



MALAYSIAN BULK CARRIERS BERHAD

ANTI-BRIBERY AND CORRUPTION POLICY

1.0 Business Conduct

The rules of business conduct set out the duties, roles and responsibilities of Employees, Directors' and Business Associates in detecting, preventing and reporting actual, suspected or attempted bribery and corruption and it extend to Malaysian Bulk Carriers Berhad (**'the Company'**) and its subsidiaries companies (**'MBC Group'**) business dealings and transactions in all countries in which they operate.

2.0 Ethical Conduct and Compliance with Laws

- 2.1 MBC's Group is committed to the highest level of integrity and ethical practices in all business conduct and in compliance with the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission Act (Amendment) 2018 ("MACC Act") and other applicable anti-bribery and corruption laws and regulations.
- 2.2 In conducting our business, integrity must underlie all relationships including those with customers, suppliers, communities and employees. Any violation of this Policy shall constitute misconduct and may result in disciplinary action in accordance with the Employee Handbook, dismissal or termination of a business relationship.

3.0 Anti-Bribery and Corruption Statement

- 3.1 MBC Group has zero tolerance against any form of bribery or corruption whether committed within or outside of Malaysia.
- 3.2 Employees, Directors and Business Associates of MBC Group are strictly prohibited to offer, promise, give or authorize the giving directly or indirectly or through third parties, of any bribe, kickback, illicit payment, benefit in kind or any other advantage to a Government Official or Government Entity (as defined below), private sector customer, supplier, contractor, or any other person or entity, as an inducement or reward for an improper performance or non-performance of a function or activity. Facilitation payments (also referred to as grease payments; that is, payment or gifts made to a government or public official to speed up, or secure the performance of, a routine, governmental action which the official is already obliged to perform such as issuing permit, immigration controls, providing services or releasing goods held in customs) could also create bribery risks. Accordingly, employees must not make any facilitation payments on any MBC Group company's behalf.
- 3.3 Similarly, Employees, Directors and Business Associates of MBC Group must not under any circumstances solicit or accept directly or indirectly any form of bribe, kickback, illicit payment, benefits in kind or any advantage from any Government Official, Government Entity, customer, supplier, contractor or any other person or entity that is intended to induce or reward an improper performance or non-performance of a function or activity.

- 3.4 **'Government Entity'** includes any national, federal, state, provincial, country, municipal, local or foreign government, or other subdivision or agency thereof; any entity exercising executive, legislative, judicial, regulatory, taxing or administrative functions of or pertaining to government; any arbitrator or arbitral body or panel of competent jurisdiction; any public international organization (e.g. United Nation, the International Monetary Fund, the World Bank); any entity owned or controlled, in whole or in part, by any national or local government (e.g. a state-owned or state controlled petroleum company, communications company, etc)
- 3.5 **'Government Official'** includes any elected or appointed official of a Government Entity of any country; representatives or employees of a Government Entity at any level, including customs, immigration and transportation workers; military personnel; representatives of political parties; candidates for political office; directors, managers or employees of state-owned or controlled entities; and any entity hired by a Government Entity for any purpose.
- 3.6 The Group shall conduct a periodic risk assessment covering compliance risks such as bribery and corruption and report to the Audit & Risk Management Committee (ARMC).

4.0 **Gifts and Hospitality**

- 4.1 While it is recognized that the giving or receiving of gifts and hospitality may help in the building of business relationships, good judgement must be exercised at all times. The offer and receipt of gifts or hospitality must be avoided whenever they could affect or be perceived to affect the outcome of business transactions or dealings or are not reasonable and bona fide.
- 4.2 Employees should avoid giving or receiving gifts or hospitality which are excessive in value, given too often, or leaves the employee or (as the case may be) the other person in a position of obligation or possible perceived obligation. Gifts of cash or cash equivalent are strictly prohibited.
- 4.3 Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies, not excessive in value and given and accepted without express or implied understanding that Employee or the Company is in any way obligated by acceptance of the gift.
- 4.4 "Gifts" include tokens of appreciation or respect, and "hospitality" includes business meals, business travel, entertainment, or invitations to or sponsorship of events, functions or other social or entertainment gatherings, in connection with matters related to any MBC Group company's business. Some guidance in determining whether gifts or hospitality payments comply with this policy is set out below:
- **Made for the right reason:** If a gift, it should be given clearly as an act of appreciation or respect; if hospitality, there should be a bona fide business purpose;

