

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

## **ANTI-CORRUPTION POLICY**

### **Policy Statement**

I-Berhad is committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the I-Berhad Group's daily operations. I-Berhad adopts a zero tolerance policy against all forms of bribery and corruption. I-Berhad's Code of Conduct sets out I-Berhad's core principles on this matter. This document, namely I-Berhad's Anti-Bribery and Anti-Corruption Policy (hereinafter referred to as "ABC" or "the Policy") will elaborate on these principles, by providing guidance to Directors, employees and service providers on how to deal with any improper solicitation, bribery and other corrupt activities and issues that may arise in the course of doing business.

### **Related Documents**

This Policy shall be the master document for anti-bribery and anti-corruption.

### **Getting Help**

Should any clarification and explanation is required, the employee is to consult their immediate HODs of the respective division/department who shall refer the matter to the Internal Audit Department (IAD).

### **Change Request**

For any amendments or changes that need to be made to this document, please forward the recommendations to the IAD.

### **Document Creation Information**

This Policy is created by IAD to be reviewed and endorsed by the Risk Management Committee ("RMC") and approved by the Board of Directors of I-Berhad ("Board").

### **Introduction**

This document is issued pursuant to the Malaysian Anti-Corruption Commission Act 2009 (Act 694) ("MACC Act 2009"), as stated in the Malaysian Anti-Corruption Commission (Amendment) Act 2018 ("Amendment Act 2018").

The provision of section 17A under MACC Act 2009 (Amendment Act 2018) establishes the principle of a criminal liability (corporate liability) for the bribery practices of any person(s) associated with the organisation in cases where such bribery practices are carried out for the organisation's benefit or advantage.

## **1.0 Objectives of the Policy**

1.1 The principal objectives of this Policy are:

- (a) To set out the policy statements and relevant parameters approved by the Board of Directors of I-Berhad ("Board") in relation to any bribery and corrupt practices by the directors ("Directors") and employees ("Employees") of I-Berhad and its subsidiary companies ("Group"), as well as persons performing services for or on behalf of the Group ("Service Providers").
- (b) To provide guidance for the establishment of adequate procedures pursuant to the Guidelines on Adequate Procedures as issued/published by Malaysian Institute of Integrity pursuant to subsection (5) of section 17A under the MACC Act 2009 (Amendment Act 2018).
- (c) To set out the Company's position on bribery and corrupt practices in all its forms and matters of corruption that might impact and affect its day-to-day operations.

1.2 This Policy is intended to supplement all applicable laws, rules, and other internal policies and is not intended to supplant any local or international laws.

1.3 The Policy is not intended to be exhaustive and there may be additional obligations that the employees are expected to adhere to or comply with during the course of business and operations.

## **2.0 Coverage of the Policy**

2.1 This Policy shall apply to all Directors and Employees of the I-Berhad Group.

2.2 It is also expected that Service Providers (including contractors, subcontractors, consultants, advisers, vendors, suppliers, solicitors, agents, representatives and others performing work or services for or on behalf of I-Berhad Group will be required to comply with the relevant parts of this Policy when performing such work or services for and on behalf of the Group.

### **3.0 Compliance with Laws and Regulations**

This Policy shall at all times comply with and be subject to the laws and regulations of Malaysia, including but not limited to the MACC Act 2009. In the unlikely event of any conflict or inconsistency between the provisions of this Policy and the laws and regulations of Malaysia, the latter shall prevail. Directors and employees are required to report any suspicions on breaches of the Policy to the Management or in accordance with I-Berhad's Whistleblowing Policy & Procedures. I-Berhad shall make a report to the relevant enforcement authority upon actual conviction by the Director or Employee i.e. breach of regulation or statutory law following the investigation and final decision made by the Whistleblowing Committee.

### **4.0 Infringement of the Policy**

Any infringement of this Policy shall constitute a serious misconduct or offence warranting disciplinary action against the offender.

### **5.0 Responsibility for the Policy**

IAD shall be the custodian of the Policy and shall be responsible for developing, recommending, communicating and reviewing the Policy.

### **6.0 Changes to the Policy**

6.1 Any changes to the Policy shall be approved by the Board.

6.2 IAD shall review the recommendation for changes before submitting to the Risk Management Committee for endorsement and to the Board for approval.

### **7.0 Validity and Review of the Policy**

7.1 The effective date of this Policy shall be immediately upon approval by the Board.

7.2 This Policy shall be reviewed every three (3) years or as and when deemed necessary by the Board or Management of I-Berhad.

7.3 The scope of the review should include evaluations of the design, effectiveness and compliance and provide recommendations for improvements, where required to ensure that the programme and policy remain relevant and adequate.

