

## **ANTI-BRIBERY AND CORRUPTION POLICY**

### 1. **Introduction**

Titijaya Land Berhad (“**TLB**”) and its subsidiaries (collectively referred as the “**Group**”) are committed to conduct their businesses in accordance with all applicable laws, rules and regulations and ethical standards. The Group’s Code of Conduct sets out our core principles in this regard.

TLB’s Anti-Bribery and Corruption Policy (“**ABC Policy**”) elaborates those principles, wherein it provides a statement of the conduct which is expected of the Group’s Directors and employees. This ABC Policy also applies to business associates who perform services for and on behalf of the Group, concerning how to deal with bribery, corruption and related issues that may arise in the course of business. The ABC Policy reiterates that Directors, employees and business associates of the Group are to be committed to comply with the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission Act (Amendment) Act 2018 (collectively referred as the “**MACC Act**”) and any other local anti-bribery or anti-corruption laws that may be applicable.

### 2. **Bribery and Corruption**

Bribery is the offering, promising, giving, demanding or accepting of an advantage or any gratification as an inducement for an action or a reward, which is illegal and unethical, in the form of gifts in-kind and may comprise of money, discounts, votes, loans, wages, placements or job offerings and any other forms of payment and/or in-kind.

Corruption is the act of giving or receiving of any gratification or reward in the form of cash or in-kind for performing a task to influence improperly the action of another party.

### 3. **Objective**

The purpose of the ABC Policy is to provide information and guidance to the Directors, employees, and business associates on standards of behaviour and to uphold their responsibilities to which must be adhered to, recognised, as well as dealing with bribery and corruption.

The Directors of the Group are committed to comply with not only the anti-bribery and corruption laws in Malaysia, but also in all other countries that the Group may operate in. Thus, the ABC Policy has been developed with the purpose of fulfilling the legal and regulatory requirements and sets out the overall position on bribery and corruption in all forms. These forms may be, but not constricted to, dealing with third parties, managing conflicts of interest, gifts, hospitality, and whistleblowing.

The ABC Policy must act in concert with other policies and procedures, such as the Employee Handbook, Employee Code of Conduct and Ethics, Whistleblowing Policy and Anti-Bribery and Corruption Manual (“**ABC Manual**”).

4. **Scope**

The ABC Policy shall apply but not limited to:-

- i) Directors (Executive and non-Executive) and employees of the Group; and
- ii) contractors, consultants, vendors, suppliers, agents, partners and third parties who perform services for or on behalf of the Group (“**business associates**”).

5. **Policy Statement**

The Group has adopted a **zero-tolerance approach** against all forms of bribery and corruption. The Group’s Directors, employees and business associates must not offer, promise or give bribe to anyone and must not request, agree to accept or take a bribe from anyone.

Bribery is an act of crime and is subject to severe penalties including imprisonment or large financial penalties or a combination of both depending on the circumstances. These penalties can be applied to a company and its directors, employees and business associates, or a combination of any of them. All employees are reminded that one will be subject to stern disciplinary action, including dismissal as well as civil and criminal liability if one is found in violation of such policy.

6. **Guidance on Bribery and Corruption**

6.1. **Gifts, Hospitality and Entertainment**

The Directors, employees and business associates of the Group should not accept or give any forms of gifts, hospitality and entertainment.

The Group recognises that the exchange of business courtesies, during festive periods in particular is customary and legitimate to create goodwill and/or strengthen business and commercial relationships, and if done at the correct circumstances and complies with relevant laws, the said action is then acceptable.

The ABC Policy should always come to the mind of the Directors, employees and business associates that regardless of accepting or giving gifts or hospitality the action can be treated as tunnels of perceiving bribery. Hence, they should be cautious in making their decisions when confronted with such circumstances.

Employees, if in doubt should consult their respective Head of Department or superior, whichever applicable.

6.2. **Facilitation Payment**

Facilitation Payments (“**FP**”) are recognised as acts of bribery and corruption under the MACC Act. The Group prohibits such illegal acts, albeit giving, offering or promising of FP in all kinds by the Directors, employees or business associates acting on behalf of the Group. Directors and employees, in particular to the previous said statement, are prohibited from receiving or requesting such payments, whether in cash or in kind.

