



PRG
HOLDINGS BERHAD

**PRG Group of Companies
(PRG Holdings Berhad)**

ANTI-BRIBERY & CORRUPTION POLICY

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1. INTRODUCTION

PRG Group of Companies (“PRG Holdings Berhad”) or the Group is committed to conducting its business lawfully and ethically. In response to the development of the law and regulations in relation to global fight against corruption, including the introduction of corporate liability to Malaysian commercial organisation, via the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and the Board of Directors of PRG Holdings Berhad with the recommendation of the Audit and Risk Management Committee, PRG Holdings Berhad has established this Anti-Bribery and Corruption Policy that sets out the Group’s principles and stance and adequate procedures against bribery activities in the conduct of its business.

This Anti-Bribery and Corruption Policy (“ABC Policy” and/or “the Policy”) has considered amongst others, guidance issued by the Prime Minister’s Department, i.e. Guidelines on Adequate Procedures Pursuant to Subsection (5) of Section 17A under the Malaysian Anti-Corruption Commission Act (Amendment) Act 2018, as well as other international better practices.

The ABC Policy has also been developed as part of the PRG Holdings Berhad’s Anti-Bribery Management System which has been designed to align with the requirements set out in the ISO 37001:2016. Having a clear and unambiguous policy statement on the Group’s position regarding bribery and corruption forms the cornerstone of an effective integrity management system. The policy should thus be read in conjunction with the ISO as well as the Group’s various policies & guidelines. If multiple documents speak on the same subject, then the more stringent provision always applies.

PRG Holdings Berhad aims to achieve the highest level of business ethics and prevent the occurrence of bribery in the conduct of its businesses. This Policy addresses the key policies on the Group’s bribery risks, and, together with general internal controls of the Group, are aimed to mitigate bribery risks of the Group.

This Policy shall be reviewed when:

- i. There is a change in the law or circumstance in the Group’s business; and
- ii. There is a material change in the environment or circumstances in which the Group is operating. In any event, this Policy shall be reviewed at least once every three (3) years.

2. ANTI-BRIBERY AND CORRUPTION COMMITMENT

PRG Holdings Berhad is committed to act professionally, fairly and with integrity in all its business dealings and relationships. This means avoiding acts such as bribery and corruption of all forms in daily operations that might reflect adversely upon the integrity and reputation of the Group.

PRG Holdings Berhad has adopted a zero-tolerance approach against all forms of bribery and corruption. Employees who refuse to pay bribes or participate in acts of corruption will not be penalised even if such refusal may result in losing business.

The Policy leverages on the values and core principles set out in the Code of Conducts. Full compliance to both the spirit and the letter of this Policy is mandatory and should be maintained using a principle-based approach.

In addition, PRG Holdings Berhad is also committed in upholding all laws relevant to countering bribery and corruption in the jurisdictions of Malaysia. PRG Holdings Berhad, its employees and business associates will be bound by the requirements of these laws in respect of its conduct in all jurisdictions they operate.

Individuals who involved in corrupt activity may be fined or sentenced to imprisonment in accordance to country law and legislation. Hence, in the event that PRG Holdings Berhad or any of its employees or business associates (e.g. contractors, agents or subsidiaries) is found to have taken part in corruption, the Group could face a hefty fine, and it could face serious damage to its reputation in the public markets. PRG Holdings Berhad therefore takes its legal responsibilities very seriously.

3. OBJECTIVES

The objectives of this Policy are to:

- set out the responsibilities of PRG Holdings Berhad and all individuals who work for PRG Holdings Berhad, in observing and upholding the Group's position on bribery and corruption; and
- provide information and guidance to employees and business associates of PRG Holdings Berhad on how to recognise and deal with bribery and corruption issues.

4. APPLICATION OF THE POLICY

This policy is applicable to PRG Holdings Berhad, its controlled organisations, business associates including consultants and contractors of PRG Holdings Berhad, directors, officers, employees and family members. Compliance with this Policy constitutes terms of service for each director, conditions of employment for each officer and employee, and conditions of providing services to PRG Holdings Berhad for each consultant and contractor. Each such person agrees to be bound by the provisions of this Policy upon notification of the most recent copy being given to them or upon notification that an updated version has been placed on PRG Holdings Berhad's website for review.

