ANTI-BRIBERY

AND

ANTI-CORRUPTION

POLICY

(“ABC Policy”)

CONTENTS

ITEM	DESCRIPTION	PAGE
1.	Bina Darulaman Berhad's Commitment	3
2.	Background	3
3.	Objective	4
4.	Scope	4
5.	Definitions	4 – 8
6.	Anti-Bribery and Anti-Corruption Policy	8 - 9
7.	Recognition of Local and International Legislation	9
8.	Gifts, Entertainment and Travel (G.E.T) and Donation and Sponsorship (D&S)	9 – 11
9.	Facilitation Payments	11
10.	Business Associates	11 - 12
11.	Responsibilities of Management & Employees	12
12.	Conflict of Interest	12 - 13
13.	Staff Declarations	13
14.	Anti-Bribery and Anti-Corruption Compliance	13 - 14
15.	Awareness and Training	14
16.	Reporting of Policy Violations	14
17.	Non-Compliance	14
18.	Continuous Improvement	15
19.	Sanctions for Non-Compliance	15

1. Bina Darulaman Berhad's Commitment

1.1 Bina Darulaman Berhad and its subsidiaries ("the Group") are committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the company's daily operations. The Group has adopted a zero-tolerance approach against all forms of bribery and corruption and takes a strong stance against such acts. Employees who refuse to pay or receive bribes or participate in acts of corruption will not be penalised even if such refusal may result in the Company losing its business or not meeting the targets.

1.2 The Group's Anti-Bribery and Anti-Corruption Policy ("ABC Policy") leverages the core principles set out in the Group's Standard Operating Procedures ("SOP"). The scenarios provided within this Policy do not limit the boundaries of the Policy which may be extended to cover all circumstances relating to bribery. Compliance to the Policy is mandatory and will be monitored with a principle-based approach.

1.3 The Group where the context permits shall also be referred to as the Commercial Organization.

1.4 By virtue of section 17A of the Malaysian Anti-Corruption Commission Act 2009 ("MACCA"), the Government of Malaysia has enacted and imposed corporate liability for commercial organizations committing any acts of corruption. If found guilty for such an offence, the directors and the management of the Commercial Organization are deemed to have committed the same unless the Commercial Organization had emplaced adequate policies and procedures to prevent such conduct from happening and such Associated Person proves that the offence was committed without his consent or connivance.

Penalties for a Commercial Organization are harsh whereby on conviction a fine – a minimum of RM1,000,000.00 and/or up to 20 years imprisonment.

2. Background

2.1 The Group highlighted Integrity as the first core value in the SOP. Each Employee shall uphold high levels of personal and professional values in all business interactions and decisions.

2.2 The nature of the Group's business requires its employees to engage in business with a wide range of parties, both internal as well as external. This Policy establishes the boundaries on interactions with all parties.

2.3 This Policy also provides guidance on how to act when subjected to potential acts of bribery and matters of corruption.

2.4 This Policy shall be read in conjunction with the SOP and the MACCA and its 2018 amendment.

3. Objective

3.1 This Policy sets out the Group's position, on anti-bribery in all its forms and matters of corruption that might confront the Group in its day to day operations and in amplification to paragraph 2 above to provide adequate procedures and information in defending and maintaining its position on anti-bribery and anti-corruption in line with the Adequate Procedure Principles pursuant to Guidelines on Adequate Procedures pursuant to subsection (5) of section 17A of MACCA.

4. Scope

4.1 This policy applies to all Directors and Employees of the Group.

5. Definitions

5.1 The following definitions are included in this policy.

Abbreviation	Definition
SOP	The Group's Standard Operating Procedures.
Associated Person	Associated Person shall have the same meaning as "a person associated" set out under section 17A (6) MACCA to be a director, partner, an employee or a person who performs services for or on behalf of the Commercial Organization.
Bribery	Bribery is defined as any action which would be considered as an offence of giving or receiving "gratification" under MACCA. 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 a position of trust within an organization.
Gratification	'Gratification' is defined in the MACCA 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;*

Abbreviation	Definition
	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).* 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. It may also be "inbound", where an external party is attempting to influence someone within the Group such as a decision-maker or someone with access to confidential information. Bribery and corruption are closely related. However, corruption has a wider remit. See "Corruption" definition below.
Business Associate	An external party with whom the organization has, or plans to establish, some form of business relationship. This primarily includes Counterparties and Business Partners, i.e. clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors.