### 6.3. **Political Contribution**

Given the general practice that the Group upholds, the Group does not provide nor offer monetary or in-kind political contributions to parties that associate with politics (whether political party officials or candidates for political office).

The Group may make political contribution when the said political contribution is permissible under applicable laws and must not be made with any promise or expectation of favourable treatment in return. The said political contribution shall be accurately reflected in the Group's books and records.

### 6.4. **Business Associates**

Dealings by contractors, consultants, vendors, suppliers, agents, partners and any third party who perform services for or on behalf of the Group must be carried out in compliance with all relevant laws and consistent with values and principles of the Group and conduct business in a fair, transparent and ethical manner.

The Group will only transact with business associates who share the same values as the Group.

### 6.5. **Charitable Contribution and sponsorships**

Charitable support and donations are acceptable, whether in-kind services, knowledge, time, or direct financial contributions. Nevertheless, Directors and employees must be cautious and ensure that participation in such charitable contributions are not treated as a scheme to conceal bribery.

The notion and intent of giving and receiving of donations and sponsorships in exchange for business influential decisions are strictly prohibited.

### 6.6. **Recruitment of employees**

Recruitment of employees should be based on the most qualified and suitable individuals that meet the requirements of the position they are employed. This is to ensure that no element of corruption is involved in the hiring of employees.

The Group shall not offer employment to a prospective employee in return for his/her having improperly favoured the Group in a previous role.

### 6.7. **Conflict of interests**

Directors and employees are not permitted to engage directly or indirectly in any other business or occupation whether as principal, agent, servant or broker while still in the employment with the Group and not allowed to engage in any activity, which can be detrimental, directly or indirectly, to the interest of the Group.

Employees are required to sign the form of declaration of interest on the first day reporting to work. Directors are required to sign the form of declaration of interest once they are appointed after approval from the Board of Directors.

7. **Record-Keeping**

The Group shall keep detailed and accurate financial and other records, and shall have appropriate internal controls in place as evidence of all payments made. The Group shall report and keep a written record of the amount and reason for gifts, hospitality and entertainment received and given, including donations, sponsorships and expenses of similar nature, and understand that such expenses are subject to management review.

Directors and employees must also ensure that all expense claims relating to hospitality, gifts or expenses incurred to third parties are approved by the authorised approver and must specifically and clearly indicate the reason for such expense.

8. **Compliance to the legislation**

All applicable laws, rules and regulations set by the government, are to be complied by the Group. The Group will operate under the commission and exchanges in jurisdiction set by the government. The Directors and employees of the Group are expected to adopt and comply to the MACC Act (including any amendment thereof). The Group reserves the rights to report any suspicious acts or activities that are criminal in nature to the business, law enforcers or government statutory bodies.

The Group regards bribery and acts of corruption as a severe offence and will not hesitate to impose penalties in the event of non-compliance with the ABC Policy.

Business associates who have partaken in the non-compliant act may be subject to penalties which include termination of collaboration or contracts, and exposure to legal action, wherein the Group's interest have been impacted by the non-compliance of individuals or organisations.

9. **Whistleblowing Channel**

Should you find any suspicion, or have any reasonable belief that this Policy has been breached or violated, you may report your concerns to your Head of Department, or report your concerns, confidentially, by following the procedure set out in the Whistleblowing Policy and Procedures made available via reporting channels under the Whistleblowing Policy available at <https://titijaya.com.my/corporate-governance/whistleblower/>.

The guidance on provision, protection, and procedure of the Whistle Blowing Policy for reporting the violation of the ABC Policy is available on the TLB website. No individual shall be discriminated against or suffer in any manner of retaliation for raising one's genuine concerns or reporting for the sake of goodwill. All reports against suspected violations of the ABC Policy shall be treated confidentially.

10. **Review of the Policy**

The Board of Directors will monitor compliance with the ABC Policy and review the ABC Policy from time to time to ensure that it continues to remain relevant and appropriate.