



ANTI-BRIBERY POLICY

UZMA BERHAD
[Registration No. 200701011861 (769866-V)]
[Incorporated in Malaysia]

1. INTRODUCTION

Uzma Berhad (“Uzma” or the “Company”) and its subsidiaries (“Uzma Group” or the “Group”) adhere to the highest standards of personal and professional integrity when conducting business activities within and outside the organisation. The Group is firmly committed to ethical business practices and upholding good corporate governance.

Uzma Group has established this **Anti-Bribery Policy** (“Policy”) to outline the Group’s expectations for internal and external parties who work with, for, or on behalf of the Group, in support of the Group’s unwavering commitment to combat bribery.

2. SCOPE

This Policy generally applies to the Group’s Directors, Employees, and Business Associates, unless specific policies referenced in this Policy state otherwise. It is effective in all countries where the Group conducts business activities.

3. WHAT IS BRIBERY?

“Bribery” encompasses the act of corruptly giving, agreeing to give, authorising, promising, offering, soliciting, receiving, or agreeing to receive any gratification as an inducement or reward for improper performance. Gratification can take various forms, including monetary or non-monetary benefits, favours, or any advantage.

- A gratification given or received with corrupt intent as an inducement to gain or provide an undue advantage or as a reward for having gained or provided an undue advantage.
- A gratification given or received with corrupt intent to influence the recipient’s judgement, views, or conduct constitutes a bribe.
- A gratification given or received with corrupt intent, including to induce or reward improper performance or to obtain or retain a business advantage, is considered a bribe.

The Malaysian Anti-Corruption Commission Act 2009 (“MACC Act 2009”) prohibits individuals and commercial organisations from giving and receiving bribes, including through agents or associated persons. Refer to **Section 16**, **Section 17**, and **Section 17A** of the **MACC Act 2009**.

4. OUR ANTI-BRIBERY STANCE

- 4.1. Uzma Group maintains a zero-tolerance approach towards bribery and will not engage in or accept bribes for any purpose.
- 4.2. The Group takes its anti-bribery stance seriously and expects the same commitment to anti-bribery principles from internal and external stakeholders in all business dealings across the countries where it operates.
- 4.3. Directors, Employees, and Business Associates must adhere to and comply with the Group's anti-bribery stance and relevant anti-bribery-related policies.
- 4.4. Violation of this Policy seriously will be addressed seriously, including potential actions such as employment reviews, disciplinary measures, dismissal, business relationship cessation, and reporting to the relevant authorities, in accordance with applicable laws and regulations.

5. DEFINITIONS

The following definitions and interpretations apply to this Policy:

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| “Associated Person” | : | In the context of a commercial organisation, this refers to a director, partner, or an employee of the commercial organisation or a person (legal entity, including a company) who performs services for or on behalf of the commercial organisation. |
| “Authority” | : | Refers to auditors, regulators, and government departments, agencies, and authorities. |
| “Board” | : | Refers to the Board of Directors of Uzma. |
| “Bribery” | : | Refers to the act of corruptly giving, agreeing to give, authorizing, promising, offering, soliciting, receiving, or agreeing to receive any gratification. |
| “Business Associates” | : | This includes the Group's joint-venture entities, joint-venture partners, associate companies, business partners, as well as suppliers. |
| “Business Counterparties” | : | This includes external parties that engage with the Group in its businesses and operations, including Business Associates, customers, business partners, and Authorities. |

- “Clearance” : Refers to a license, permit, approval, an audit report, or a result related to the Group’s business, or any other forms of clearance.
- “Commercial Organisation” : Has the meaning as defined in Section 17A(8) of MACC Act 2009.
- “Employees” : Include full-time, part-time, probationary, contract, and temporary employees of the Group.
- “Facilitation Payments” : Has the definition consistent with that provided by Transparency International, which is a small bribe, also known as 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.
- “Foreign Public Official” : Has the definition as provided in the MACC Act 2009.
- “Gratification” : Shall have the meaning as defined in the MACC Act 2009, i.e.:
- (a) Money, donation, gift, loan, fee, reward, valuable security, property, or interest in 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 an 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 of 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);
- “Officer of a Public Body” : Shall have the definition as provided in the MACC Act 2009.

“Suppliers” : Include parties that provide goods and services to the Group, encompassing service providers such as contractors, subcontractors, consultants, agents, and any parties performing work or services for or on behalf of the Group.

“Uzma” : Refers to Uzma Berhad

“Uzma Group” or the : Refers to Uzma and its subsidiaries.

“Group”

Where this Policy refers to the act of “giving” or “paying” a bribe, it also encompasses actions that amount to the act of agreeing to give, promising, or offering a bribe.

Where this Policy refers to the act of “receiving” a bribe, it also encompasses actions that amount to the act of soliciting or agreeing to receive a bribe.

6. BRIBING OF AN OFFICER OF A PUBLIC BODY OR A FOREIGN PUBLIC OFFICIAL

Bribing an Officer of a Public Body or a Foreign Public Official is an offence under the MACC Act 2009 and may also be an offence under the local laws of the Group’s countries of operations. Directors, Employees, and Business Associates of the Group who have dealings with any Officer of a Public Body or Foreign Public Official should exercise extra care to avoid engaging, either directly or through a third party, in any activity or transaction that may constitute or be perceived as an attempt to bribe an Officer of a Public Body or Foreign Public Official.