This Policy extends across all of the Group's business dealings in which the Group operates. All persons covered by this Policy, in discharging their duties on behalf of PRG Holdings Berhad, are required to comply with the laws, rules and regulations that PRG is performing business activities, and in particular with respect to anti-bribery and corruption laws, rules and regulations. Where uncertainty or ambiguity exists, please contact the Compliance Officer who may seek further legal advice.

5. REFERENCES

Malaysian Anti-Corruption Commission Act 2009 (MACCA)
Malaysian Anti-Corruption Commission (Amendment) - Act 2018 ("MACCA")
Guidelines On Adequate Procedures (Pursuant to Sub-section 5 of section 17 A) The
Malaysian Anti-Corruption Commission Act 2009)
ISO 37001:2016 Anti-bribery Management System
Whistleblowing Policy and Guidelines
Code of Conducts
Employee Handbook
Limit of Authority
No Gift Policy
Transparency International's Adequate Procedures - Guidance to the UK Bribery Act
2010

6. DEFINITIONS

“**ABMS**” means PRG Holdings Berhad’s Anti-Bribery Management System;

“**ARMC**” means the PRG Holdings Berhad’s Audit and Risk Management Committee;

“**Bribery & Corruption**” means any action which would be considered as an offence of giving or receiving ‘gratification’ under the Malaysian Anti-Corruption Commission Act 2009 (MACCA). Bribery refers to the act of corruptly authorising, giving, agreeing to give, promising, offering, soliciting, receiving, or agreeing to receive any gratification. In practice, this means offering, giving, receiving or soliciting something of value in an attempt to illicitly influence the decisions or actions of a person who is in a position of trust within an organisation.

Bribery may be ‘outbound’, where someone acting on behalf of PRG Holdings Berhad attempts to influence the actions of someone external, such as a Government official or client decision-maker. It may also be ‘inbound’, where an external party is attempting to influence someone within the Group such as a senior decision-maker or someone with access to confidential information.

“**Facilitation payments**” shall have the definition consistent with that provided by Transparency International, 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**” or “**Paying**” a **Bribe** refers to actions amounting to the act of agreeing to give, promising, or offering a bribe by a person associated.

“**Bribe**” refers to an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or business or personal advantage.

“**Inducement**” refers to something which helps to bring about an action or desired result.

“**Extortion**” means to directly or indirectly demand or accept a bribe, facilitation payment or kickback.

“**Gratification**” is defined in the Malaysian Anti-Corruption Commission Act 2009 to mean the following:

- (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).

“Receiving” a bribe refers to actions amounting to the act of soliciting or agreeing to receive a bribe by a person associated.

“Business advantage” means that PRG is placed in a better position (financially, economically, or reputationally, or in any other way which is beneficial) either than its competitors or than it would otherwise have been had the bribery or corruption not taken place.

“Kickbacks” means payment of any portion of a contract made to employees of another contracting party or the utilisation of other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payment to public officials, political parties, party officials or political candidates, to employees of another contracting party, or their relatives or business associates.

“Business Associate” means any individual or organisation with whom PRG Holdings Berhad has, or plans to establish, some form of business relationship. This may include, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, joint ventures, joint venture partners, consortium partners, outsourcing providers, distributors, actual and potential customers, investors, representatives, intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

"Third Party" means any individual or organisation with whom PRG Holdings Berhad's employees or person associated may come into contact during the course of work.

"Conflict of Interest" means when a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making at PRG Holdings Berhad.

"Controlled organisation" means an entity where PRG Holdings Berhad has the decision-making power over the organisation (i.e. PRG Holdings Berhad / Subsidiaries / Oversea Branches) such that it has the right to appoint and remove the management. This would normally be where PRG Holdings Berhad has the controlling interest (>50% of the voting share ownership), but it could be where there is an agreement in place that PRG Holdings Berhad has the right to appoint the management, for example a joint venture where PRG Holdings Berhad has the largest (but still <50%) allocation of the voting shares;

"Corporate Gift" means something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift. Corporate gifts may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the Group's brand. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Corporate gifts normally bear the Group name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads and plaques.

