



# Anti-Corruption Policy & Guidelines



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# Introduction

## Purpose

UEM Sunrise Berhad (“UEM Sunrise” or “the Company”) is committed to the highest standards of integrity and has a **zero-tolerance** approach to bribery and corruption.

UEM Sunrise’s Anti-Corruption Policy & Guidelines (hereinafter referred to as the “Policy”) sets out the key principles and guidelines in relation to improper solicitation, bribery, other corrupt activities and issues that may arise in the conduct of business dealings and relationships. This Policy is in compliance with the requirements pursuant to the Malaysian Anti-Corruption Commission (“MACC”) Act 2009 (“the MACCA”) and any other relevant laws and regulations.

There are four (4) main offences stipulated in the MACCA as follows:

- a. Solicitation/receiving gratification (Section 16(a) and 17(a));
- b. Offering/giving gratification (Section 16(b), 17(b), 17A);
- c. Intending to deceive the principal (false claim) (Section 18); and
- d. Using office or position for gratification (abuse of office/position) by an official of a public body (Section 23).

Section 17A of the MACCA states that a commercial organisation commits an offence if a person associated with it corruptly gives, offers or promises any gratification (bribe) to any person with an intent to obtain or retain business or business advantage for the said commercial organisation.

Where found guilty, Section 17A imposes a heavy penalty of:

- a. A fine not less than 10 times the value of the bribe or RM 1 million, whichever is higher;
- b. Imprisonment of term not exceeding 20 years; or

- c. A combination of both.

The anti-corruption programme is designed to achieve the following objectives:

1. Develop UEM Sunrise’s integrity infrastructure and bring it up to international standards;
2. Reduce corruption risks and costs in order to protect directors, employees and shareholder value; and
3. Improve company culture and cultivate business relationships.

To achieve these objectives, UEM Sunrise implements, reviews and enforces the programme to international standards. Refer to ‘References’ section for complete list of documents.

UEM Sunrise is also committed to be in compliance with all applicable regulatory requirements including the Main Market Listing Requirements and Malaysian Code on Corporate Governance, in relation to anti-corruption measures.

## Scope

This Policy applies to Board of Directors (“directors” or the “Board”) and employees (include permanent, contract, leasing and temporary staff) of UEM Sunrise and its subsidiaries.

Compliance with this Policy is mandatory. You must read, understand and comply with this Policy at all times.

The Company requires that business partners and others performing work or services for or on behalf of the Company to adhere to this Policy when conducting business with the Company or its subsidiaries and to embrace UEM Sunrise’s integrity motto **“Living with Integrity”**. More details are stated in the UEM Sunrise Code of Conduct for Business Partners.

Third parties with whom a business relationship

exist are expected to comply the principles stated in the Anti-Corruption Policy Statement and the principles expressed in this document.

## Requirements

This Policy should be read in conjunction with UEM Sunrise's Code of Conduct, Code of Conduct Handbook and Code of Conduct for Business Partners, which itself outlines ethical behaviour standards accompanied by important policy statements.

As part of our commitment to adhering to the highest standards of ethical behaviour in the conduct of all its business dealings and relationships, we, and any third party acting on our behalf, must act with integrity and not act corruptly in our business dealings and accordingly offering, giving, soliciting or

receiving bribes in any form, making false claims and abuse of office or position for gratification are all prohibited.

If you are in doubt about any aspects of these requirements, or on any areas that are not covered or fully covered in this Policy, please consult your line manager, Head of Department or Division, or Integrity & Governance Unit ("IGU") for clarification.

## Review of the Policy

The Company will periodically review the Policy and reserves the right to amend this Policy from time to time.

## Definition

The following definitions shall apply unless otherwise expressly stated in this Policy:

### Bribery

Bribery is an act of receiving or giving gratification which is an offence under the MACCA.

### Business partners

Vendors, contractors, consultants, suppliers, agents, joint ventures partners and business partners' representatives (include their employees, agents, representatives, suppliers and subcontractors) performing work or services for or on behalf of the Company.

### 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 all parties involved. Corporate gifts normally bear the Company name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads and plaques.

