

PRIMA EKUITI (UK) LIMITED (7800059)

Registered in England, a wholly owned subsidiary of Retirement Fund (Incorporated) [Malaysia]

ANTI-BRIBERY AND CORRUPTION POLICY

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ANTI-BRIBERY AND CORRUPTION POLICY

A. POLICY STATEMENT

1. Prima Ekuiti (UK) Limited [PEUK] adopts a zero-tolerance approach against all forms of bribery and corruption.
2. PEUK is committed to maintain and preserve the highest standard of governance, integrity, accountability and transparency in all its operational and business activities. PEUK is also fully committed to comply with all laws and regulations which govern its operations and business.
3. This Anti-Bribery and Corruption (ABC) Policy shall be read together with PEUK's other internal policies/procedures/guidelines/manuals including but not limited to PEUK's Human Resource Handbook, No Gift Policy, Conflict of Interest Policy and Speaking Up Policy.
4. This Policy shall also be read in conjunction with the Malaysian Anti-Corruption Commission Act 2009 ("MACC Act"), and any applicable bribery and corruption laws in countries or territories or jurisdictions where PEUK operates.

B. OBJECTIVES

1. The objectives of this ABC Policy are:
 - (a) to set out PEUK's responsibilities and the position to be taken in matters related to bribery and corruption;
 - (b) to ensure that PEUK Personnel and third parties acting for or on behalf of PEUK are aware of their responsibilities in adhering and upholding PEUK's stance on zero-tolerance to bribery and corruption; and
 - (c) to safeguard PEUK Personnel from being implicated with any potential, attempted, suspected or actual acts of bribery and corruption.
2. This ABC Policy serves as a general policy and does not contain specific details on the processes which may be covered under specific procedures/guidelines, etc. This ABC Policy is not intended to replace any provision of any written laws and if there is any inconsistency between the provisions in this ABC Policy and any written laws, such written laws shall prevail to the extent of the inconsistency and the wordings or the paragraphs which contain such inconsistency shall be deemed severed from this ABC Policy and the remaining provisions of this ABC Policy shall remain unchanged.

C. SCOPE

1. This ABC Policy applies to all PEUK Personnel and third parties acting for or on behalf of PEUK in all countries or territories or jurisdictions where PEUK operates.

D. ANTI-BRIBERY AND ANTI-CORRUPTION

1. PEUK prohibits all forms of bribery and corruption. PEUK Personnel shall not participate in bribery and any corrupt activities, such as extortion, collusion, breach of trust, abuse of office and position, embezzlement, fraud or money laundering.
2. PEUK Personnel shall not, whether directly or indirectly, offer, give, receive or solicit any bribe, in the attempt to illicitly influence the decisions or actions of a person in position of trust within an organisation, either intended for the benefit of PEUK or the persons involved in the transaction.
3. No Employees of PEUK will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes or commit other illicit behaviour, even if such refusal may negatively affect PEUK's operations and/or business.

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E. COMPLIANCE TO THE LAW

1. PEUK shall comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which PEUK operates.
2. All PEUK Personnel are expected to comply with the principal anti-corruption laws of those jurisdictions, which include but not limited to the MACC Act. There are five (5) main types of corruption offences under the MACC Act and they are described generally as follows:
 - (a) soliciting / receiving gratification (bribe) by individual and through agent respectively;
 - (b) offering / giving gratification (bribe) by individual and through agent respectively;
 - (c) intending to deceive principal (false claim);
 - (d) using office or position for gratification (abuse of power);
 - (e) promising / offering / giving gratification by associated person of a commercial organisation (corporate liability offence by commercial organisation).
3. PEUK reserves its right to report any actions or activities suspected of being criminal in nature to enforcement authorities.