Abbreviation	Definition
Corruption	The Transparency International definition of corruption is 'the abuse of entrusted power for personal gain.' 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 the MACCA ('Bribery' as defined above). In addition, corruption may also include acts of extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.
Conflict of Interest	When a person's own interests either influence, have the potential t o influence or are perceived to influence their decision making of the Group.
Donations and Sponsorship	Charitable contributions and sponsorship payments made by the Group to support the community.
Directors	Directors include all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.
Exposed Position	A staff position identified as vulnerable to bribery through a risk assessment. Such positions may include but is not limited to any role involving procurement or contract management; financial approvals; human resource; relations with government officials or government departments; sales; positions where negotiation with an external party is required; or other positions which the company has identified as vulnerable to bribery.
Facilitation Payment	A payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite a routine or administrative duty or function.
Corporate Gift	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 company's brand. The gifts are given transparently and openly, with the implicit or explicit approval of the organisations involved. Corporate gifts normally bear the company name and logo and are of nominal value

Abbreviation	Definition
	Examples of corporate gifts include items such as diaries, table calendars, pens, notepads, plaques, and festive gifts such as hampers, oranges and dates.
Personal Gift	Something given from one individual to another, with the intention of creating or enhancing a personal relationship. The gifts are given in a private setting, without the knowledge or approval of the company management of one or both parties. Personal gifts may include cash, cash equivalents such as credit cards, bitcoin or savings accounts, electronic items, watches, luxury pens, property, vehicles, free fares, shares, interest free loans, lottery tickets, travel facilities, entertainment, services, club memberships, any forms of discount or commission, pieces of jewellery, decorations, souvenirs, vouchers or any other valuable items.
Employees	All individuals directly contracted to the Group on an employment basis, including permanent and contract / temporary employees and Executive Directors.
Designated Committee	The members consist of the followings: 1. Group Chief Executive Officer; 2. Chief Operating Officer; and 3. Chief Financial Officer. (hereinafter referred to as the C-Level Management Committee ("CMC"). The organizational chart of the CMC is attached as Appendix A.

Abbreviation	Definition
Family Members	Family Members as interpreted by Section 109(2)(a) of Companies Act 2016 and Main Market Listing Requirements Chapter 1.01 as follows: Section 197(2)(a) of Companies Act 2016 "a member of the director's family" means the director's spouse, parent, child, including adopted child and stepchild, brother, sister and the spouse of the director's child, brother or sister." Main Market Listing Requirements Chapter 1.01 in relation to a person means such person who falls within any one of the following categories: (a) spouse; (b) parent; (c) child including an adopted child and step-child; (d) brother or sister; and (e) spouse of the person referred to in subparagraphs (c) and (d) above.
ERM	ERM means Group Enterprise Risk Management of Bina Darulaman Berhad.
GCA	GCA means Group Corporate Assurance of Bina Darulaman Berhad.
GHR	GHR means Group Human Resource of Bina Darulaman Berhad.

6. Anti-Bribery and Anti-Corruption Policy

6.1 All forms of bribery and corruption are prohibited. The Group upholds a zero-tolerance approach. In addition to bribery, Employees must not participate in any corrupt activity, such as extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.

6.2 Bribery may take the form of exchange of money, goods, services, property, privilege, employment position or preferential treatment. Employees 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 organization, either for the intended benefit the Group or the persons involved in the transaction.

6.3 This Policy applies equally to its business dealings with commercial ('private sector') and government ('public sector') entities and includes interactions with their directors, Employees, agents and other appointed representatives at all levels. Even the perception of bribery is to be avoided.

6.4 This Policy shall at all times in accordance with the laws and regulations of Malaysia. In the event of any inconsistency or conflict between the provisions of this policy and the laws of Malaysia, the laws of Malaysia shall prevail over the Policy.

6.5 No Employee will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes or other illicit behaviour, even if such refusal may result in the company losing business or experiencing a delay in business operations.

6.6 The Group recognises the value of integrity in its Employees and Directors. The Group's recruitment, training, performance evaluation, remuneration, recognition and promotion for all Employees, shall be designed to recognise integrity. The Group conducts due diligence on employees who hold or may be holding, Exposed Positions.

6.7 The Group does not offer employment to prospective Employees in return for previous favour/in exchange of improper favour.

6.8 The Group awards contracts and employee positions purely based on merit. Support letters in all forms shall not be recognised as part of the business decision making process.

7. Recognition of Local and International Legislation

7.1 The Group is committed to conducting its business ethically and in compliance with all applicable laws and regulations by MACCA, Malaysian Penal Code (revised 1977) (and its amendments) and the Companies Act 2016 (Malaysia). These laws prohibit bribery and corruption. Organizations are mandated to establish and maintain accurate books and records as well as adequate measures to prevent corrupt practices.