7. FACILITATION PAYMENTS

Uzma Group, its Directors, Employees, and Business Associates are prohibited from giving or receiving facilitation payments, also known as grease payments, either directly or through a third party. Facilitation payments include unofficial and improper payments or benefits, which could also be in the form of gifts or entertainment, provided to secure or expedite a routine or necessary action to which the Group is legally entitled. Uzma Group views facilitation payments as small bribes and prohibits them.

8. GIFTS AND HOSPITALITY

Gifts, entertainment, or hospitality that may influence or be perceived to influence business decisions or outcomes may be construed as a bribe. Directors, Employees, and Business Associates of the Group should neither give nor receive any gift, entertainment, or hospitality that may be construed as a bribe.

The Group’s business dealings are based on business merits such as service quality, quality of goods and services, and track record. The Group has established internal policies and limits governing the use of gifts, entertainment, and hospitality within the Group’s businesses and operations.

9. THIRD-PARTY TRAVEL

Third-Party Travel refers to travel-related expenditures, including travel tickets, meals, or accommodations, incurred for legitimate business activities, such as a site visit, provided by the Group to a business counterparty or vice versa.

Non-business-related travel is not considered Third-Party Travel, and the Group does not provide non-business-related travel to business counterparties. Similarly, Directors and Employees are prohibited from receiving non-business-related travel.

The Group does not cover inappropriate, excessive, or unnecessary Third-Party Travel expenses as they pose a bribery risk, especially when related to a material business interest or decision. Likewise, the Group's Directors and Employees are prohibited from receiving inappropriate, excessive, or unnecessary Third-Party Travel from the Group's business counterparties. The Group has established internal policies governing the use of Third-Party Travel within the Group's businesses and operations.

10. DONATIONS AND SPONSORSHIPS

Charitable contributions or donations made by Uzma Group are philanthropic in nature and should never be made with the intent to influence or be perceived as able to influence any business decisions or outcomes. While sponsorships are a common business activity carried out to promote business reputation and brand, if done inappropriately, a sponsorship may create a conflict of interest situation and may also be construed as a bribe.

The Group has no political affiliations and shall not make any political contributions or donations to, or sponsor any events of, political parties. Whilst Directors and Employees are not prohibited from making personal political contributions or donations to political parties, these contributions or donations should never be associated with the Group and must always be made under the Director's or Employee's individual capacity, as the case may be.

When assessing whether a donation or sponsorship is to be made, the Group considers various aspects such as the objectives of the donation or sponsorship, the background of the intended recipient, and the presence of any conflict of interest situations.

The Group has established internal policies governing the making of donations and sponsorships.

11. BUSINESS DEALINGS WITH INTEGRITY

Uzma Group believes in conducting business with its business counterparties and business partners, including Directors, Employees, customers, and Business Associates, who uphold the same values and standards of business ethics and integrity as the Group.

Uzma Group has established internal procedures that require due diligence checks to be performed on business counterparties and business parties before appointment, engagement, or entering into a formal business relationship. Any parties, including Directors, Employees, and Business Associates, intending to conduct business with the Group, are expected to adhere to the Group's due diligence internal procedures.

Business Associates of the Group are strongly encouraged to have adequate procedures in place to prevent the conduct of bribery activities in their business dealings, especially when performing work or services on behalf of Uzma Group.

12. REPORTING AND RECORDING

Proper, accurate, and complete records and documentation of all transactions made by the Group and in relation to the businesses and operations of the Group shall be maintained as evidence that the transactions made were bona fide and not made with a corrupt or unethical intent.

All accounts, invoices, documents, and records shall be prepared and maintained with accuracy and completeness.

13. COMPLIANCE AND SUPPORT

Compliance with this Policy and the applicable policies referred to in this Policy by the Group, its Directors, Employees, and Business Associates is mandatory. Any violation of this Policy and the applicable policies referred to in this Policy will be treated seriously by the Group, including, but not limited to, a review of employment, appointment, or business arrangements that may lead to disciplinary actions, dismissal, cessation of business relationships, and/or reporting to the authorities, in accordance with relevant laws and regulations.

Directors, Employees, and Business Associates of the Group are expected to refuse to give or receive a bribe when solicited or offered one. The Group is committed to ensuring that no one suffers any detrimental treatment from the Group or its personnel for refusing to give or accept a bribe.

Directors, Employees, or Business Associates with any concerns, queries, or requiring support and advice regarding compliance with this Policy and the applicable policies or procedures referred to in this Policy shall consult with their respective internal reporting lines or liaisons within the Group.

14. REPORTING OF VIOLATION OF THIS POLICY

Any person, including the general public, who is aware of or suspects a violation or potential violation of this Policy and the applicable policies referred to in this Policy is encouraged to report their concerns through the whistleblowing mechanism outlined in the Group's Whistleblowing Policy, available on Uzma's corporate website at www.uzmagroup.com.

No individual will face discrimination or retaliation by the Group or its personnel for raising genuine concerns or reporting violations or suspected violations of this Policy and the applicable policies referred to in this Policy. All reports will be treated confidentially.

15. REVIEW OF THIS POLICY

This Policy was approved by the Board of Uzma on 20 May 2020.

It shall be periodically reviewed by the Group periodically and at least once every three years.