### Corruption

Corruption refers to the offences under the MACCA which may include but not limited to the following offences:

- a. Solicitation/receiving gratification (Section 16(a) and 17(a));
- b. Offering/giving gratification (Section 16(b), and 17(b), 17A);
- c. Intending to deceive the principal (false claim) (Section 18); and
- d. Using office or position for gratification (abuse of office/position) by an official of a public body (Section 23).

## Employees

All individuals directly contracted to the Company and its subsidiaries on an employment basis, including permanent, contract, leasing and temporary staff.

## Gifts

Refers to any item of value given or received between persons. This may include:

- tickets to sporting events, concerts, or cultural events; or
- merchandise such as hampers, wine, branded clothes, collectible bags, jewellery, decorative items, gadgets, or
- travel or lodging including holiday packages; or
- favourable terms or discounts on a product or service for the employee's benefits that are not available to other employees of UEM Sunrise; or
- cash and cash equivalents such as gift cards and gift vouchers; or
- electronic items such as phones, tablets or laptops; or
- assets provided for use without charge or provided at below market rates such as vehicles, property, shares; or
- any item of value that is given to a government official; or
- others such as debts write-off, "massages terms & padding" of contracts, medical check-up at prestigious hospitals, holidays.

## Government official

Refers to any person who is a member, an officer, an employee or a servant of a public body. This includes candidates for public office, officials of any political party, and officials of government or state-owned enterprises.

A public body includes the federal government, state government, local authorities, and their departments, services and undertakings. Also included are companies or subsidiaries over which a public body has controlling power or interest, and various registered societies and trade unions.

## Gratification

The broad definition of gratification includes what is commonly understood as "a bribe".

'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;
- 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 unlawful 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).

### Hospitality

The considerate care of guests, which may include business meals, travel, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as company 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.

### MACCA

The Malaysian Anti-Corruption Commission Act 2009.

### Third parties

Third parties may include business partners\*, customers, government intermediaries, external companies and any other stakeholders (e.g., media, investors, trainers, etc.) with whom a business relationship, whether current, prospective or historic exists.

\*A definition of business partners is included above.

## References

- a. UEM Sunrise Gifts & Hospitality Policy
- b. UEM Sunrise Conflicts of Interest Policy
- c. UEM Sunrise Whistleblowing Policy
- d. UEM Sunrise Whistleblowing Procedures
- e. UEM Sunrise Code of Conduct for Business Partners
- f. UEM Sunrise Anti-Bribery Management System Manual
- g. UEM Sunrise Guidelines on Monitoring of Integrity and Anti-Corruption Plan
- h. UEM Sunrise Anti-Bribery Management System Document and Record Control Guidelines
- i. UEM Sunrise Anti-Corruption Due Diligence Guidelines

# 1 Anti-Corruption

## PRINCIPLE

We are committed to the highest standards of integrity and have a zero-tolerance approach to bribery and corruption.

### 1.1 CORRUPTION CATEGORIES

Corruption may be any of the four (4) main offences stipulated in the MACCA as below:

- a. Solicitation/receiving gratification (Section 16(a) and 17(a));
- b. Offering/giving gratification (Section 16(b), and 17(b), 17A);
- c. Intending to deceive the principal (false claim) (Section 18); and
- d. Using office or position for gratification (abuse of office/position) by an official of a public body. (Section 23).

Corruption generally occurs in two forms: 'inbound' and 'outbound'.

Corruption may be 'inbound', where an external party is attempting to influence someone within the Company such as a senior decision-maker or someone with access to confidential information. For example:

- a. Accepting bribe/kick-back from customers/clients/prospects for rebates and/or other incentives for their purchases; for better locations/retail lots/event space;
- b. Employee accepting or soliciting bribes from the potential contractor/consultant/sub-contractor/service provider/agent/Human Resource candidates, appointed or awarded project, or hired (potential personal interest involved); partners for Joint Venture, building & land sales, influential third party to secure better deals/joint venture to be shortlisted; and
- c. Accepting bribe from external party/investors/other stakeholders to leak private and confidential information - database on customer information,

tender information, other confidential information, share related information or major projects.