7.2 In cases of conflict between mandatory law and the principles contained in this Policy the law shall prevail.

8. Gifts, Entertainment and Travel (G.E.T) and Donation and Sponsorship (D&S)

8.1 The Group prohibits both the giving and receiving of G.E.T and D&S to influence business decisions. The Group adopts a practice where Employees, family members or agents acting for an on behalf of the Group Employees or their family members are prohibited from, directly or indirectly, receiving or providing

gifts save for a limited and special exceptions that shall at all times comply with all applicable policies, procedures, laws and regulations related to the use of G.E.T.

8.2 G.E.T offered/received by the Group are limited up to RM300.00 and the G.E.T offered/received above RM300.00 must be immediately declared to the CMC.

8.3 The Group allows appropriate business-related G.E.T. Reasonable G.E.T is acceptable provided that the following guiding Principles are observed:

i. Principle 1: Transparency

You should be comfortable to disclose to your colleagues the G.E.T and D&S that you offered/received.

ii. Principle 2: Recipients

You should only offer/accept G.E.T and D&S to/from those who will not put you in a position of conflict.

iii. Principle 3: Ability to Influence

The G.E.T and D&S must not be offered/accepted when there is a pending business decision.

iv. Principle 4: Value

The G.E.T and D&S must be modest and must not be so frequent i.e. more than three (3) times a year as to place the recipient under an obligation.

v. Principle 5: Purpose

The intention behind the G.E.T and D&S must not be interpreted as to gain unmerited advantage.

8.4 Employees should avoid from offering and/or accepting G.E.T and D&S beyond Item 8.2 limit, to/ from government officials. If a gift is deemed appropriate, a Corporate Gift for a specific purpose is encouraged as opposed to a Personal Gift. G.E.T must be reasonable and proportionate to the income of the Government official such that no obligation is created by the provision of the hospitality resulting in a decision to the advantage of the business. All offers and acceptance of G.E.T and D&S involving government officials must be approved by the relevant decision-makers according to their Delegated Authority Limit ('DAL'). The G.E.T and D&S must also be declared in the register.

8.5 Donations and Sponsorships (D&S) are permitted provided that the DAL are observed.

8.6 Donations in the form of charity may be permissible depending on the circumstance but should be made directly to an official entity and be able to be disclosed publicly when required to.

8.7 Discounts, provisions of free products and services, provision of vehicles at discounted or zero cost rates, servicing and other provisions are not permitted in exchange for undue influence.

9. Facilitation Payments

9.1 The Group adopts a strict stance that disallows Facilitation payments or 'kickbacks'.

9.2 Employees are expected to notify their immediate superior when encountered with any requests for a facilitation payment. In addition, if a payment has been made and Employees are unsure of the nature, their immediate superior must be immediately notified and consulted. They must also ensure that the payment has been recorded transparently.

9.3 The Group equally uphold the safety of all Employees as priority. In the event that an Employee's safety is at stake, a facilitation payment to protect the Employee is permitted if: -

(i) that is the immediate available recourse to protect the safety of the Employee;
(ii) the Head of Business Units/Group Chief Executive Officer's approval has been obtained; or, payment under the state of emergency had been undertaken, after which the Head of Business Units / Group Chief Executive Officer's approval must be retrospectively obtained as soon as possible.

10. Business Associates

10.1 As part of the Group's commitment to combat bribery, the Group expects all Business Associates to refrain from bribery.

10.2 If suspicion of bribery and corruption arises in the dealings with any Business Associate, the Group shall seek an alternative provider of the services / goods.

10.3 The Group expects all Business Associates acting on behalf of the Group to contractually agree to refrain from bribery and corruption.

10.4 If the Group is not satisfied that bribery and corruption prevention has been upheld, due diligence shall be undertaken with regards to any Business Associate intending to act on the Group's behalf.

10.5 The extent of the due diligence should be risk-based and shall include a bribery risk assessment. Due diligence may include a search through relevant databases, checking for relationships with public officials, and documenting the reasons for choosing one particular Business Associate over another.

10.6 The Group shall endeavour to include clauses in all contracts enabling the Group to terminate any contract in which bribery or corruption has been observed.

10.7 The Group strives to build and strengthen its relationships with Business Associates. In ensuring that the Business Associate adhere to industry best practice and accepted standards of behaviour, Business Associates may be required to complete the:

1. Bina Darulaman Berhad Partner Compliance Verification; or
2. the Mutual Recognition form.

where deemed necessary based on circumstantial requirements. Where the requirements may not be immediately apparent, ERM shall be consulted.