"Donation & Sponsorship" means charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of sports or educational events, supporting NGOs, and other social causes;

"Exposed Position" means an employee position identified as vulnerable to bribery through a risk assessment. Such positions may include any role involving: Investment function, financial approvals, procurement function, project tendering, contract management, human resource, relations with government officials or government departments; where negotiation with an external party is required; or other positions which the Group has identified as vulnerable to bribery;

"Hospitality" means 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 Group 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;

"PRG Holdings Berhad" or "Group" means PRG and its group of companies;

“**Employee or Person Associated**” means directors and all individuals directly contracted to the Group on an employment basis, including permanent and temporary employees or he is a person who performs services for or on behalf of the Group.

7. POLICY OWNER

Human Resource Department is the owner of this policy and the Compliance Officer is the Corporate Affairs Director.

8. ANTI-BRIBERY AND CORRUPTION POLICY

- 8.1. Bribery and corruption in all its forms as it relates to PRG Holdings Berhad’s activities is prohibited.
- 8.2. Bribery and corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment.

PRG Holdings Berhad employees, its business associates and third party shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit of PRG Holdings Berhad or the persons involved in the transaction.

- 8.3. The anti-bribery and corruption statement apply equally to its business dealings with commercial (‘private sector’) and Government (‘public sector’) entities, and includes their directors, employees, agents and other appointed representatives. Even the possible appearance of bribery or corruption is to be avoided, in any particular situation.
- 8.4. The anti-bribery and corruption statement apply to all countries worldwide without exception and without regard to regional customs, local practices or competitive conditions.
- 8.5. No PRG Holdings Berhad’s employee or business associates will suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.
- 8.6. PRG Holdings Berhad is also committed to conducting references checks or due diligence on prospective employee, particularly as it relates to appointments to positions where a bribery or corruption risk has been identified.

9. RECOGNITION OF LOCAL AND INTERNATIONAL LEGISLATION

- 9.1. PRG Holdings Berhad is committed to conducting its business ethically and in compliance with all applicable laws and regulations in the countries where it does business.
- 9.2. These laws include but are not limited to the Malaysian Penal Code (revised 1977) (and its amendments), the Malaysian Anti-Corruption Commission Act 2009 and its amendments, the Companies Act 2016. These laws prohibit bribery and acts of corruption, and mandate that companies establish and maintain accurate books and records and sufficient internal controls.
- 9.3. This Anti-Bribery & Corruption Policy (the "Policy") will supersede any other existing PRG Holdings Berhad policies relating to bribery and corruption. In cases where there is a conflict between mandatory laws and the principles contained in this and other policies, the law shall prevail.

10. GIFTS, ENTERTAINMENT, DONATIONS AND SPONSORSHIPS

- 10.1. PRG Holdings Berhad employees are not allowed from receiving or asking for (soliciting) gifts from external parties. Under no circumstances may PRG Holdings Berhad employees accept gifts in the form of cash or cash equivalent, including gift certificates, loans, commissions, coupons, discounts or any other related forms unless the circumstances fall under the exceptions stipulated under No Gift Policy document. Further details are set out in the No Gift Policy and Code of Conducts documents.
- 10.2. The only form of gift-giving allowed to external parties is a corporate gift and meeting the exceptions as stipulated in the No Gift Policy. Any gift-giving or event of hospitality is subject to approval according to Limit of Authority and must fulfil the following conditions:
 - (a) They are limited, customary and lawful under the circumstances;
 - (b) They do not have or are perceived to have (by either the giver or the receiver), any effect on actions or decisions;
 - (c) There must be no expectation of any specific favour or improper advantages from the intended recipients;