F. INTEGRITY AND GOVERNANCE OFFICE

1. KWAP have established and shall continue to maintain Integrity and Governance Office (IGO) and/or its functions to be responsible for all anti-bribery and anti-corruption compliance matters, including those of PEUK.
2. KWAP is committed to ensure that the IGO is adequately equipped with the independence and authority to act effectively against bribery and corruption. PEUK shall then ensure the undertaking of the following by the IGO:
 - (a) setting, reviewing and achieving PEUK's objectives on integrity, anti-bribery and anti-corruption;
 - (b) managing the design and implementation of KWAP's Anti-Bribery Management System (ABMS) for the purpose of satisfying its requirements, including those of PEUK;
 - (c) providing advice and guidance to PEUK Personnel on ABMS and issues relating to anti-bribery and anti-corruption compliance programme;
 - (d) reporting on the performance of the ABMS and opportunities for improvement and need for change; and
 - (e) ensuring that integrity of the ABMS is maintained, when changes to ABMS are planned and implemented.

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G. GIFT, ENTERTAINMENT AND TRAVEL

1. PEUK has established No Gift Policy (PRIMA-NGP) which covers gifts, entertainment and travel expenses.
2. PEUK adopts a “No Gift” policy, whereby subject to certain exceptions, PEUK Personnel and their immediate family members are prohibited from receiving or providing gifts from/to external parties.
3. PEUK Personnel are required to abide by the No Gift Policy to avoid conflict of interest or potential conflict of interest or otherwise the appearance of conflict of interest between PEUK and external parties as a gift can be seen as a bribe that will tarnish PEUK’s reputation or be in violation of anti-bribery and anti-corruption laws.
4. PEUK Personnel are strictly prohibited from soliciting entertainment nor are they allowed to accept entertainment that is illegal or in breach of anti-bribery laws or may otherwise tarnish the reputation of PEUK.
5. PEUK Personnel are strictly prohibited from providing or offering to provide entertainment with a view to improperly cause undue influence on any external parties in exchange for some future benefits or results.
6. PEUK Personnel are prohibited from receiving or providing hospitality in the form of travel expenses such as for flights, accommodation, and ground transportation. Any exception to these shall be subject to proper justification and approval by the Management.
7. No travel expenses are allowed to be received or provided if.
 - (a) it is with intention to obtain or retain business or secure an improper advantage; or
 - (b) it could potentially raise a conflict of interest situation; or
 - (c) it could lead to negative allegations to PEUK Personnel such as bribery and corruption.
8. The provisions of No Gift Policy must be adhered to when dealing with public officials as receiving or providing gifts are only allowed in certain limited exceptions, while use of gift, entertainment and travel expenses for bribery and corruption as well as to influence the decision making of external parties for favourable outcome are strictly prohibited.
9. PEUK Personnel must exercise proper care and judgement to ensure any gift or entertainment or travel expenses to be provided to a public official does not create a conflict of interest between PEUK Personnel and the public official.

H. CONFLICT OF INTEREST

1. PEUK Personnel shall act, at all times, in the best interest of PEUK and not based upon their personal interest. PEUK Personnel shall therefore not put themselves in a position where they are involved in an activity for personal gain that conflicts with PEUK’s interest.
2. A conflict of interest arises when personal interest and relationships impair or appear to impair the independence of any action/judgement in which a PEUK Personnel may need to make in discharging his/her duties to PEUK. If there is a potential for conflict, the interest of PEUK shall take priority.
3. Conflict of interest situations shall be managed in accordance with the provisions of PEUK’s Conflict of Interest Policy (PRIMA-COI).

I. SPONSORSHIP AND DONATION

1. Sponsorship or donation from PEUK shall not be used to influence a business outcome, or as a mean to circumvent or cover up an undue advantage or business benefit, or as a subterfuge for bribery.
2. There should not be any conflict of interest, or any perceived conflict of interest, between PEUK and/or PEUK Personnel and the recipients of sponsorship or donation from PEUK.