10.8 Guidance and standards for appropriate practices and behaviours are expected to also be regulated to prevent corrupt practices. Where the requirements may not be immediately apparent, ERM shall be consulted.

11. Responsibilities of Management & Employees

11.1 Management and Employees are responsible for understanding and complying with this Policy. In particular, the role of Management and Employees includes the following:

i. familiar with applicable requirements and directives of the policy and communicate them to subordinates;
ii. Promptly record all transactions and payments accurately and in reasonable detail;
iii. Always raise suspicious transactions to immediate superiors for guidance on next course of action;
iv. Promptly report violations or suspected violations through appropriate channels;
v. Promptly complete SOP trainings and assessments, as well as attest to comply annually.

12. Conflict of Interest

12.1 Conflicts of interest arise in situations where there is a personal interest that might be considered to interfere with that person's objectivity when performing duties or exercising judgement on behalf of the Group. Employees should avoid or deal appropriately with situations in which personal interest could conflict obligations or duties. Employees must not use their position, official working hours, Group

resources and assets for personal gain or to the Group's disadvantage.

12.2 The SOP sets out the procedures on how to deal with conflicts of interests arising with a selected group of individuals and entities, including:

i. Dealing with suppliers, customers, agents and competitors;
ii. Personal dealings with suppliers and customers;
iii. Outside employment and activities outside the Group;
iv. Board membership;
v. Family members; and
vi. Investment activities.

12.3 In situations where confronted with such conflict, Employees are required to complete the Conflicts of Interest Disclosure Form.

13. Staff Declarations

13.1 All new recruits shall complete trainings on the SOP and this Policy. New recruits are expected to pass the assessment at the end of the training and attest that the SOP shall be complied with in the course of his/her employment.

13.2 In addition, under circumstances of suspicious behaviour, allegations and/or investigations relating to bribery or corruption, CMC reserves all rights to request the relevant Employee to declare information regarding assets owned as deemed necessary.

14. Anti-Bribery and Anti-Corruption Compliance

14.1 GCA shall have the oversight of the implementation of compliance controls related to this Policy.

14.2 GCA shall be the independent authority to act effectively against bribery, including initiating investigations deemed necessary based on reasonable cause for suspicion. The Head of Enterprise Risk Management shall maintain a direct reporting line to the Board Risk Committee.

14.3 GCA shall implement and effectively manage routine anti-bribery and anti-corruption measures as deemed appropriate to ring-fence the organisation against possible legislative liabilities, as well as undertake ad-hoc measures deemed required based on circumstantial requirements that present during the course of operations.

14.4 ERM shall conduct regular risk assessments to identify the bribery and corruption risks potentially

affecting the Group. ERM shall also review the suitability of this Policy from time to time, taking into account relevant developments in the legislature as well as evolving industry and international standards.

15. Awareness and Training

15.1 The Group conducts awareness programmes for all Employees to refresh awareness of anti-bribery and anti-corruption measures, and to continuously promulgate integrity and ethics. This includes the online SOP training, assessment and attestation.

15.2 In addition, the Group provides anti-bribery and anti-corruption training to: -

i. New recruits; and
ii. Employees promoted / transferred to Exposed Positions.

15.3 ERM may at any time recommend that certain trainings be repeated to any Employee / Group of Employees in any operating unit / Region if deemed necessary based on circumstantial requirements.

15.4 GHR shall maintain all records of trainings in collaboration with ERM.

16. Reporting of Policy Violations

Employees who encounter actual or suspected violations of this Policy are required to report their concerns. Each Employee has a responsibility to ensure that suspected -bribery and corruption incidents are reported promptly. The Group practices an open-door policy and encourages all Employees to share concerns and suggestions with superiors and colleagues who are able to address them in an appropriate manner. The SOP sets out secured whistleblowing channels via e-mail to: *whistleblowing@bdb.com.my* Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.

17. Non-Compliance

17.1 ERM shall conduct regular validation to ensure compliance to this Policy. Such validation exercises may be conducted either independently by ERM or in collaboration with GCA and/or conducted by external consultants.

17.2 Non-compliance identified by the validation or identified through other risk assessments undertaken shall be reported to the Board Audit Committee.

18 Continuous Improvement

18.1 The Group is committed to continually improving its policies and procedures relating to anti-bribery and anti-corruption. ERM may therefore endeavour to develop further integrity measures and certify the Group's anti-bribery procedures as adequate where certification is available.