- (d) The independent business judgment of the intended recipients must not be affected;
 - (e) There must not be any corrupt / criminal intent involved; and
 - (f) The giving out of the gift and hospitality must be done in an open and transparent manner.
- 10.3. PRG Holdings Berhad encourages the act of donating to charities – whether through services, knowledge, time, or direct financial contributions in the form of cash or otherwise and agrees to disclose all charitable contributions it makes. However, the Group prohibits the giving and receiving of donation or sponsorship to influence business decisions.
- 10.4. All charitable donations made shall be legal and ethical under local laws and practices, and the amount of donations or sponsorships shall not be offered or made without the approval of the Management in accordance to Limit of Authority.
- 10.5. Employees and business associates must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.
- 10.6. PRG Holdings Berhad will not make donations, whether in cash or cash equivalent, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.
- 10.7. Entertainment in the course of business dealings are acceptable wherein such entertainment provided or received from clients must be adhered to guidelines stipulated in the Code of Conducts. Entitlement for employees based on their position as per Employee Handbook.

11. FACILITATION PAYMENTS

- 11.1. PRG Holdings Berhad adopts a strict policy of disallowing the use of facilitation payments in its business. Facilitation payment is a payment or other provision made personally to an individual in control of a process or decision to expedite or secure performance of a routine duty which that individual is already obliged to perform and where such payment would exceed what is properly due. It is given to secure or expedite the performance of a routine or administrative duty or function.

As an example, payment of fees to avoid hefty penalties or fines which an official receipt not given is a facilitation payment. However, payment for the urgent processing of a regular government-provided service, against rates published by the government that is made into a government administered account for which an official receipt is given, is not a facilitation payment.

- 11.2. Employees shall decline to make any facilitation payment and shall report to Compliance Officer immediately when they encounter any requests for a facilitation payment. In addition, if a payment has been made and employees are unsure of the nature, the Compliance Officer must be notified immediately, and the payment recorded accordingly.
- 11.3. Only in the event that an employee's life, health and security is at stake, it is permitted to make the payment. The employee must immediately report in writing the incident to their Head of Department and Compliance Officer to record the details and keep a record the transaction.

12. SUPPORT LETTERS

- 12.1. PRG Holdings Berhad awards contracts and employee positions purely on a merit basis and to follow the relevant procurement and recruitment process accordingly. Therefore, support letters in all forms shall not be recognised as the sole determinant of the business decision.

13. RECRUITMENT, PROMOTION AND SUPPORT OF EMPLOYEE

- 13.1. PRG Holdings Berhad recognises the value of integrity in its employees and business associates. The Group's recruitment, training, performance evaluation, remuneration, recognition and promotion for all PRG Holdings Berhad employees, including management, shall be designed and regularly updated to recognize integrity.
- 13.2. PRG Holdings Berhad does not offer employment to prospective employee in return for their having improperly favoured the Group in a previous role.

14. BUSINESS ASSOCIATES

- 14.1. All business associates (including external providers such as consultants, advisors, and agents) acting on behalf of PRG Holdings Berhad are required to comply with this Policy, the PRG Holdings Berhad's Code of Conducts, and all other policies as it relates to them.
- 14.2. Due diligence should also be carried out with regards to any business associates intending to act on the Group's behalf as an agent or in other representative roles, to ensure that the entity is not likely to commit an act of bribery or corruption in the course of its work with PRG Holdings Berhad.
- 14.3. The relationship with agents and other intermediaries must be fully documented using the PRG Holdings Berhad's standard terms and conditions for appointment. The Group shall include standard clauses in all contracts with business associates enabling the Group to terminate the contract in the event that bribery or an act of corruption has been proved to occur. Additional clauses may also be included for business associates acting on PRG Holdings Berhad's behalf where bribery risk has been identified.
- 14.4. It is a violation of the Policy to make any corrupt payments through any subsidiaries, agents, intermediaries, business partners, contractors or suppliers whether individuals or organisations of PRG Holdings Berhad ("business associates") or to make any payment to a third party where there is any reason to believe that all or a portion of the payment will go towards a bribe.
- 14.5. Payment to business associates must be appropriate and justifiable and for the purpose of legitimate services rendered.

