




**3REN BERHAD**

Registration No. 202101012445 (1412744-K)  
(Incorporated in Malaysia)

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

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## 1. Introduction

**1.1** 3REN Berhad (“3REN” or “the Company”) is committed to conducting its business ethically and in compliance with all applicable laws and regulations in the countries where it does business. These laws include but are not limited to the Malaysian Penal Code (revised 1977), the Malaysian Anti-Corruption Commission Act 2009 (revised 2018) and Malaysian Companies Act 2016. These laws prohibit acts of bribery and corruption, and mandate that companies establish and maintain adequate procedures to prevent bribery and corruption.

**1.2** This Anti-Bribery and Anti-Corruption Policy (“Policy”) is applicable globally. If you are travelling outside of Malaysia, you are subject to the laws of the country you are in but the principles of this Policy must be adhered to regardless of whether or not that country has specific anti-bribery or anti-corruption laws. In cases where there is a conflict between the specific anti-bribery and anti-corruption laws and the principles contained in this Policy, the stricter provision shall prevail.


**1.3** Under the Malaysian Anti-Corruption Commission Act 2009 (revised 2018) (“MACC Act”), bribery and corruption are criminal offences and the legal consequences include fine of unlimited amount and/or imprisonment of up to twenty (20) years. A commercial organisation commits an offence if an associated person corruptly gives any gratification with intent to obtain or retain business or an advantage in the conduct of business, for the commercial organisation. “Gratification” means:

- (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;
- (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; 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).

**1.4** If an offence is committed by a commercial organisation, the MACC Act also deems its directors, controller, officer, partner or persons concern in its management of affairs to have committed the same offence. It is therefore important that you understand how bribery and corruption may be committed and the legal consequences arising from such act as well as to take steps to prevent bribery and corruption from happening.

## 2. Scope

**2.1** This Policy is applicable to anyone who is employed by or work at **3REN group of companies (herein referred to as “3REN”)** (whether permanent, fixed-term or

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temporary basis), directors (executive and non-executive), company secretaries and committee members of 3REN (together, “Personnel”). It is also applicable to contractors, sub-contractors, consultants, agents, representatives and service providers of any kind performing work or services, for or on behalf of 3REN (together, “Business Partners”).

**2.2** Joint venture companies in which 3REN is a non-controlling shareholder or partner and associated companies are encouraged to adopt this Policy as the bare minimum or similar principles and standards as part of their anti-corruption framework.

**2.3** The term “we”, “us” or “our” when used in this Policy shall refer to 3REN and its subsidiaries and the term “you” or “your” shall refer to each of our Personnel or Business Partners individually and in the case of Business Partners, including any entity which is controlled by our Business Partners, unless the context indicates otherwise.

**2.4** The term “public officials” when used in this Policy shall mean official of any governments, government agencies or any regulatory, statutory or administrative bodies, whether local or foreign.

### **3. Anti-Bribery and Anti-Corruption**

**3.1** The Malaysian Anti-Corruption Commission in its official portal ( [www.sprm.gov.my](http://www.sprm.gov.my) ) describes “corruption” as an act of giving or receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/her job function or activity. The example given is where a contractor rewards a gift in the form of an expensive watch to a government official for awarding a project to the company belonging to the contractor.


The MACC Act stipulates four (4) main offences, being:

- Soliciting / Receiving Gratification (Bribe) - Sections 16 & 17(a) MACC Act
- Offering / Giving Gratification (Bribe) - Section 17(b) MACC Act
- Intending to Deceive (False Claim) - Section 18 MACC Act
- Using Office or Position for Gratification (Bribe) (Abuse of Power / Position) - Section 23 MACC Act

The Malaysia Anti-Corruption Commission (Amendment) Act 2018, which will be in force on 1 June 2020 introduces two (2) more offences, it being:

- Offering / Giving Gratification by commercial organization (Corporate Liability) – Section 17A MACC Act
- Deemed Parallel Personal Liability for Senior Personnel (Personal Liability) – Section 17A (3) MACC Act

**3.2** Corruption may include “bribery” which is any offering, promising, giving, requesting agreeing to receive, accepting a gratification, or other advantages with the intention of inducing or rewarding someone to perform their job function or activity improperly. Form of bribery includes kickbacks, inflated commissions, expensive gifts, political donations, excessive or inappropriate entertainment.

