

NOTION VTEC BERHAD
ANTI-BRIBERY AND CORRUPTION POLICY

Document No.: NVB-ABMS-001
Revision No.: 0
Effective Date: 23-May-2020
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1. Purpose

The purpose of this Anti-Bribery and Corruption Policy (the “Policy”) is to set out Notion Vtec Berhad (“the Company”) and its subsidiaries (collectively known as “the Group”)’s responsibilities to comply with laws and regulations in relation to bribery and corruption. This Policy aims to provide guidance on how to recognise and deal with bribery and corruption issues, so as to ensure that the Group’s businesses are conducted in a socially ethical manner.

2. Policy Statement

The Group is committed to conduct business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate; to implement and enforce effective systems to counter bribery and corruption. We shall constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate.

Any breach of this Policy or applicable local law could result in disciplinary action being taken and ultimately could result in dismissal. Further legal action may also be taken in the event that the Group’s interests have been harmed as a result of non-compliance and / or misconduct.

3. Applicability

We are bound by the laws pursuant to Malaysian Anti-Corruption Commission (Amendment) Act 2018 in regard to our conduct. This Policy applies to all countries worldwide, without exception and without regard to regional customs. In cases of conflict between mandatory law and the principles contained in this Policy, the law shall prevail.

This Policy applies to all employees and any potential / existing business associates engaged in activities with the Group. Any arrangement the Group makes with these party is subject to clear contractual terms, including specific provisions that require the third party to comply with standards and procedures relating to anti-bribery and corruption outlined in the Anti-Bribery Management System.

4. Reference

This policy should be read in conjunction with the established Standard Operating Procedures, as well as the following Company’s policies and guidelines:

Location	Policies and Guidelines
Publicly available	<ul style="list-style-type: none">• The Group’s Code of Conduct and Code of Ethics• Whistleblowing Policy and Procedure
The Group’s internal document	<ul style="list-style-type: none">• Group Risk Management Policy• Employee Handbook• Financial Limits of Authority Guidelines (FLAG) and other operating procedures• Guideline on Declaring Conflict of Interest• Guideline on Providing and Receiving of Gifts, Entertainment, Hospitality and Travel• Guideline on Granting of Donations and Sponsorships• Guideline on Due Diligence on Employees and Business Associates• Guideline on Training and Communication

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5. Definitions

For the purpose of the policies and guidelines prescribed under this Policy,

“**ABMS**” means the Group’s Anti-Bribery Management System, which specifies anti-bribery policies and procedures implemented to prevent, identify, and deal with any bribery.

“**Bribery**” means offering, giving, soliciting or accepting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person for acting or refraining from acting in relation to objectivity and performance of that person’s duties.

“**Business associates**” mean any individual or organisation which the Group comes into contact with during the course of work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government or public bodies, including their advisors, representatives and officials, politicians and political parties.

“**Corruption**” means “the abuse of entrusted power for personal gain”. In its wider sense, corruption includes bribery, extortion, fraud, cartels, abuse of power, embezzlement, and money laundering. It constitutes criminal offences in most jurisdictions with illegal profit to individuals / entities as their objectives.

“**Employee**” means all individuals working at all levels and grades, whether permanent, fixed-term or temporary, including directors, senior managers, officers, executives, staff, consultants, contractors, trainees, seconded staff, casual workers and agency staff, volunteers, interns, agents, or any other person associated with us, or any of our subsidiaries or their employees, wherever located.

“**Facilitation payment**” means a form of unofficial payment made with the purpose to secure or expedite the performance of a routine or necessary action.

“**Political contribution**” means any contribution, made in cash or in kind, to support a political cause.

“**Top-level management**” means all Executive Directors of the Company.

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6. Anti-bribery Compliance Function

The Company shall establish and maintain an anti-bribery and corruption compliance function under designated personnel / department with the assumed role of Chief Integrity Officer for all anti-bribery and corruption compliance matters, including:

- Oversee the design and implementation of ABMS;
- Provide advice and guidance to employees and business associates on implementation of ABMS and issues relating to bribery and corruption; and
- Monitor and report the performance of ABMS to top-level management on an annual basis.