15. DUE DILIGENCE

- 15.1. The Group will conduct appropriate due diligence as part of risk assessment and ensure compliance with this Policy.
- 15.2. While the list is not exhaustive, and warning signs will vary by the nature of the transaction, expense/payment request, geographical market or business line, common warning signs that should be considered as part of any due diligence include:
- (a) that a business associates has current business, family or some other close personal relationship with a customer or government official, has recently been a customer or government official or is qualified only on the basis of his influence over a customer or government official;

- (b) a customer or government official recommends or insists on the use of a certain business partner or business associates;
- (c) a business associates refuses to agree to anti-corruption contractual terms, uses a shell company or other unorthodox corporate structure, insists on unusual or suspicious contracting procedures, refuses to divulge the identity of its owners, or requests that its agreement be backdated or altered in some way to falsify information;
- (d) a business associates has a poor reputation or has faced allegations of bribes, kickbacks, fraud or other wrongdoing or has poor or non-existent third-party references;
- (e) a business associates does not have adequate qualifications to perform the required services; or
- (f) an expense / payment request by a business associates is unusual, is not supported by adequate documentation, is unusually large or disproportionate to products to be acquired, does not match the terms of a governing agreement, involves the use of cash or an off-the-books account, is in a jurisdiction outside the country in which services are provided or to be provided, or is in a form not in accordance with local laws.

15.3. Records and documentation of due diligence must be kept as part of the system of internal controls and record keeping discussed in Section 17.

16. RISK ASSESSMENT

16.1. Standard business risk assessments will be conducted on an annual basis to determine the level of controls necessary for a particular aspect of the Group's operations, including in relation to procurement and tender processes.

16.2. Risk assessments should give consideration to:

- (a) "country risk", which includes an assessment of the overall risks of corruption and bribery associated with a particular jurisdiction;
- (b) "transactional risks", which includes an assessment of the risks associated with a business transaction undertaken by the Group or its business associates;
- (c) "business opportunity risks", which includes the risk that pursuing or obtaining business opportunities may result in acts of bribery or corruption; and

(d) "business partnership risks", which includes risks deriving from relationships with or partnership with other business associates.

16.3. Specific policies and procedures will be adapted and implemented to proportionately address the risks identified above as they arise.

16.4. Records and documentation must be kept of each risk assessment as part of the system of internal controls and record keeping discussed in Section 17.

17. RECORD-KEEPING

17.1. PRG Holdings Berhad will be required to develop, implement, monitor and maintain a system of internal controls to facilitate compliance with this Policy, as well as to foster a culture of integrity and maintain high ethical standards throughout the Group.

17.2. PRG Holdings Berhad must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties, for a period of seven (7) years.

17.3. All transactions must be executed in accordance with management's general or specific authorization. Transactions must be recorded as necessary to permit preparation of financial statements in conformity with Malaysian Financial Reporting Standards, for a period of seven (7) years.

17.4. All business partners of the Group, wherever possible should have in place internal controls and procedures that fit these criteria and enhance compliance with this Policy.

17.5. The Group will maintain available for inspection accurate books and records that fairly document all financial transactions, risk assessments and due diligence.

17.6. All directors and employees of PRG Holdings Berhad must record any gifts given or received in the Gift Register and seek approval from Group Executive Vice Chairman accordingly for items beyond the exception situations stipulated in the No Gift Policy.

17.7. All expenses incurred to third parties relating to hospitality, gifts or expenses must be submitted in accordance with the relevant PRG Holdings Berhad policies and the reason for the expenditure must be specifically recorded.

17.8. All accounts, invoices, memoranda and other documents and records relating to dealings with business associates or any external parties should be prepared and maintained with strict accuracy and completeness. No accounts or cash funds may be

kept "off-book" to facilitate or conceal improper payments. The use of false documents and invoices is prohibited, as is the making of inadequate, ambiguous or deceptive bookkeeping entries and any other accounting procedure, technique or device that would hide or otherwise disguise illegal payments.

17.9. To ensure the effectiveness of internal controls, business and finance personnel of the Group will review transactions and expense / payment requests for warning signs that signal inadequate commercial terms / non-arm's length transaction or transaction with excessive risks.