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**3.3** This Policy prohibits all forms of bribery and corruption practices, and makes no distinction between whether they are being made to persons in the public or private sectors. 3REN’s relationships with public officials, our Personnel, Business Partners and any other parties are based on transparency and integrity. Our Personnel or Business Partners must not directly or indirectly pay, offer or promise any gratification to any public official, party or their family members as an inducement for or reward for acting improperly. Furthermore, our Personnel must not directly or indirectly pay, offer or promise any gratification to customers, Business Partners or any other party for the purpose of exerting influence, soliciting payment or other unfair or illegal preferential treatment. Our Personnel will not suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.

#### **4. Facilitation Payments**

**4.1** Facilitation payments are form of payments made personally to an individual in control of a process or decision to secure or expedite the performance of a routine or administrative duty or function (e.g., influencing the timing of process or issuing of permits). In Malaysia, facilitation payment is illegal. It is seen as a form of corruption. Regardless of whether it is legal in any other country, facilitation payment is strictly prohibited under this Policy.

**4.2** Our Personnel and Business Partners must not directly or indirectly offer, promise or give any form of facilitation payment to any public officials for any purposes.

**4.3** There may be occasion where you are forced to make facilitation payments in order to protect your life, limb or liberty. In such occasion, you must immediately report the incident to Chief Executive Officer for the necessary action to be taken.

#### **5. Gifts, Meals, Entertainment and Travel (GMET)**


**5.1** Exchange or provision of gifts, meals, entertainment and travel may create or perceived conflict of interest and could be viewed as bribe. When offer or accept gifts, hospitality, or travel, we make sure they are reasonable, appropriate, and have a legitimate business purpose. Never to give or accept cash.

Value of gifts, meals, entertainment or travel in exchange or provision must not exceed RM75 per person. In case of in doubt, please contact Talent and Culture Department for guidance.

**5.2** 3REN expects employees to comply with principles when giving or receiving GMET:

- i. Comply with local anti-corruption laws (anti-Corruption Commission Act 2009);
- ii. Must be legitimate purpose such as promote, demonstrate or explain company product or service; and
- iii. GMET must not with intent to improperly influence decision of recipient.

**5.3** 3REN respects cultural norms to the extent possible under the local laws and regulations but those activities cannot violate this Code. Customary activities include modest forms of hospitality, such as lunches or dinners and occasional gifts of minimal value, which do not influence clinical or business decisions. Although it is difficult to define “customary” or “modest,” the best approach is to exercise good judgment. If you are offered anything that

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is more than nominal in value, you must consult with your manager. You should avoid activities that are excessive or become a regular occurrence. Always refer to Talent and Culture Department when in doubt.

**5.4** Laws concerning providing gifts, hospitality and travel to government officials are complex. It is illegal and improper to provide gifts to government officials. Please contact Talent and Culture Department for guidance about the rules that apply when dealing with government officials.

**5.5** Government Customers – Governments have laws, regulations and contractual requirements that apply to purchase of products from private suppliers to ensure that governmental entities can buy products and services at competitive prices and to protect against attempts to improperly influence bidding process. We must comply with all applicable procurement laws, rules and contractual requirements when selling products to government entities – which may include schools, hospitals and other entities in addition to government agencies. Be familiar with local laws, regulations and company guidelines. Inform manager prior to start of business discussion with local government or entities. If you need guidance, please consult Talent and Culture Department.

## **6. Donations and Sponsorship**

### **6.1 Prohibition of Donation/Contribution to Political Parties or Individual Politicians**

Our Personnel and Business Partners must not make donation or funding of any kind to political parties or individual politicians or towards political campaigns or initiatives for or on behalf of 3REN. Any request for political donation or contribution must be pre-approved by the Board of 3REN and no political contribution may be made unless 3REN has received a satisfactory opinion from qualified local counsel as to its legality under applicable laws.