Corruption may also be 'outbound', where personnel and/or someone acting on behalf of the Company attempts to influence the actions of someone external, such as a government official or client decision-maker. For example:

- a. UEM Sunrise personnel offers bribe to local authorities, government officials or regulators to expedite approvals, to avoid fines and penalties, to reduce fines and penalties on non-conformance to regulations & to reduce regulations' requirements, obtain favourable courts judgements, ratings/audit results [S17A];
- b. Business partners acting on behalf of UEM Sunrise offer bribes to authorities to expedite the approval or to avoid/reduce fines & penalties, or obtain favourable courts judgements [S17A];
- c. Offer bribe/kick-back to agent, valuer, land broker, buyer/purchaser, or vendor for deals on strategic acquisition or divestment of lands/assets [S17A] ; and
- d. Personnel in/third parties working for UEM Sunrise's subsidiary companies involving in corrupt practices/decisions of giving or offering bribe [S17A].

Corruption includes false claims and abuse of office or position for gratification. Examples include:

- a. False claims – progress payment, delivery of substandard quality, shortages in quantity by the contractors, vendors, suppliers, and service providers, by falsifying documentation;
- b. Abuse of office or position for gratification by employee to appoint certain suppliers/vendors/consultants/contractors/sub-contractors/service providers/sales agents that pose conflict of interest (favoured) with the employee, to influence the strategic plan to favour a partner/venture, or a strategic vendor; and

c. Abuse of office or position for gratification by senior management to obtain and share confidential employee information; to reserve choice units for themselves/relatives/associates/influential stakeholders.

## 1.2 COMMITMENT TO ANTI-CORRUPTION

UEM Sunrise's policy is that corruption in all forms as it relates to the Company's activities is prohibited.

No director, employee or any third party working in relation to the Company shall 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 the Company or the persons involved in the transaction. Even the possible appearance of bribery and corruption is to be avoided, in particular when dealing with government officials, regulators, authorities and third parties.

The Company is committed to conducting its business ethically and in compliance with all applicable anti-corruption laws and regulations, including all countries worldwide where the Company does business without exception. These laws include but are not limited to Malaysia Penal Code and its amendments, the MACCA and its amendments, the Whistleblower Protection Act 2010, the Companies Act 2016, the US Foreign Corrupt Practices Act and the UK Bribery Act 2010.

The Company shall conduct a comprehensive corruption risk assessment at minimum once every three (3) years to identify the corruption risks affecting the business, set anti-corruption objectives, and assess the effectiveness of the controls in achieving those objectives. More frequent assessments may also be conducted where required to identify and effectively manage the corruption risks of the business.

No employee will suffer demotion, penalty or other adverse consequences in retaliation 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.

## 1.3 ANTI-CORRUPTION RESPONSIBILITIES

We are all required to carry out our responsibilities and obligations relating to this and related policies.

With respect to directors of UEM Sunrise, their responsibilities include:

- a. Promote good corporate governance practices relating to anti-corruption;
- b. Demonstrate support for the implementation and enforcement of this Policy;
- c. Demonstrate model behaviour and lead by example by complying with this Policy;
- d. Be watchful and alert for signs of possible misconduct or inappropriate behaviour which may relate to corruption;
- e. Not condone improper practices and to take stern actions when required; and
- f. Promote the use of whistleblowing channels within UEM Sunrise, and give assurance on the protection of whistleblowers.

All employees are responsible for understanding and complying with this and related policies. In particular:

- a. Be familiar with and understand the applicable requirements and directives of this Policy;
- b. If there are any questions about this Policy or if there is lack of clarity about the required action in a particular situation, ask your line manager, Head of Department or Division or the IGU for clarification;
- c. Always raise suspicious transactions and other 'red flags' (indicators of bribery and corruption) to immediate superiors or the IGU directly for guidance on the next course of action;
- d. Be alert to indicators or evidence of possible violations of this Policy;
- e. Sign a personal integrity declaration annually (the Declaration of Integrity Form as found on the Intranet);
- f. Declare conflicts of interest upon joining the Company, as and when a potential or actual conflict arises, on an annual basis based on calendar year (i.e. 1 January) and on a quarterly basis for shareholding disclosure;
- g. Promptly report violations or suspected violations through the appropriate Whistleblowing Channels;



- h. Attend training on anti-corruption as required; and
- i. Not misuse your position or the Company's name for personal advantage.