- **No obligation:** The gift or hospitality does not place the recipient or (as the case may be) the employee under any obligation or perceived obligation;
 - **Made openly:** If made secretly and undocumented then the purpose may be open to question;
 - **Accords with stakeholder perception:** The gift or hospitality would not be viewed unfavourably by stakeholders if it were to be made known to them;
 - **Reasonable value:** The value of the gift and the hospitality is not excessive and accords with general practice;
 - **Appropriate:** The nature of the gift or hospitality is appropriate to the relationship and accords with general business practice and local customs;
 - **Legality:** Compliant with relevant laws;
 - **Infrequent:** The giving or receiving of gifts and hospitality is not frequent between the giver and recipient;
 - **Documented:** The expense is fully documented including purpose and approvals given (if required) and properly recorded in the books and records of the relevant MBC Group.
- 4.5 **Declaration of Gifts:** Employees must comply on the declaration of gifts procedures as it may be issued by MBC Group from time to time.
- 4.6 **Authorised Limits:** Authorisation limits on gifts and hospitality may be determined by MBC Group from time to time and approved by the Senior Management of MBC Group or respective heads of the business units in consultation with Chief Financial Officer. For the purposes of this paragraph, “Senior Management” shall mean Group Managing Director or Executive Director or Chief Financial Officer.

5.0 Donations and Sponsorships

- 5.1 Donations, sponsorships and contributions made on behalf of MBC Group must not be used as a subterfuge for bribery. It should be done only for Corporate Social Responsibility purposes and without expectation of business returns.
- 5.2 When granting donations or sponsorship, the following requirements and principles should be adhered to:
- Internal approvals from the Group Managing Director supported by the Executive Director/Chief Financial Officer must be obtained before donations or sponsorships can be granted;
 - donations or sponsorships shall be in line with the purposes, objectives of the charity and must include recipient identity, purpose, reasons for donations or sponsorships in a transparent manner;
 - donations or sponsorships should be made to an organisation instead of any particular person;

- anonymous payment of donations or sponsorships into private or personal bank accounts are strictly prohibited;
- all donations or sponsorships should be documented and reflect accurately in MBC Group's internal records.

6.0 **Dealing with Third Party Associates or Business Associates**

- 6.1 **“Third Party Associates or Business Associates”** are individuals or entities (not owned or controlled by a Group company) that provides services, or engage in business activities, on behalf of a Group company. Such persons or entities include without limitation joint venture partners, members of a consortium, commercial agents, sales representatives, consultants, advisors, suppliers of services, contractors or sub-contractors, and any other service providers **who act on behalf of a Group company** in any way in connection with its business.
- 6.2 The assistance and local knowledge of Third Party Associates may be essential, however to mitigate risk of fraud or corruption on their part, Third Party Associates should comply and adhere to MBC Group's rules of business conduct such as policies and procedures relating to Bribery and Corruption, Code of Ethics, and acknowledge receipt in writing of the same.
- 6.3 It is vital that employees pay close attention to a Group company's relationship with Third Party Associates. Each Third Party Associates should be carefully selected and evaluated on the basis of merit. It is the responsibility of each employee to know the Third Party Associates with whom the employee transacts business for or on behalf of a Group company, and to understand what services each such Third Party Associates performs for the Group company and the manner in which the Third Party Associates perform them.
- 6.4 All Third Party Associates engaged by MBC Group must warrant that it shall comply with applicable laws, rules and regulations with regards to money laundering, bribery and corruption.
- 6.5 2-tier approach on selection and evaluation of potential Third Party Associates:
- Information requests must be made by potential Third Party Associates in the prescribed form (Appendix A) and an assessment is conducted of its responses to this information. The Third Party Associates may be engaged if the responses are satisfactory to MBC Group.
 - If, despite the unsatisfactory responses referred to in the preceding paragraph, the Business wishes to engage the potential Third Party Associate, further due diligence must be conducted and approval from the Senior Management must be obtained prior to engaging the Third Party Associate.