18. RED FLAGS

18.1. The following is a list of "red flags" that may indicate the possible existence of corrupt practices and should be vigilant by all those subject to this Policy:

- (a) Use of an agent with a poor reputation or with links to a foreign government.
- (b) Unusually large commission payments or commission payments where the agent does not appear to have provided significant services.
- (c) Cash payments, or payments made without a paper trail or without compliance with standard internal controls.
- (d) Unusual bonuses to foreign personnel for which there is insufficient supporting documentation.
- (e) Payments to be made through third party countries or to offshore accounts.
- (f) Secret private meetings requested by public contractors or companies with the intention to achieve undue influence over a transaction or decision for particular tender / contracts.
- (g) Non-compliance to PRG Holdings Berhad policies or procedures resulting in abuse of power or undue influence over a decision.
- (h) Unjustified preferences for certain sub-contractors.
- (i) Invoices rendered or paid in excess of contractual amounts.

18.2. This list is not exhaustive and it is meant for guidance only. All employees shall be alert to other indicators that may raise a suspicion of corruption activity.

19. RESPONSIBILITIES OF PRG HOLDINGS BERHAD EMPLOYEES

19.1. All PRG Holdings Berhad's directors, officers, employees, and business associates are required to:

- (a) Be familiar with applicable requirements and directives of the policy and communicate them to subordinates. The prevention, detection and reporting of

bribery offences and other forms of corruption are the responsibility of all those working for PRG Holdings Berhad or under its controlled organisations. All such persons are required to avoid any activity that might lead to, or suggest, a breach of this Policy;

- (b) Promptly record all transactions and payments in PRG Holdings Berhad's books and records accurately and with reasonable detail;
- (c) Ask the Compliance Officer if any questions about this policy arise or if there is a lack of clarity about the required action in a particular situation;
- (d) Always raise suspicious transactions and other "red flags" (indicators of bribery or corruption) to immediate superiors for guidance on the next course of action.

Below is the general rule of a circumstance for all employees to follow:

If you are asked to make a payment on the Group's behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Compliance Officer, wherever possible, prior to taking any action.;

- (e) Be alert to indications or evidence of possible violations of this policy;
- (f) Promptly report violations or suspected violations through appropriate channels. Employees and business associates must notify the Compliance Officer or make a disclosure under PRG Holdings Berhad's Whistleblowing Policy as soon as possible if they believe or suspect that an action in conflict with this Policy has occurred, or may occur in the future, or has been solicited by any person.;
- (g) Attend required anti-bribery and corruption training as required according to position provided by the Group; and
- (h) Not misuse their position or PRG Holdings Berhad's name for personal advantage.

19.2. All PRG Holdings Berhad's directors, officers, employees and business associates are prohibited to:

- (a) give, promise to give, or offer, a payment, gift or hospitality to a third party or otherwise engage in or permit a bribery offence to occur, with the expectation or hope that an advantage in business will be received, or to reward a business advantage already given;
- (b) give, promise to give, or offer, a payment, gift or hospitality to external party to "facilitate" or expedite a routine procedure;
- (c) accept a payment, gift or hospitality from external party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by the Group in return;
- (d) threaten or retaliate against another employee or worker who has refused to commit a bribery offence or who has raised concerns under this Policy or PRG Holdings Berhad's Whistleblowing Policy; and
- (e) engage in any activity that might lead to a breach of this Policy.

19.3. Managers will have full authority to implement the Policy within their spheres of responsibility. The measures taken by managers will be proportionate to the risks associated with their areas of responsibility but may include:

- (a) devising, implementing and maintaining systems and controls designed to prevent bribery, minimize the risk of bribery and detect instances of bribery;
- (b) ensuring that employees are aware of the Policy; and
- (c) ensuring that employees participate in anti-bribery training and that training specific to the needs of particular employees or job functions is provided when appropriate.

19.4. Non-compliance with the Policy may result in criminal or civil penalties which will vary according to the offence. An employee acting in contravention of the Policy will also face disciplinary action up to and including dismissal of permanent and employees on contract. PRG Holdings Berhad reserve its right to terminate the said employee contract, if applicable.