When dealing with third parties, we shall not:

- a. Give unexplained or unjustifiable preference for certain parties;
- b. Exert improper influence to obtain benefits from them;
- c. Directly or indirectly demand or accept any form of corrupt payments from them, in cash or in kind, for a specific favour or improper advantage;
- d. Offer or promise a corrupt payment either in cash or in kind, or make any other attempt to dishonestly influence a person's decision-making, either directly or via another party;
- e. Be involved in any illicit discussions where corrupt intent is involved regarding business or employment opportunities in order to secure an advantage in business; or
- f. Otherwise misuse the resources, decision-making authority or other delegated powers given by UEM Sunrise in order to secure illicitly an outcome which would be to the commercial advantage of UEM Sunrise.

UEM Sunrise's line managers, Heads of Department or Division are responsible for ensuring that this Policy is properly communicated, through use of training, and complied with within their department or function. The line managers, Heads of Department or Division are also required to communicate UEM Sunrise's position on anti-corruption to third parties they liaise with.

### **Business Partners/ Third parties**

Business partners and others performing work or services for or on behalf of the Company are required to adhere to this Policy when conducting business with the Company or its subsidiaries.

Third parties are expected to comply the principles stated in the Anti-Corruption Policy Statement and the principles expressed in this document.

### **1.4 DECLARATION OF INTEGRITY**

Upon joining and thereafter annually, directors and employees shall confirm in writing that they have read, understood and will abide by all anti-corruption policies of UEM Sunrise by signing an integrity declaration. A copy of the declaration shall be documented and retained by the People & Organisation Division for the duration of the employee's employment. The Company Secretary shall also document a copy of this declaration for the duration of the director's appointment.

The People & Organisation Division and/or the IGU reserves the right to request the relevant employee to declare information regarding assets owned or family ties and relationships as relevant and as deemed necessary in the event that the said employee is implicated in any corruption related accusation or incident.

The Anti-Corruption Declaration Form for directors and employees can be found on the intranet.

Business Partners shall sign the integrity declaration during the awarding stage together with the agreement, as per the Declaration of Integrity Form found in the Code of Conduct for Business Partners.

# 2 Appointment of Board Members/ Recruitment of Employees of UEM Sunrise

## PRINCIPLE

The appointment of directors and recruitment of employees should be based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed. We ensure that no element of corruption is involved in the hiring process.

UEM Sunrise recognises the value of integrity in its directors and employees. UEM Sunrise's recruitment, training, performance evaluation, remuneration, recognition and promotion for all employees, shall be intended to recognise integrity.

Appointment of directors and recruitment of employees are based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed. This is to ensure that no element of corruption is involved in the appointment of directors and hiring of employees.

Risk-based due diligence should be conducted on potential employees during the hiring process, and on employees before they are transferred or promoted by UEM Sunrise, to ascertain as far as is reasonable that it is appropriate to employ or redeploy them, and that it is reasonable to believe that they have a high level of integrity and will comply with the Anti-Corruption Policy & Guidelines.

Background checks are conducted to ensure that the potential employee is of a suitable calibre for the role and has not been convicted of any criminal offence including corruption. A more vigorous background check may be conducted when hiring

employees for management positions, or roles which involve important decision-making or access to sensitive information such as in the areas of procurement, strategy or human resource.

The People & Organisation Division shall review performance bonuses, performance targets and other incentivising elements of remuneration periodically to verify that there are reasonable safeguards in place to prevent them from encouraging corruption. This is applicable for those in positions exposed to a more than low corruption risk.

The People & Organisation Division may consider incentives and other forms of recognition for parties upholding UEM Sunrise's core values, good governance and integrity, for example where parties have acted with integrity when faced with difficult decisions that could have compromised UEM Sunrise's values.