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J. POLITICAL CONTRIBUTION

1. PEUK does not make donations or political contributions to any political parties, organisations, or individuals engaged in politics nor does it incur any political expenditure.
2. PEUK Personnel are prohibited from using any of PEUK's funds or resources to make any direct or indirect political contributions on behalf of PEUK. PEUK Personnel must avoid having the appearance of making such contributions to any political party, candidate or campaign.

K. FACILITATION PAYMENT

1. PEUK strictly prohibits PEUK Personnel from making facilitation payments, which are illegal or unofficial payments, to government officials or authorised agents to illegally secure or expedite the performance of routine functions, such as customs clearance, or issuance of visas, permits or licenses, which they are in any event obliged to perform.
2. PEUK Personnel are prohibited from directly or indirectly, requesting, accepting or giving facilitation payments for the benefit of PEUK Personnel themselves or in connection with PEUK's operations and business.

L. WHISTLEBLOWING

1. PEUK encourages PEUK Personnel and third parties to raise concerns in good faith, or on the basis of a reasonable belief in confidence, on any bribery, corruption or improper conduct committed or about to be committed within PEUK.
2. PEUK Personnel and third parties who perform, or shall perform, services and act on behalf of PEUK shall immediately notify and report to the IGO or the established whistleblowing channels if they encounter actual or suspected violations of this ABC Policy.
3. The same action should be taken if there is any suspicion or knowledge that bribes are being paid, or if a PEUK Personnel have been offered a bribe or is requested to provide a bribe in favour of PEUK, or if there is occurrence or potential occurrence of corruption or any other improper conducts.
4. It is important that PEUK Personnel inform the IGO as soon as possible if they are given, promised or offered a bribe; or have been asked for a bribe, or have been asked to participate in bribery or any corrupt act.
5. The whistleblowing mechanism of PEUK is described in Whistleblowing Policy (PRIMA-WB).

M. DEALING WITH THIRD PARTIES

1. PEUK expects all third parties acting for or on behalf of PEUK to share PEUK's values and to refrain from all forms of bribery or corruption. They must adhere to this Policy, where applicable, in their interactions and dealings with PEUK or when transacting on behalf of PEUK.
2. PEUK shall undertake due diligence to assess the integrity of prospective business counterparties and to avoid knowingly entering into any business dealing with any third party reasonably suspected of engaging in bribery, corruption or improper business practices unless those suspicions are resolved.

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N. CONSEQUENCES OF BRIBERY AND CORRUPTION

1. It is imperative that PEUK Personnel and third parties who perform, or shall perform, services and act on behalf of PEUK to comply with this ABC Policy as involvement in an incident of bribery and corruption could have serious consequences for PEUK's reputation and business.
2. Any violation of applicable laws in relation to anti-bribery and anti-corruption can constitute an offence and can lead to prosecution of PEUK Personnel, upon conviction of which shall be liable to imprisonment and fine or other applicable punitive actions.
3. Under circumstances of suspicious behaviour, allegations and/or investigation relating to bribery or corruption, PEUK reserves all the rights to request the relevant Employee to declare information regarding assets owned or family ties and relationships as relevant and as deemed necessary.

O. BREACH OF POLICY

Any Employee who breaches the term(s) of this ABC Policy shall be subjected to disciplinary action in accordance with the PEUK Human Resource Handbook (PRIMA-HRH).

P. NO IMMUNITY

Any PEUK Personnel who participated in any acts that constitute the act of violation of laws, policies and procedures mentioned above which he/she reported, shall not be given immunity against any internal investigation or disciplinary on his/her participation.

Q. REVIEW OF ANTI-BRIBERY AND CORRUPTION POLICY

PEUK shall monitor the implementation of this ABC Policy and review the Policy regularly to ensure that it continues to remain relevant and effective in achieving its objectives.

R. QUERIES

Any queries relating to any provisions of this Policy shall be referred to IGO for clarification or determination to the extent it relates to IGO's functions.