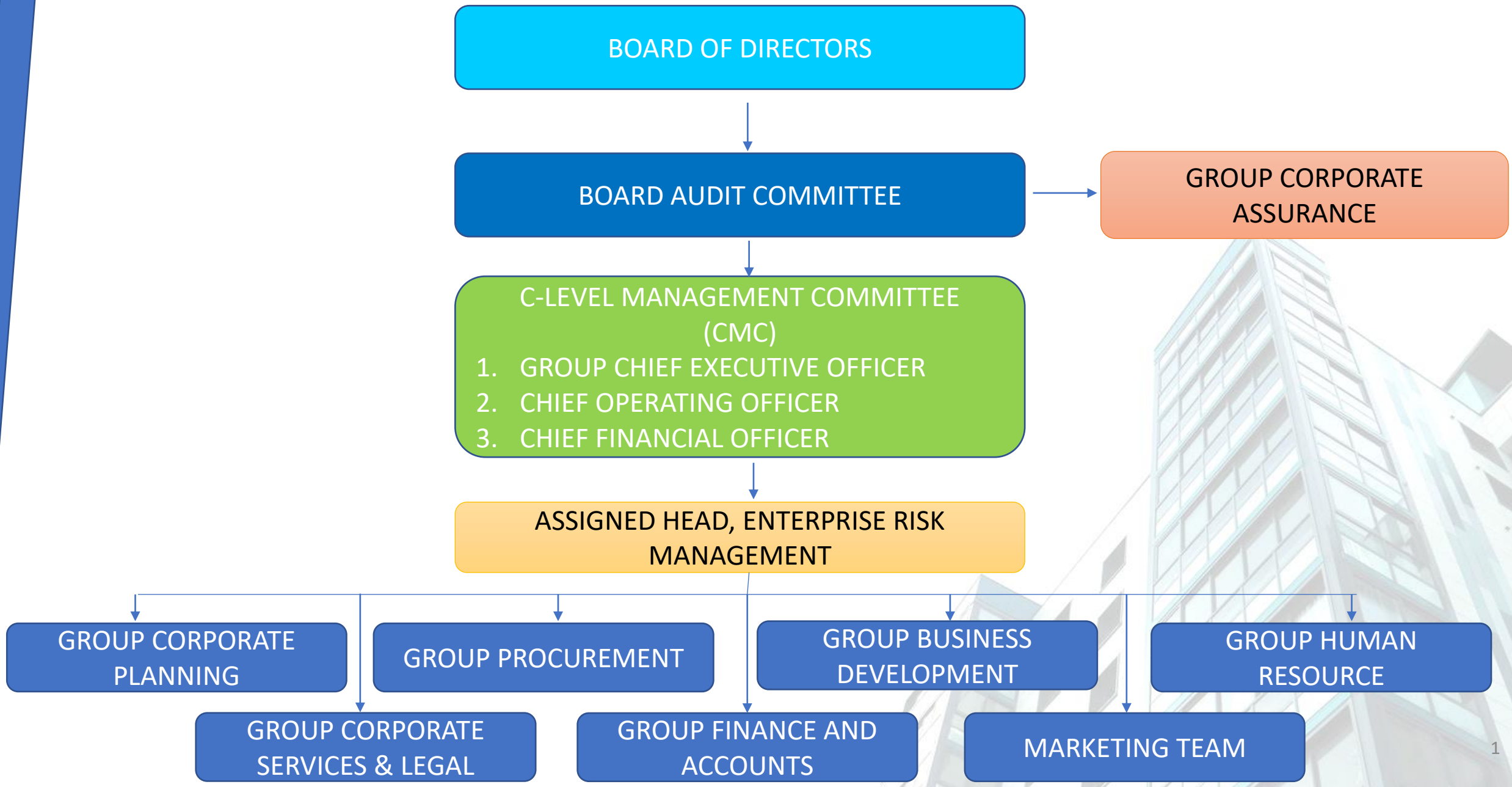
19 Sanctions for Non-compliance

19.1 The Group regards bribery and corruption as a serious matter. Non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that the Group's interests have been harmed as a result of non-compliance.

19.2 The Group shall notify the relevant regulatory authority if any identified bribery or corruption incidents have been proven beyond reasonable doubt.

19.3 Where notification to the relevant regulatory authorities have been done, the Group shall provide full co-operation to the said regulatory authorities, including further action that such regulatory authority may decide to take against convicted Employees.

19.4 Any changes or exceptions in regards to the sanctions for non - compliance shall require the approval from the Board of the Group.

- The End of the Policy-

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