## **8.0 Anti-Bribery and Anti-Corruption Policy**

- 8.1 All forms of bribery and corruption are prohibited. I-Berhad upholds a zero tolerance approach. In addition to bribery, all Directors and 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. Any person found in violation of this Policy and/or being involved in such acts of bribery and/or corruption will, if found guilty, be subject to the appropriate disciplinary action, including dismissal as well as civil and criminal liability if he/she is found in violation of this Policy.
- 8.2 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.
- 8.3 No employees 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.
- 8.4 I-Berhad recognises the value of integrity in its directors and employees. I-Berhad's recruitment, training, performance evaluation, remuneration, recognition and promotion for all employees, shall be designed to recognise integrity.
- 8.5 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 I-Berhad. Employees should avoid or deal appropriately with situations in which personal interest could conflict with obligations or duties. Employees must not use their position, for personal gain or to I-Berhad's disadvantage.
- 8.6 The receipt or giving of reasonable gifts and entertainment by Directors and Employees are generally not prohibited, so long as they are not done with corrupt intent, are reasonable, bona fide and commensurate with their positions and should not in any event, be too lavish or expensive.
- 8.7 The giving of commissions and/or incentives in the ordinary course of business is generally not prohibited, so long as they are genuine and commercially driven, with no intent to disguise any acts of bribery or corruption as such.

- 8.8 Genuine and legitimate donations and charitable support are acceptable, whether in cash or otherwise. Sponsorships and donations should not be used as a subterfuge for bribery or used to circumvent or avoid any of the provisions of this Policy including in particular, the prohibition on bribery. Any contribution to individual politicians or candidates of the political parties is prohibited, unless it is for or in relation with bona fide charitable purposes. Subject to any prevailing laws governing political donations, the Group may make contributions to political parties in Malaysia, provided that the prior approval from the Board is obtained.
- 8.9 Any unofficial payments such as facilitation fees made to secure or expedite the performance of a routine action by a public body (as defined in Section 3 of the MACC Act 2009) are strictly prohibited.

### **The Five Core Principles of Integrity**

#### **1.0 Principle I – Top Level Commitment**

- 1.1 The top level management is primarily responsible for ensuring that the I-Berhad Group:
- (i) practices the highest level of integrity and ethics;
  - (ii) complies fully with the applicable laws and regulatory requirements on anti-bribery and anti-corruption; and
  - (iii) effectively manages the key corruption risks of the Group.
- 1.2 The top level management must be able to provide assurance to its internal and external stakeholders that the Group is operating in compliance with its policies and any applicable regulatory requirements. This may include establishing the Company's "tone from the top" (i.e. the Company's general stance against the use of corrupt practices in relation to its business activities) and spearheading the Company's efforts to improve upon the effectiveness of its bribery and corruption risks, management framework, internal control system, review and monitoring, and training and communication.
- 1.3 Thus, for this purpose, I-Berhad shall carry out the following:
- (i) establish, maintain, and periodically review the anti-bribery and anti-corruption compliance programme which includes clear policies and objectives that adequately address bribery and corruption risks;
  - (ii) promote a culture of integrity within the Group;

- (iii) issue instructions on communicating the Company's policies and commitments on anti-bribery and anti-corruption to both internal and external parties;
- (iv) encourage the use of any reporting (whistleblowing) channel in relation to any suspected and/or real bribery and corruption incidents or inadequacies in the anti-bribery and anti-corruption compliance programme;
- (v) ensure that the lines of authority for employees tasked with responsibility for overseeing the anti-bribery and anti-corruption compliance programme are appropriate; and
- (vi) ensure that the results of any audit, reviews of risk assessment, control measures and performance are reported to all top level management, including the Board, and acted upon.

## **2.0 Principle II – Risk Assessment**

- 2.1 A bribery and corruption risk assessment should form the basis of the Company's anti-bribery and anti-corruption efforts. As such, I-Berhad shall conduct bribery and corruption risk assessments periodically and when there is a change in law or circumstance of the business to identify, analyse, assess and prioritise the internal and external bribery and corruption risks of the Group. This risk assessment shall be used to establish appropriate processes, systems and controls approved by the top level management to mitigate any specific bribery and corruption risks the Group is exposed to.
- 2.2 For this purpose, it is recommended that a comprehensive risk assessment is done every three (3) years, with intermittent assessments conducted when necessary. The assessment may include the following:
  - (i) opportunities for bribery, corruption and fraud activities resulting from weaknesses in the Company's governance framework and internal systems/procedures;
  - (ii) financial transactions that may disguise corrupt payments;
  - (iii) business activities or sectors that pose a higher bribery and corruption risk;
  - (iv) non-compliance of external parties acting on behalf of the Group regarding legal and regulatory requirements related to anti-bribery and anti-corruption. Note that, given the wide definition of an associated person, the Group can be liable for the acts of such third parties; and

- (v) relationships with third parties in its supply chain (e.g. agents, vendors, contractors, and suppliers) which are likely to expose the Group to bribery and corruption.