Job rotations may be considered for high risk positions such as procurement, sales, marketing, business development or positions involving regular interactions with third parties.

Refer relevant policies and procedures on the due diligence procedure.

# 3 Conflicts of Interest

## PRINCIPLE

We are obligated and committed to act in the best interests of UEM Sunrise and therefore must avoid any act or situation where the interests of UEM Sunrise will be put at risk.

A conflict of interest occurs when an individual's personal interests - family, relative and associates, financial, political or other personal interests could compromise the decisions and judgments of persons in carrying out their duties for UEM Sunrise, leading to the interests of UEM Sunrise being undermined or UEM Sunrise being put at a disadvantage.

We must avoid and disclose situations where there may be actual, potential or perceived conflict

of interest so as to preserve the interest of UEM Sunrise.

The Declaration of Interest Form for directors and employees can be found on the intranet. Refer to the Conflict of Interest Policy for full details.

Business partners with an actual, potential or perceived conflict of interest with UEM Sunrise must disclose the conflict. Refer to the Code of Conduct for Business Partners for full details.

# 4 Gifts and Hospitality

## PRINCIPLE

Our decisions must never be influenced by gifts and hospitality provided to us through our business relationships. We do not use gifts and hospitality to gain a business advantage or otherwise act with corrupt intent to influence the actions of third parties, either directly or through people acting on our behalf.

You are expected to exercise proper care and judgment in handling gifts and hospitality, and behave in a manner consistent with the general principles set out in the Code of Conduct and Gifts & Hospitality Policy as per below:

- Conscientiously maintain the highest degree of integrity;
- Never offer, give, solicit or accept gifts or hospitality where corrupt intent is involved;
- Refrain from taking advantage of your position or exercising your authority to further your own personal interests at the expense of UEM Sunrise;
- Comply with applicable laws, regulations and UEM Sunrise's policies and procedures.

This is to safeguard the Company's reputation, as well as to protect you from allegations of impropriety or undue influence.

In all situations the giving and receiving of gifts and hospitality as per the Gifts & Hospitality Policy shall only be provided for proper and legitimate business purposes, and not used with corrupt intent to secure an improper advantage or otherwise inappropriately influence the recipient

## 4.1 PRINCIPLE FOR GIFTS

UEM Sunrise is committed to a "No Gift Policy".

In principle, we and our immediate family members must not solicit, receive, offer or provide gifts including gifts in the form of favours, gratuities or kickbacks from/to current and potential third parties.

A business partner engaged to provide services by UEM Sunrise must not misuse gifts to gain a business advantage or other form of illicit influence on behalf of UEM Sunrise.

Only under certain circumstances do we allow the giving and receiving of specific types of gifts. Full details are set out in the Gifts & Hospitality Policy.

#### 4.2 PRINCIPLE FOR HOSPITALITY

Corporate hospitality is allowed but should not be lavish in order to avoid any circumstance or situation that may be construed as an act of corruption or could be perceived to influence any decision-making process.

A business partner engaged to provide services by UEM Sunrise must not misuse hospitality to gain a business advantage or other form of illicit influence on behalf of UEM Sunrise.

Refer to the Gifts & Hospitality Policy for full details.

## 5 Donations and Sponsorships

### PRINCIPLE

We only undertake social or philanthropic programmes that are in line with our business strategies or that will benefit the broader interests of the community, while complementing the efforts of the Government.

All charitable contributions, donations, sponsorships and Corporate Social Responsibility ("CSR") shall meet the requirements as stated in the UEM Sunrise's Gifts & Hospitality Policy, Corporate Responsibility Policy and the relevant policies and procedures on donations and sponsorships before any transaction is made.

In deciding which communities or causes to support and how to offer assistance, whether monetary or in kind, we shall consider how the contribution will:

- Promote our corporate values;
- Support the corporate brand;
- Contribute to staff development; and
- Strengthen the Company's corporate reputation.

UEM Sunrise does not make or offer monetary or in-kind political contributions to political parties, political party officials or candidates for political office.

Refer to the Gifts & Hospitality Policy for full details.

## 6 Support Requests

### PRINCIPLE

We award contracts and employee positions purely on a merit basis. Therefore, support requests in all forms are not recognised as part of the business decision-making process.

If a support request is received, the recipient should politely acknowledge the request but make no promise to act on it. The IGU should be notified and under normal circumstances, no further action will be taken.

Refer to the Gifts & Hospitality Policy for full details.

# 7 Facilitation Payments

## PRINCIPLE

We do not offer or make facilitation payments or allow others to offer or make such payments on behalf of UEM Sunrise to secure licences or permits or expedite the performance of a routine function.

Facilitation payments are unofficial payments that can be made in cash and noncash with the intention to gain access, secure or expedite the performance of a routine function.

Facilitation payments fall within the interpretation of gratification with corrupt intent under MACCA. Facilitation payments are commonly/usually requested by government officials, but it may also emerge in the private sectors as well. For example, a manager holding up processing an invoice until an unofficial payment has been received. Making facilitation payments to officers in the public sector (including foreign public officials) would generally be deemed to constitute an offence under prohibitions set out in MACCA.

In some cases, the facilitation payments may be expressly requested. In other cases, there may not be any expressed request, but the body language of the person or delay in issuing a permit without any notice may indicate that the official expects a payment.

UEM Sunrise prohibits either the giving, offering, or promising of facilitation payments of all kinds by both employees and third parties acting on behalf of the Company. You are prohibited from receiving or requesting such payments whether in cash or noncash.

If you receive request for facilitation payment, you must refuse to pay and immediately report the incident to your line manager, Head of Department or Division and the IGU. You may also report the incident to the MACC or the Royal Malaysia Police.

If you are unsure whether the request constitutes a bribe or otherwise, you are advised to contact the IGU for further guidance before deciding the best course of action.

In the event of an extortion payment where you are threatened or at risk of harm (i.e. safety, health, liberty and security), payment may be made. However, you must immediately report to your line manager, Head of Department or Division and the IGU for further guidance. Normally you would also be required to lodge a police report.

You are not permitted to claim for any facilitation payments made on your own accord.

The IGU shall conduct an investigation on any cases of facilitation payment and notify the Board. If there is sufficient evidence, the IGU with direction from the Board may decide to report to the MACC or the Royal Malaysia Police.

All reports are to be collated by the IGU and reported to the Board Governance & Risk Committee ("BGRC") and the Board.

# 8 Dealing with Government Officials

## PRINCIPLE

When interacting with the officers, we follow high ethical standards and act in a transparent manner while maintaining good working relationships.

Dealing with government officials require particular care and consideration. We must exercise more caution when working with government officials due to strict local and international laws that govern the interface between the private and public sectors.

We do not provide donations to charities or organisations that may be affiliated with the officers, or offer or receive gifts, hospitality, entertainment or travel to/from the officers or their families beyond our policies and procedures, in line with our 'No Gift Policy'.

As noted above, facilitation payments to government officials to expedite or ensure routine actions such as issuing licenses, permits or visas are prohibited.

UEM Sunrise is committed to adequately communicating its anti-corruption policies and standards to government officials it interacts with, to help ensure a full understanding of the Company's stance on these issues. This may include communication of this Policy, the Code of Conduct and Gifts & Hospitality Policy.

In any circumstances where you are required to provide gifts or hospitality to a government official, you must abide by the Gifts & Hospitality Policy regarding what can be offered. Reference should also be made to the Tatakелakuan dan Pengurusan Tatatertib Pegawai Awam Versi 1.0 (2022), Pekeliling Perkhidmatan Sumber Manusia. Always obtain prior approval from the Chief Executive Officer with a notification to IGU and inform your line manager, Head of Department or Division.

# 9 Dealing with Business Partners

## PRINCIPLE

We want to work with business partners who have similar values as us and uphold the same standards as we do.

When dealing with business partners, we shall:

- Conduct due diligence to assess the integrity of UEM Sunrise's prospective business counterparties. We do not enter into any business dealings with any business partner reasonably suspected of engaging in corruption and improper business practices unless those suspicions are investigated and resolved.
- Ensure that all business partners are made aware of the Code of Conduct for Business Partners and this Anti-Corruption Policy & Guidelines and our

expectations of them. Training for certain business partners where significant corruption risk has been identified may also be mandated by the Company.

- Continue to be aware of and to periodically monitor business partners' performances and business practices to ensure ongoing compliance. We will also ensure business partners are committed to conduct business with integrity. This may include contract clauses, along with Declaration of Interest and Declaration of Integrity. Refer to the Code of Conduct for Business Partners for more information.

# 10 Money Laundering

## PRINCIPLE

Money laundering and terrorism financing are financial crimes with economic effects. We take appropriate measures for detecting and preventing money laundering and terrorism financing.

To avoid violating anti-money laundering laws, employees are expected to always conduct counterparty due diligence to understand the business and background of UEM Sunrise's prospective business counterparties and to determine the origin and destination of money, property and services.

Refer relevant policies and procedures on the due diligence procedure.

# 11 Reporting Channel

## PRINCIPLE

We want to receive information from people both within and external to the Company who can provide us with details on malpractice related to the activities of the Company. We protect people making reports and stand by them throughout the reporting and investigation process. We also expect people to be responsible when lodging potentially damaging allegations.

We are committed to the highest standards of integrity, accountability and ethical behaviour in its business conduct and operations, consistent with our corporate values. In line with our commitment, we provide a mechanism for our employees, third parties employed or engaged and members of the public to report wrongdoing or improper conduct within UEM Sunrise.

### 11.1 DISCLOSURE PROCEDURE

All disclosures are to be channelled in accordance with the procedures outlined under UEM Sunrise's Whistleblowing Policy.

The whistleblower is responsible to ensure that the disclosure is made in good faith, free from malicious intent, and is not made for personal gain. The whistleblower should raise concerns that are factual and not speculative. Information provided should

be specific to allow for proper assessment of the nature and extent of the concern.

Disclosure can be made to any of the following online reporting channels at <https://whistleblower.uemsunrise.com/>, in strict confidential manner:

- a. Secured Postbox ("SP"); or
- b. Direct Message ("DM") to the BGRC Chairman.

Anonymous reporting can be undertaken via the respective channels (Secured Postbox and Direct Message to BGRC Chairman). All reports are taken seriously by UEM Sunrise. However, in the event that there is lack of material evidence, UEM Sunrise reserves the right to close the case. With this in mind, UEM Sunrise encourages the whistleblower to disclose his/her identity to enable:

- i. further information gathering and/or clarification with regard to the disclosure made;
- ii. accord the necessary protection to the whistleblower; and
- iii. notification of the outcome of the investigation on the disclosure where it relates to the disclosing party if deemed necessary.

Whistleblowers are encouraged to provide detailed factual and not speculative information to assist with the investigation (i.e., who, what, where, when and how).

## 11.2 WHISTLEBLOWER PROTECTION

The Company takes whistleblowing very seriously and will protect the person making a report to the maximum extent possible, within the Company's ability and control.

The Company prohibits retaliation against all whistleblowers acting in good faith, and will accord protection against retaliation, detrimental action or unfair treatment arising from making a report. Such protection is accorded even if the investigation

later reveals that the whistleblower is mistaken as to the facts and/or the application of the relevant rules or procedures, or the allegation cannot be substantiated.

Where the whistleblower can prove that they have been subjected to retaliation, detrimental action or unfair treatment, UEM Sunrise reserves the right to take the appropriate actions against the perpetrator.

The identity of a good faith whistleblower will be kept confidential to the fullest extent possible and as required under the applicable laws. The information reported will be kept in a secure information management system.

Any person making a report must do so in good faith, with reasonable belief that it is true, and not acting maliciously or for personal gain. Any person found to make a false allegation for malicious purposes will not receive whistleblower protection. Instead, they may be subjected to disciplinary action and/or legal action by the Company.

Refer to the Whistleblowing Policy and Procedures for full details.