20. CONFLICTS OF INTEREST

- 20.1. Conflicts of interest arise in situations where there is personal interest that could be considered to have potential interference with objectivity in performing duties or exercising judgment on behalf of the Group. All employees should avoid situations in which personal interest could conflict with their professional obligations or duties. Employee must not use their position, official working hours, Group's resources and assets, or information available to them for personal gain or to the Group's disadvantage.
- 20.2. In a situation where an actual, perceived or potential conflict of interest occurs, it must be recorded in the Code of Conduct Register for management action.
- 20.3. Generally, a conflict of interest arises when personal interests in any way interfere with PRG Holdings Berhad's interests. Conflicts of interests do not necessarily have to result in unethical or illegal acts. Conflicts of interests can arise when employee take actions or have interests that may make it difficult to perform their role in PRG Holdings Berhad objectively. It is important for employee to avoid conflicts of interests, including potential conflicts of interests that could create the perception that they may be improperly influenced in their decision-making.
- 20.4. It is not possible to list all situations or relationships which may create a conflict of interest or the appearance of one, so each situation must be evaluated. Conflicts of interests can be damaging to employee or to PRG Holdings Berhad. In some situations, a conflict of interest that has been fully disclosed to PRG Holdings Berhad may be acceptable, assuming appropriate mitigations have been agreed and implemented.
- 20.5. Each Department must ensure that:
- (a) Employees are aware of the need to declare any actual, perceived or potential conflicts of interest in the Code of Conducts Register;
 - (b) Managers agree and record any actions required to mitigate the conflicts of interest in the Code of Conducts Register; and
 - (c) Any actual, perceived or potential conflicts of interest that cannot be resolved in that manner is escalated to the Compliance Officer for advice.

21. DECLARATIONS

- 21.1. All PRG Holdings Berhad's directors, officers, employees and business associates must read, understand and comply with this Policy and the following related policies:
- (a) Employee Handbook;
 - (b) Code of Conduct; and
 - (c) Whistleblowing Policy and Guidelines.
- 21.2. A copy of this declaration shall be documented and retained by the Human Resources Department.

22. RESPONSIBILITY FOR THE POLICY

- 22.1. The Group's Board of Directors has overall responsibility for ensuring this Policy complies with PRG Holdings Berhad's legal and ethical obligations, and that all those under PRG Holdings Berhad's control comply with it.
- 22.2. The Compliance Officer has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness. Management at all levels is responsible for ensuring those reporting to them are made aware of and understand this Policy.
- 22.3. The Compliance Officer are responsible in monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness. Any deficiencies identified will be rectified as soon as possible.
- 22.4. Internal control systems and procedures are be subject to audit to provide assurance that they are effective in countering bribery and corruption.
- 22.5. PRG Holdings Berhad shall conduct risk assessments at least once in every three (3) years to identify the bribery and corruption risks affecting the business, set anti-bribery and corruption objectives, and assess the effectiveness of the controls in achieving those objectives
- 22.6. All directors, officers, employees and business associates of PRG Holdings Berhad are responsible for the success of this Policy and should ensure they follow the procedures set out herein to disclose any suspected wrongdoing.

- 22.7. All directors, officers, employees and business associates of PRG Holdings Berhad are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Officer.
- 22.8. If you have any questions about how this Policy should be followed in a particular case, please contact the Compliance Officer or the Group Executive Vice Chairman of PRG in the first instance on +603 7859 0877.

23. TRAINING AWARENESS AND COMMUNICATION OF THE POLICY

- 23.1. To ensure that all PRG Holdings Berhad's directors, officers, employees and business associates are aware of the Policy, a copy of the Policy will be provided to them and they will be advised that the Policy is available on PRG Holdings Berhad's website for their review. All directors, officers, employees and business associates of PRG Holdings Berhad will be informed whenever significant changes are made.

New directors, officers, employees and business associates of PRG Holdings Berhad will be provided with a copy of this Policy and will be educated about its importance.