The Company shall adequately resource a personnel / a team to perform anti-bribery and corruption compliance function, in which the personnel / team shall be adequately ensured of appropriate competence, status, authority and independence.

When in doubt: employees and business associates shall consult with the following people for advice when they are unsure about their obligations under this policy:

[Name]
[Position]
[Contact Number]
[Email Address]

7. Corruption Risk Assessment

The Group considers risk assessment to be the fundamental to good management practice and a significant aspect in preserving the integrity infrastructure to prevent / detect corruption. Top-level management believes that the risk assessment must be effective and embedded at all levels of the organisation to intermittently assess the corruption risks when necessary — i.e., a periodic (e.g., annually) risk assessment on corruption risk, and upon reasonable suspicion for exposure to bribery and corruption risks such as significant change in the business landscape, or prior entering into any formalised relationship with employees / business associates. The risk assessment shall include but not limited to:

- opportunities for corruption and fraud activities resulting from weaknesses in the organisation's governance framework and internal systems / procedures;
- financial transactions that may disguise corrupt payments;
- presence of business activities in countries / sectors with high corruption risk;
- potential non-compliance of business associate acting on behalf of the Group regarding legal and regulatory requirements related to anti-corruption.
- relationships with third parties in its supply chain (e.g., agents, vendors, contractors, and suppliers) which are likely to expose the Group to corruption.

The risk assessment is facilitated by the development and implementation of the Risk Management framework specific to the Company's business and the organisational context. The design of this framework reflects the principles and the process outlined in generic guidelines on risk management by International Organization of Standardization ("ISO") 31000, A Guide for Anti-Corruption Risk Assessment by the UN Global Compact, and Guidelines on Adequate Procedures by the MACC, in which this section provides an extension (in the context of corruption) to the Company's existing risk management policy as set out in the **Group Risk Management Policy**.

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8. Conflict of Interest

As set out in the Code of Conduct, “conflict of interest” exists when an employee is / could be influenced by a personal interest in carrying out his / her duties in the Group’s business environment and activities. A conflict of interest can be intentional, perceived or potential. Conflict of interest is an act that leads to partial decision making which constitute the element of a corrupt conduct.

Conflict of interest may arise directly or indirectly through an intermediary, such as third party, friends or family. As such, the Company requires all employees to report any actual or potential conflict of interest such as family relation, financial relation or other connection directly or indirectly related to their line of work on a regular basis (as outlined in **NVB-ABMS-002 Guideline on Declaring Conflict of Interest**).

9. Gifts, Entertainment, Hospitality and Travel

As a principle, the Group prohibits any giving and receiving of gifts, entertainment, hospitality, and travel (“GEHT”) — i.e., “No GEHT” policy, in any business dealing amongst the Group’s employees, business associates, or any other third party, which may influence the course of duty and result in adverse impact to the Group’s interests in relation to business and / or non-compliance to applicable laws and regulations.

However, the Company is aware of the reality of commercial and business practices that modest and reasonable GEHT giving and receiving are a central part of business etiquette. If a gift is deemed appropriate, a corporate gift for a specific purpose is encouraged as opposed to a personal gift. GEHT must be reasonable and proportionate to the position of the recipient such that no obligation is created by the GEHT resulting in a decision to the undue advantage to the Group.

Hence, subject to limited exception, the employees are only allowed to offer, give or accept GEHT under reasonable conditions as defined. Employees and business associates shall act with due care to ascertain any GEHT-related practice to not violate the giver’s and/or receiver’s policies on the matter. Nonetheless, we do not solicit GEHT of any value from persons / firms in our business dealings, where he or she may feel obligated to give GEHT / favours in return to do / continue business with the Group.

All GEHT shall be recorded and those which are given to or accepted from external parties exceeding defined threshold shall be declared to the Chief Integrity Officer for approval. Further details are set out in **NVB-ABMS-003 Guideline on Providing and Receiving of Gifts, Entertainment, Hospitality and Travel**.

10. Donations and Sponsorships

Contributions (i.e., donations or sponsorships in cash, or in kind) may be given to legitimate charities for proper charitable purposes, or pursuant to the Company’s corporate social responsibility initiatives, for purpose of local community or welfare development, and / or for corporate events of business associates. Contributions must be documented for Executive Chairman’s approval and subject to the guidelines stipulated within the Group to ensure the funding never improperly influences a business outcome. Further details are set out in **NVB-ABMS-004 Guideline on Granting of Donations and Sponsorships**.

