.

In addition, corruption may also include acts of extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.

## 5. Anti-bribery and anti-corruption policy

- (a) All forms of bribery and corruption are prohibited. Employees must not participate in any corrupt activities such as extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud and money laundering.
- (b) Bribery may take place in the form of exchange of money, goods, services, property, privilege, employment position or preferential treatment. Hence, Employees shall not, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicit influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit of the Group or the person involved in the transaction.
- (c) This policy applies equally to its business dealing with commercial (“private sector”) and government (“public sector”) entities and includes interactions with their directors, employees, agents and other appointed representatives at all level.

## 6. Recognition of law and legislation

- (a) The Group is committed in conducting its business ethically and in compliance with all applicable laws and regulations, including but not limited to MACCA, Malaysian Penal Code (Revised 1977) (and its amendment) and the Companies Act, 2016.
- (b) In cases of conflict between mandatory law and principles contained in this policy the law shall prevail.

## 7. Gifts and Hospitality

- (a) The Group prohibit both giving and receiving gifts and hospitality (“G&H”) to influence business decisions but the Group allow and does not prohibit appropriate business related G&H, so long as it is reasonable, appropriate, modest and bona fide hospitality.
- (b) Reasonable G&H are acceptable provided the following guiding principles are observed:-

- (i) Transparency

You should be comfortable to disclose to your company/colleague the G&H that you offered/received.

- (ii) Recipients

You should only offer/accept G&H from those who will not put you in a position of conflict.

- (iii) Ability to influence

The G&H must not be offered/accepted when there is a pending business decision.

- (iv) Value

The G&H must be modest and must not be frequent as to place the recipient under an obligation.

- (v) Purpose

The intention behind the G&H must not be interpreted as to gain unmerited advantage.

- (c) Some examples of acceptable gift and hospitality are as follows:-

- (i) Token gifts offered in business situations or to all participants and attendees for example work related seminars, conferences, trade and business events;
- (ii) Gifts presented at work related conferences, seminar and/or business events;
- (iii) Gift given in gratitude for hosting business events, conferences and/or seminars;
- (iv) Refreshments or meals during meetings or as participants of work-related conferences and/or seminars; and
- (v) Meals for business purposes.

- (d) As a general principle, the Directors and Employees should not accept or give a gift to a third party if it is made with the intention of influencing the third party to obtain and retain business. In addition, lavish or unreasonable gifts or hospitality should not be accepted as such gift or hospitality may be perceived or interpreted as attempts by the Directors or Employees to obtain or receive favourable business treatment for personal benefit. Hence, the intention behind the G&H should always be considered.
- (e) The Directors and Employees where possible should avoid from offering and/or accepting G&H from government officials. If a gift is deemed appropriate, a corporate gift for a specific purpose is encouraged as opposed to personal gift.

## **8. Facilitation Payments**

- (a) The Group adopts a strict stance that disallows facilitation payment. However, there could arise a circumstance in which the Directors or Employees have no alternative but to make a facilitation payment in order to protect themselves from injuries, loss of life or liberty. Any request for facilitation payment under such circumstances should be reported immediately to the superior or head of department and onward transmission to the Directors.
- (b) Employees are expected to notify their immediate superior when encountered with any request for a facilitation payment. On no account should a payment be made and if Employees are unsure of the nature, their immediate superior must be immediately notified and consulted.

## **9. Third Parties and Agencies**

All third parties, including agents, suppliers and joint venture partners should be made aware of the Group policy in respect of anti-bribery and anti-corruption and the arrangement with them shall be subject to clear contractual terms, including specific provisions requiring them to comply with minimum standards and procedures relating to bribery and corruption.

## **10. Political Contribution**

In respect of political contributions, fund and resources of the Group must not be used to make any direct or indirect political contribution on behalf of the Group without written approval from the Board. Any political contribution if any must be made in accordance to any prevailing law that governed the political contribution.

## **11. Responsibilities of Employees**

- (a) Employees are responsible for understanding and complying with this policy. In particular, the role of Employees includes the following:-

- (i) Be familiar with applicable requirements and directives of the policy and communicate them to subordinate;
- (ii) Promptly record all transactions and payments accurately and in reasonable detail;
- (iii) Always raise suspicious transactions to immediate superior for guidance and next course of action;
- (iv) Promptly report violations or suspected violations through appropriate channels; and
- (v) To whistle blow or report the concerns through the mechanism as set out under the Group's Whistle Blowing Policy;

## **12. Continuous Improvement**

The Group is committed to continually improve its policies and procedures relating to anti-bribery and anti-corruption matters to ensure that it continues to remain relevant and appropriate.

## **13. Waiver**

Any deviation or waiver from this policy must be approved by the Audit Committee or Board of Directors.