# 12 Anti-Corruption Compliance Function

UEM Sunrise shall maintain an independent anti-corruption compliance function within the IGU approved by the Board to oversee the design, implementation, management, and improvement of UEM Sunrise's anti-corruption and compliance policies and procedures.

Appropriate resources shall be provided for effective operation of the Anti-Bribery Management System ("ABMS") and to ensure that the IGU is staffed with persons who have the appropriate competence, status, authority and independence.

The IGU shall have direct access to the BGRC and the Board of Directors.

UEM Sunrise shall conduct an external audit by an independent party at least once every 3 years to obtain assurance that the Company is operating in compliance with its policies and procedures relating to anti-corruption programme and report the results to the Management, BGRC and the Board of Directors.



# 13 Record Keeping

As a Company, we must keep records and information for a minimum of 7 years or as per any applicable laws, and have appropriate internal controls in place to substantiate the decisions (e.g. approvals and records of gifts, hospitality, donations and similar benefits given and received). However, if the records and information relate to criminal offences, the information must be kept infinitely.

You must ensure all expenses claims relating to gifts, hospitality, donations or expenses incurred for UEM Sunrise are submitted in accordance with

our expenses policy and specifically record the reason for the expenditure.

All documents and records relating to dealings with UEM Sunrise's third parties should be kept and retained for specified periods. No accounts must be kept "off-book" to facilitate or conceal improper payments.

Refer to the Anti-Bribery Management System Document and Record Control Guidelines for full details.

# 14 Auditing, Monitoring and Continuous Improvement

UEM Sunrise conducts regular audits and reviews to assess the performance, efficiency and effectiveness of the anti-corruption programme, and to ensure that the programme is enforced. Such audits may be conducted internally by UEM Sunrise or by an external independent party. Audit documentation shall include opportunities to improve the programme.

In maintaining and continually improving the operations and effectiveness of the ABMS, UEM Sunrise is committed to satisfying the requirements set out in ISO 37001 and pursuing best practices by continuous improvement. Any suggestions to improve the ABMS should be channelled to the IGU.

UEM Sunrise monitors its business environment to identify risks and opportunities for ABMS

improvement. Regular assessments of the ABMS shall be carried out to ensure the scope, policies, procedures and controls in place match the corruption related risks faced by the Company. The Risk Management shall conduct regular risk assessments to identify the corruption risks affecting the business. Appropriate action should be taken to mitigate those risks, with action plans monitored for reporting purposes.

Any non-compliance, issues or results identified by auditing, reviews or assessment shall be reported to the BGRC, the Audit Committee and the Board of Directors in a timely manner in accordance with the level of risk identified.

Refer to the Guidelines on Monitoring of Integrity and Anti-Corruption Plan for full details.

# 15 Consequences of the Infringement

## 15.1 UEM SUNRISE DIRECTORS AND EMPLOYEES

Any infringement of this Policy will attract disciplinary action, up to and including termination of employment or dismissal to be taken against the concerned individual(s).

UEM Sunrise has the right to take legal action against any employee who commits an offence and/or report to the relevant enforcement agencies, authorities or regulators.

You will not suffer demotion, penalty or other adverse consequences for keeping to this Policy, even if this may result in the Company losing business.

## 15.2 BUSINESS PARTNERS

Failure by Business Partners to comply with this Policy, Code of Conduct for Business Partners or applicable laws and regulations will be sufficient cause for UEM Sunrise to take any of the following actions or combination of any of the following

actions against the Business Partners for breaching this Policy:

- Suspension or termination of any or all contract(s);
- Deduction of any amount of money which is due or becoming due to the Business Partner(s) concerned under any contract(s);
- Requiring the Business Partner(s) concerned to substitute any of their representative(s) who breach this Policy or acting inconsistent with this Policy immediately;
- Disqualifying the Business Partner(s) concerned from participating in any tender or procurement exercise for a period to be determined by UEM Sunrise at UEM Sunrise's sole discretion.

Such actions shall be taken without prejudice to any other rights or remedies UEM Sunrise may have or any other appropriate action which UEM Sunrise may seek under the terms of the contract or under the laws.

## Notes

[uemsunrise.com](http://uemsunrise.com)