We do not make any political contribution to any association or parties which may be perceived / constitute the element of favour returned to the Company. The Company will not make any reimbursement to the employee or business associates on any such payment made.

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11. Anti-Money Laundering

Corruption and money laundering are closely linked. In this context, money laundering occurs when the proceeds from Corruption activities are hidden in legitimate business dealings, or when legitimate funds are used to support criminal activities, including financing terrorism. It is a crime under relevant anti-money laundering laws, and the penalties are severe and can include extradition and incarceration in foreign jurisdictions.

The Group objects any practice related to money laundering, including dealing with proceeds of criminal activities, or make payments to agents / intermediaries to offshore accounts which results in non-compliance to applied laws and regulations. The Group exercises its activities with due care; with due diligence on prospective business associates to understand their business and background.

12. Facilitation Payments

All employees of the Group are strictly prohibited to give or accept facilitation payments. All payments made to or accepted from external parties must be supported with appropriate evidence to avoid violation of this payment.

Exception: There are certain situations or circumstances where an employee is faced with having to make facilitation payments in order to protect a human life, limb or liberty. In such dangerous situations, the employee is allowed to make payments, but must immediately report to the Executive Chairman. Making facilitation payment in such a situation is the only exception which can be used as a defence when faced with allegations of bribery and corruption.

13. Due Diligence

Employees and business associates are to be made aware of this Policy and are expected to comply with it. The Group may conduct due diligence on their employees and business associates, at the outset, on a periodic basis, and necessarily in the event when the Group suspects that there is significant exposure to bribery and corruption risk. As part of the Group's due diligence procedures, documentation about the employees and/or business associates shall be screened; interviews shall be necessarily conducted, to understand their background and to ensure that they are involved in lawful activities. Further details are set out in **NVB-ABMS-005 Guidelines on Due Diligence on Employees and Business Associates**.

14. Financial and Non-Financial Controls

The Group adopts segregation of duties for all job functions (i.e., financial and non-financial related). Designated personnel for preparing, verifying and approving each transaction / activity is documented in written procedures (i.e., ISO Procedures, Financial Limits of Authority Guidelines, and other operating Procedures) and communicated to employees of the Group for adherence.

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15. Record Keeping

Records include accounts, invoices, correspondences, memoranda, discs, meeting papers, books, and other documents or transcribed information of any type. Heads of Department must maintain written records to evidence that adequate financial and non-financial controls established within the Group has taken place to mitigate any bribery / corruption risks. All records shall be retained for at least seven (7) years from its date of generation, to enable the Group to comply with request from the authorities.

16. Raising A Concern

Employees, business associates and any external parties are encouraged to raise concerns in good faith about any issue or suspicion of malpractice at the earliest possible stage. If the individual is unsure whether a particular act constitutes bribery or corruption, or if there are any other queries or concerns, these should be raised through the confidential helpline set out in the Company's **Whistleblowing Policy and Procedure**.

17. Training and Communication

All new employees will be briefed on this Policy as part of their induction training on first working day and all existing employees will receive regular training; including, but not limited to compliance with laws, regulations or internal written procedures relevant for the Group's line of business and the position they hold in the Group.

The Group acts with due care before engaging with new business associates and ensure that they acknowledge the Group's commitment on prohibiting bribery and corruption activities within the Group. Chief Integrity Officer shall ensure a copy of the Policy, the Group's Code of Conduct and Code of Ethics, and Whistleblowing Policy and Procedure (which are publicly uploaded on the Company's website) are made available to each business associate through a periodic (e.g., annually) email reminder. Further details are set out in **NVB-ABMS-006 Guideline on Training and Communication**.

18. Monitoring and Review

Established anti-bribery and corruption compliance function under the responsibility of Chief Integrity Officer shall oversee implementation of the Group's ABMS and assess its effectiveness on mitigating bribery / corruption risks within the Group. Periodical (i.e., annually) review must be performed on ABMS implementation and results of assessment will be reported to top-level management.

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