Our Personnel may participate in political activities in their individual capacity with their own money and at their own time but to make it clear that their individual political views and actions are personal and not reflective or representative of 3REN. 3REN will not reimburse any personal political contributions.

### **6.2 Charitable or Educational Donations and Sponsorships**

3REN will only provide charitable or educational donations and public welfare sponsorships if they are ethical and legal under applicable laws. All donation and sponsorship expenses must be approved in accordance with 3REN's standard operating procedures.

### **6.3 Prohibition of Using Donation/Sponsorship to Obtain Business Advantage**

Our Personnel and Business Partners must never use donations or sponsorships to obtain business or advantage of any kind or unduly influence the outcome of a business decision or cause others to perceive it as such. The use of donations or sponsorships in this manner is strictly prohibited under this Policy.


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## 7. Business Partners and Their Conducts

- 7.1** Our Personnel must carry out proper due diligence process and comply with all applicable 3REN’s standard operating procedures before on-boarding any Business Partners. This include informing them of 3REN’s Policy and with effect from the date of this Policy, all Business Partners must submit an Anti-Corruption Declaration or confirmation in similar terms prior to on-boarding as 3REN’s service provider.
- 7.2** Our Personnel must monitor our Business Partners’ performance from time to time to be in compliance with this Policy, and where breach or suspected breach arises, immediate action must be taken. Failure to comply with this Policy by our Business Partners may lead to immediate termination of contract and claim for damages.
- 7.3** In addition to all applicable anti-bribery and anti-corruption laws to which it may be subjected to, 3REN expects our Business Partners to comply with this Policy in relation to all dealings by them for, on behalf of or involving 3REN. Our Business Partners must also refrain and procure its affiliates to refrain from taking any action that would result in a violation of any applicable anti-bribery and anti-corruption laws and this Policy.
- 7.4** Unless evidence suggests otherwise, all our Business Partners are independent contractors. They are not agent of or representative of 3REN and they are not entitled or must not hold themselves out to have the authority to bind 3REN for any purpose.

## 8. Dealing with Governments and Public Officials

- 8.1** Our Personnel and Business Partners must comply with all applicable laws, conduct themselves with integrity and apply the highest ethical standards whenever they deal or otherwise engage with governments, government agencies, regulatory bodies, statutory bodies (whether local or foreign) and any of its officials.
- 8.2** Our Personnel or Business Partners must not directly or indirectly exert, or attempt to exert, any improper or illegal influence on public officials.
- 8.3** If any information is required by any government, government agencies, regulatory bodies, statutory bodies (whether local or foreign), our Personnel must always consult their immediate supervisor before responding to such requests and ensure that all information provided is in good faith, truthful and accurate.
- 8.4** Any improper or secret payments or transfer of items of any value (including facilitation payments) to public officials is strictly prohibited. If you have any doubts on whether such payments constitute an improper, secret and/or facilitation payments, please refer to the Talent and Culture Department.
- 8.5** Any improper or secret payments or transfers of items of value through intermediaries, or a third party, with the knowledge that all or part of the payment will contribute directly or indirectly as an improper, secret or facilitation payments to a public official is also strictly prohibited.

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## 9. Conflict of Interest

- 9.1** Conflicts of interest arise where there is personal interest that can be considered to have potential interference with objectivity in performing duties or exercising judgement on behalf of 3REN. Our Personnel must avoid situations in which their personal interest would conflict with their duties and responsibilities. Our Personnel must not use their position, official working hours, 3REN’s resources and assets, or information available to them for personal gain or to 3REN’s disadvantage.
- 9.2** In situations where conflict of interest arises, our Personnel are required to immediately declare the matter to their immediate supervisor.