- 23.2. Training on this Policy will form part of the induction process for all new directors, officers, employees and business associates of PRG Holdings Berhad. All existing directors, officers, employees and business associates will receive relevant training on how to implement and adhere to this Policy.
- 23.3. Human Resources Department shall maintain records to identify which PRG Holdings Berhad directors, officers and business associates have received training, and produce, communicate and update the training schedule as required.
- 23.4. PRG Holdings Berhad's zero-tolerance approach to bribery and corruption must be communicated to all business associates at the outset of our business relationship with them and as appropriate thereafter. For advice on these communications, please contact the Compliance Officer.

24. REPORTING VIOLATIONS OF THIS POLICY

- 24.1. All directors, officers, employees and business associates must adhere to PRG Holdings Berhad's commitment to conduct its business and affairs in a lawful and ethical manner. All directors, officers, employees and business associates are encouraged to raise any queries with the Compliance Officer.
- 24.2. In addition, any directors, officers, employees and business associates of PRG Holdings Berhad who becomes aware of any instance where PRG Holdings Berhad receives a solicitation to engage in any act prohibited by this Policy, or who becomes aware of any information suggesting that a violation of this Policy has occurred or is about to occur is required to report it to the Compliance Officer.
- 24.3. PRG Holdings Berhad aims to encourage openness and support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. No directors, officers, employees and business associates of PRG Holdings Berhad will suffer demotion, penalty, or other adverse consequences for refusing to engage in or permit a bribery offence or for raising concerns or for reporting possible wrongdoing, even if it may result in the Group losing business or otherwise suffering a disadvantage.
- 24.4. PRG Holdings Berhad has also adopted a Whistleblowing Policy and Guidelines which provides procedures for reporting violations of laws, rules, regulations or PRG Holdings Berhad's corporate policies. A copy of the Whistleblowing Policy and Guidelines can be found on PRG Holdings Berhad's website at www.prg.com.my.
- 24.5. PRG Holdings Berhad prohibits retaliatory action against any person who raises a concern in good faith.

25. CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY

- 25.1. Non-compliance as identified by the audit and any risk areas identified through this and other means should be reported to the top management and ARMC in a timely manner in accordance with the level of risk identified. The Human Resource Department and Compliance Officer are responsible to update and report the ARMC on ABMS related matters.
- 25.2. Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. Violation of this Policy may also constitute a criminal offence under Malaysia laws. If it appears in the opinion of the Board that any directors, officers, employees or business associates of PRG Holdings Berhad may

have violated such laws, then PRG Holdings Berhad may refer the matter to the appropriate regulatory authorities, which could lead to civil or criminal penalties for PRG Holdings Berhad and/or the responsible person.

26. CONTINUAL IMPROVEMENT

- 26.1. In maintaining the ABMS, PRG Holdings Berhad is committed to satisfying the requirements set out in ISO 37001. Any concerns to improve the ABMS can be channelled to Human Resource Department.
- 26.2. PRG Holdings Berhad shall monitor the legal and regulatory regimes where it operates and any changes to PRG Holdings Berhad's business environment and risks and identify opportunities for ABMS improvement. A report should be submitted to the top management and ARMC on a regular basis for the appropriate action to be taken.
- 26.3. Assessments of the ABMS should be carried out at least once in every three (3) years to ensure its scope, policies, procedures and controls shall mitigate the bribery and corruption related risks faced by the Group.
- 26.4. PRG Holdings Berhad endeavours to impact the business environment where it operates. This includes extending its integrity programme to non-controlled business associates such as suppliers and contractors, seeking to work with companies who have a similar commitment and supporting initiatives in the private and public sectors which are likely to improve the integrity of its operating environment.

27. PUBLICATION OF THE POLICY

This Policy will be posted on PRG Holdings Berhad's website at www.prg.com.my.

28. ACKNOWLEDGEMENT

I (print name) _____ acknowledge that I have read, understood and agreed to comply with the PRG Holdings Berhad's Anti-Bribery & Anti-Corruption Policy including attending the training conducted by the Management. I have not violated the provisions of this Policy and am not aware of any violations of the Policy as of the date hereof.

Signature: _____

Date: _____

Original Approval Date:

Approved by: