

Anti-Bribery and Corruption Policy

Objective

NationGate has adopted a zero-tolerance policy against all forms of bribery and corruption. This Anti-Bribery and Corruption Policy (“ABAC”) policy is to promote fair competition and procurement in the marketplace.

The Group is committed to:

- i. Fair, honest & transparent conduct of business;
- ii. Never offering bribes, whether directly or indirectly, to gain a business advantage;
- iii. Never accepting bribes, whether directly or indirectly, to gain business advantage; and
- iv. Full & consistent support to zero corruption policy.

Bribes or other means of obtaining undue or improper advantage will not be offered or accepted. Any engagement in bribery and corrupt practices will severely affect NationGate’s corporate image and hence there is a distinctive need to inculcate a corporate culture free from bribery and any form of corruption.

Each employee and director of the Company should endeavor to deal fairly with customers, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. No bribes, kickbacks or other similar payments in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favourable action. The Company and the employee or director involved may be subject to disciplinary action as well as potential civil or criminal liability for violation of this policy.

This policy provides information and guidance to Employees on how to recognize and deal with potential bribery and corruption issues.

Purpose

The objective of NationGate’s ABAC Policy is to:

- Set out the responsibilities of NationGate and its subsidiaries, and the responsibilities of in observing and upholding the Group’s position on bribery and corruption, in order to ensure that the Group comply with applicable laws, regulations and policies and procedures;
- Ensure that the Group has adequate procedures in place to prevent and detect bribery and corruption;
- Provide information and guidance to employees on how to recognise and deal with potential bribery and corruption issues; and
- Protect the Group against the possible penalties and repercussions resulting from acts of bribery and corruption or being associated with such behaviour.

The ABAC Policy is not intended to provide definitive answers to all questions regarding bribery and corruption. Rather, it is intended to provide employees with a basic introduction to how NationGate fights bribery and corruption in furtherance of the Group’s commitment to lawful and ethical behaviour. Some of the guidelines are designed to prevent situations in which bribery and corrupt practices may take place.

Scope

This Policy is applicable to all companies within NationGate.

All Directors, Senior Management and employees of NationGate are responsible to comply with this policy. For the purpose of this document, the term “employees” includes any person who is employed full time, on probation, contractually or temporarily by NationGate (“Employees”).

Although the ABAC Policy is specifically written for NationGate employees, NationGate expects that contractors, sub-contractors, consultants, agents, representatives and others performing work or services for or on behalf of NationGate will comply with it in relevant part when performing such work or services.

Definition

“Corruption”

An act of dishonesty undertaken by a person in power or position of authority to acquire illicit benefit for one’s private gain. It is the act of giving or receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/ her job description.

An act of corruption constitutes a criminal offence.

“Bribery”

An act of offering, promising, giving, accepting or soliciting of any item of value as an inducement for an action which is illegal, unethical or a breach of trust.

“Bribe” or “Gratification”

A “bribe” or a “gratification” as defined in Malaysian Anti-Corruption Commission Act 2009 is:

- 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 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 paragraphs (a) to (f).

An act of bribery also constitutes a criminal offense

“Third Party”

Any individual or organisation encounter during the course of work for or with the Company, and including but not limited to, existing or potential, customers, suppliers, consultants, agents, brokers, donation or sponsorship beneficiaries, advisers, company secretary as well as any Public Officials.

“Public Official”

- Any person holding a legislative, administrative or judicial office of a country, government, state, province or municipality, whether appointed or elected;
- Any person exercising a public function for a country, government, state, province or

municipality, including for a government agency, board, commission, corporation, or other body or authority;

- Any official or agent of a public international organisation; or
- Any political party or official of a political party or a candidate for public office.

General Policy

Every employee and director of NationGate shall endeavor to deal fairly with customers and suppliers, the public and one another at all times and in accordance to sound ethical practices. No bribes, kickbacks or any payments in any form shall be made directly or indirectly to anyone for the purpose of obtaining or retaining business or obtaining any favorable action.

Any and all forms of corruption, extortion, and embezzlement are strictly prohibited and will result in disciplinary action, including immediate termination and/ or other legal actions against the employee or director.

In addition, NationGate STRICTLY prohibits any kind of money laundering activities. NationGate will make all effort to prohibit this illegal activity and to report to the authority (police and Bank Negara Malaysia) should any suspected case or in doubt.

Gift, Entertainment, Hospitality & Travel.

Employees shall not seek, receive, offer or give directly or indirectly, gifts, entertainment, hospitality and/or benefits, as such to/from third parties to solicit for business, favors or decisions to his/her advantage unless these are nominal gifts.

Occasional business gifts to and entertainment in connection with business discussions or the development of business relationships are generally considered appropriate in the conduct of business. However, such gifts should be accepted if the quantum is below the nominal value and the provision and acceptance is done in a bona fide manner, it is given infrequently and their values should be modest.

For the exceptional circumstances mentioned above, Employees are expected to exercise proper judgment in handling gift activities and behave in a manner consistent with the general principles set out below:

- Conscientiously maintain the highest degree of integrity;
- Always exercise proper care and judgment;
- Avoid conflicts of interest;
- Refrain from taking advantage of your position or exercising your authority to further your own personal interest at the expense of NationGate, and
- Comply with applicable laws, regulations and NationGate policies and procedures.

Refer to NationGate's Gift, Entertainment, Hospitality and Travel Policy.

Donations & Sponsorships.

Donations and sponsorships are considered as part of NationGate's commitment to society and our way of giving back to society by way of contributing to worthy causes. Nonetheless, even legitimate donations and sponsorships sometimes have the risk of creating the appearance of bribery and corruption.

Employees and directors must ensure that all donations and sponsorships on behalf of NationGate are given through legal means and proper channels. Particular care must be taken in ensuring that the charities or sponsored organizations which received the donations are valid bodies.

Refer to CSR, Donation & Sponsorship Policy.

Procurement Process

NationGate has a policy of internal controls center around supplier's selection. Supplier selection should never be based on receipt of a gift, hospitality or payment.

When supplier selection is formal, a structured invitation for the supply of goods and services (a "tender"), proper documentation must be maintained by the employee concerned supporting the internal controls.

No parties having the unfair advantage of separate, prior, close-door negotiations for the contract where a bidding process is open to all qualified bidders and where the sealed bids are in the open for scrutiny and are chosen on the basis of price and quality.

Due diligence of new suppliers in supplier selection should include elements of corruption risk assessment.

Dealings with Public Officials

Caution must be exercised when dealing with public officials as the laws against bribery and corruption are equally stringent.

Providing gifts, entertainment and corporate hospitality to public officials and their family are prohibited. If approval has been obtained for the provision of such gifts, entertainment and corporate hospitality, the employee must ensure that the values be not excessive or lavish.

Employees should seek guidance from Human Resources Department prior to providing any gift, entertainment or corporate hospitality to any public officials.

~~Definition of a public official: Any person holding a legislative, administrative or judicial office in the government whether federal or state.~~

Facilitation Payments

Facilitation payments are unofficial, improper, small transfers of value offered or made to secure or expedite a routine or necessary action to which Employees are legally entitled.

Employees are prohibited from, directly or indirectly, accepting or obtaining or attempting to accept or obtain or provide facilitation payments from any person for themselves or for any other persons.

Political Contributions

The Group may, in very limited circumstances, make political contributions in countries where such contributions are permitted under the law.

The authority to approve such political contributions is with the Managing Director.

Under no circumstances, will any employee be compensated or reimbursed in any way by the Company for a personal political contribution.

Consequences of a breach

Employees who breach this policy will face disciplinary action, which could result in dismissal for gross misconduct and/ or expose to personal liability or criminal liability at law if they engaged in any Improper Acts that are illegal.

Employees are encouraged to raise concerns about any instance, or suspicion, of malpractice at the earliest possible stage through their line manager or Whistleblowing channel.

Reporting a violation or suspicious activities

Any Employee who reasonably believe or suspect that a potential breach of this Policy is required to report to their immediate manager/supervisor at first instance.

However, where an Employee feels uncomfortable in raising their concern in this manner, wish to remain anonymous or unsatisfied with the response received, the concern can be raised using the procedures provided for in the NationGate's Whistleblowing Policy.

NationGate will not tolerate retaliation in any form against anyone for raising concern or reporting any improper, unethical or inappropriate behaviour.

Amendment

This policy is subject to amendment at any time to improve its effectiveness at combating bribery and corruption.