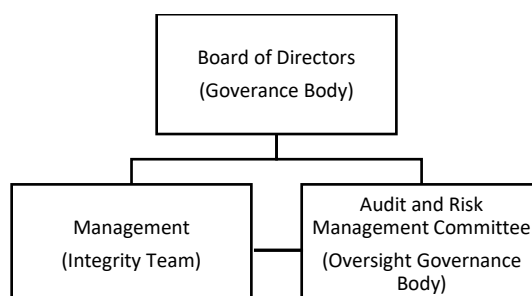
## 10. Whistleblowing Channel


- 10.1** If you suspect, or reasonably believe that this Policy has been, or is being breached, you have an obligation to report your concerns to your Head of Department or the top management and where applicable, you may report such concerns using the reporting channel via email to [wb@3ren.com.my](mailto:wb@3ren.com.my).
- 10.2** All concerns reported will be taken seriously, treated in confidential manner and investigated immediately. Your anonymity will be protected unless the disclosure is required by law pursuant to an investigation or legislation, but you may be required to provide a statement as supporting evidence to any investigation. Any retaliation directed against anyone making such report will not be tolerated.
- 10.3** All reports shall be made in good faith and the report must be legitimate. Anyone who makes any malicious, scandalous or vexatious report, and particularly if they persist with such untrue allegations, they will be subjected to 3REN’s disciplinary actions.
- 10.4** If you have any queries or concerns about whether an act might constitute bribery or corruption, please contact the Talent and Culture Department.

## 11. Anti-Bribery and Anti-Corruption Compliance Function

- 11.1** 3REN has established the Anti-Bribery and Anti-Corruption Policy and will continue to maintain an Integrity Team to be responsible for all anti-bribery and anti-corruption compliance matters.

### Integrity Team



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**11.2** The Integrity Team is adequately equipped to act effectively against bribery and corruption in the following manner:

- 11.2.1** provide advice and guidance to employees on anti-corruption compliance and issues relating to bribery and corruption;
- 11.2.2** take appropriate steps to ensure that there is adequate monitoring, measurement, analysis and evaluation of any act which may pose a risk of bribery or corruption; and
- 11.2.3** safeguard the Group from the risk of bribery and corruption and report on any non-compliance to the Board and Audit and Risk Management Committee regularly.

**11.3** Appropriate resources shall be provided for effective operation of the anti-corruption compliance programme and that the Integrity Team is staffed with persons who have the appropriate competence, status, authority and independence.

**11.4** The lines of authority for the Integrity Team tasked with responsibility for overseeing the anti-corruption compliance programme shall be directly to the Audit and Risk Management Committee.

## **12. Regular Monitoring and Review**

**12.1** 3REN is committed to making the anti-bribery and anti-corruption effort as a continuous effort to maintain the reputation and standards of 3REN.

**12.2** Regular audits shall be conducted to monitor, review, improve and assess performance, efficiency and effectiveness of ongoing anti-bribery and anti-corruption efforts by 3REN. Such audits may be conducted internally by 3REN or by an external party. The results of any audit, risk assessment, review of control measures and performance shall be reported to the Audit and Risk Management Committee and acted upon accordingly.

**12.3** Our Personnel is strongly encouraged to raise any concerns or inadequacies in the anti-corruption compliance programme to the Integrity Team.

## **13. Enforcement for Non-Compliance**


**13.1** 3REN regards acts of bribery and corruption seriously and will take appropriate actions in the event of non-compliance of this Policy. For our Personnel, non-compliance of this Policy may lead to disciplinary action and termination of employment.

**13.2** For business partners, non-compliance of this Policy may lead to termination of contract and claim for damages.

## **14. Training and Communications**

**14.1** This policy is a public document which shall be communicated to all our Personnel and business partners. Our Personnel and business partners must read and understand 3REN's position on anti-bribery and anti-corruption.



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**14.2** Adequate training on 3REN’s anti-bribery and anti-corruption approach shall be provided to our Personnel.

**15. General Enquiries**

**15.1** In the event of any queries, you may contact 3REN’s Integrity Team at [wb@3ren.com.my](mailto:wb@3ren.com.my)

**16. Revisions**

**16.1** This Policy will be updated, amended or revised from time to time to ensure its adequacy in implementation and enforcements.