2.3 The risk assessment for bribery and corruption can be done on a stand-alone basis.

### **3.0 Principle III: Undertake Control Measures**

3.1 I-Berhad shall put in place the appropriate controls and contingency measures which are reasonable and proportionate to the nature and size of the Group in order to address any bribery and corruption risks arising from weaknesses in the Group's governance framework, processes and procedures. These include the following items:

(i) Due diligence

The Group shall establish key considerations or criteria for conducting due diligence on any relevant parties or employees (such as employees, agents, vendors, contractors, suppliers and consultants etc.) prior to entering into any formal relationships. Methods may include background checks on the person or entity, a document verification process, or conducting interviews with the person to be appointed to a key role where bribery and corruption risk has been identified.

(ii) Reporting channel

I-Berhad shall:

- (a) establish an accessible and confidential trusted reporting channel (whistleblowing channel), which may be used anonymously, for internal and external parties to raise concerns in relation to real or suspected bribery and corruption incidents or inadequacies of the anti-bribery and anti-corruption programme such as a dedicated email address;
- (b) encouraged persons to report, in good faith, any suspected, attempted or actual bribery and corruption incidents;
- (c) established a secure information management system to ensure the confidentiality of the whistleblower's identity and the information reported; and
- (d) prohibited retaliation against those making reports in good faith.



#### **4.0 Principle IV: Systematic Review, Monitoring and Enforcement**

- 4.1 The top level management shall ensure that regular reviews are conducted to assess the performance, efficiency and effectiveness of the anti-bribery and anti-corruption programme, and ensure the programme is enforced. Such reviews may take the form of an internal audit, or an audit carried out by an external party.
- 4.2 The reviews should form the basis of any efforts to improve the existing anti-bribery and anti-corruption controls in place in the Group.

#### **5.0 Principle V: Communication**

- 5.1 The Group shall develop and disseminate communications relevant to its anti-bribery and anti-corruption process, in proportion to its operations, covering the following areas:
- (i) policy;
  - (ii) reporting channel; and
  - (iii) consequences of non-compliance.

#### **Communication of Policies**

- 5.2 The I-Berhad's anti-bribery and anti-corruption policy shall be made publicly available, and shall also be appropriately communicated to all employees and business associates.

#### **6. Reporting of policy violations and Investigation**

Directors, Employees and Service Providers who encounter actual or suspected violations of this Policy are required to report their concerns promptly to Management Team of the I-Berhad or via any of the available secured whistleblowing channels. The Group practices an open door policy and should encourage or allow anyone to share concerns or suspected improper activities involving any Director, Employee or Service Provider.

The Company's "whistle-blowing" system should allow the reporting person to safely and confidentially report his/her concerns on any improper conduct, including any bribery and corruption related activities to the Company and shall give assurance that all such valid reports are investigated.

Any report made will be treated with the utmost confidentiality. No Employee acting in good faith will suffer adverse consequences to his/her employment or retaliation for reporting or for refusing to engage in prohibited conduct, even if such refusal results in loss of business opportunities to the Group.

Any Employee who is found to have assisted or facilitated the violation of this Policy, whether actively or by way of negligence or omission, will also be deemed to have violated and committed a misconduct that is subject to the appropriate disciplinary action if found guilty, including dismissal from their employment with the Group.

Company employees are to direct concerns regarding actual or suspected violations of Anti-Bribery and Anti-Corruption Laws to their respective Heads of Department, the Internal Audit Department or the Group Chief Executive Officer or via any of the available secured whistleblowing channels.

The Group has set out secured whistleblowing channels below:-

- a. Whistleblowing e-Form at: [http://www.i-bhd.com/wp-content/uploads/2021/06/2021-05-28\\_Whistle-Blowing-Policy-and-Procedure-V14.pdf](http://www.i-bhd.com/wp-content/uploads/2021/06/2021-05-28_Whistle-Blowing-Policy-and-Procedure-V14.pdf)
- b. Emails: Senior Independent Director: [cs@i-bhd.com](mailto:cs@i-bhd.com)
- c. Letters to Internal Audit Department at: I-Berhad, Level 31, Sumurwang Tower, i-City, Selangor Golden Triangle, 40000 Shah Alam, Malaysia.

Where there is any uncertainty for any practices which relate to this Policy, employees must always seek the advice of their supervisor or Head of Department.

### **Disciplinary Actions**

I-Berhad regards bribery and corruption as a serious matter. Directors and Employees failing to comply with the relevant Anti-Bribery and Anti-Corruption Laws and the Company's Policy and Procedures on Anti-Bribery and Anti-Corruption will be subject to (i) appropriate disciplinary actions by the Company, including termination and (ii) the legal consequences in accordance with applicable law. Further legal action may also be taken in the event that I-Berhad's interests have been harmed as a result of non-compliance.

Approved by the Board on 24 November 2021.