7.0 **Procurement**

- 7.1 Employees and Directors are prohibited from offering, promising, requesting, paying or receiving any form of bribe or facilitation payment as part of the procurement process.

7.2 There shall be policies and procedures in place to ensure:

- Due diligence is conducted on potential Business Associates before a business relationship is formed to ensure there are no convictions or allegations of Bribery or Corruption.
- Verification and periodic monitoring is conducted on all works, services, deliveries and supplies associated with the procurement role to ensure completeness.
- Procurement process is conducted in an efficient, transparent, non-discriminatory and proportionate manner.
- Person involved in the procurement process, including Business Associates, are diligent to avoid situations where actual or perceived Conflict of Interest could arise.

7.3 All Employee, Directors and Business Associates involved in the procurement process are required to adhere to the Code of Ethics and Code of Conduct in accordance with the Employee Handbook.

8.0 Record keeping

8.1 For purpose of financial audits and to prevent improper payments being made, it is important that the books and records of each Group company contain full and accurate information about all transactions and expenditures incurred by the said Group company. Attempts to create false or misleading records are strictly prohibited.

8.2 The information documented must be traceable and stated clearly:

- Nature of payment
- Name of beneficiary & bank account number
- Reason of payment
- Date of payment
- Other details relevant to the payment

8.3 Adequate supporting documents must be enclosed to obtain payment approval and for payment to be authorised.

9.0 Raising Concern

Employees are to refer to the Group's Whistleblowing Policy which provides a secure and independent channel to report on possible improprieties including concerns relating to bribery, corruption and non-compliances with this Policy.

10.0 Maintaining This Policy

The Anti-Corruption Policy shall be reviewed at least annually to ensure that it remains relevant and applicable. Revisions to the Policy can only be implemented via approval of the Board.

[On the letterhead of the relevant MBC Group entity issuing the Business Information Request Form]

BUSINESS INFORMATION REQUEST FORM

This Business Information Request Form is intended to assist [name of entity] in collecting information about potential business counterparties to ensure compliance with the [name of entity]'s policies and applicable laws, including anti-corruption laws.

Data Protection Statement

Some of the information that [name of entity] receives from you or your Company (as hereinafter defined in this Form) in connection with this Form may include "personal data", defined as any information relating to an identified or identifiable natural person. [name of entity] may use, disclose and/or transfer the personal data to any other person under a duty of confidentiality to [name of entity] for the purposes of determining whether to enter into a business relationship with you or your Company. The personal data will not be used for other purposes.

Instructions

- Please provide complete answers to the questions and information requests below.
- If additional space is required, attach the complete answer on a separate page.
- Include all requested documents when you return the form to [name of entity] contact.

BUSINESS INFORMATION REQUEST FORM**1. COMPANY INFORMATION**

In this Form, “**Company**” refers to the individual or entity being considered as a business or contract counterparty of [name of entity]. Where not applicable, please indicate “**N.A.**” or “**N/A**”. Where you need more than the space provided, please use additional sheets of paper.

(a) Registered Company Name:	
(b) Registration Number:	
(c) Place of Incorporation/ Formation:	
(d) Company Address (including contact details e.g. telephone number, facsimile number, email address, website address and/or contact person):	

2. COMPANY’S ANTI-CORRUPTION POLICY AND OTHER RELATED MATTERS

2.1 Does your Company have any written or unwritten anti-bribery or anti-corruption, code of conduct and/or code of ethics policy that will apply to the individual(s) of your Company who will work on the transaction(s) with us?	<input type="checkbox"/>	No
	<input type="checkbox"/>	Yes
2.2 Will your Company comply at all material times with any applicable laws, rules and regulations with regards to bribery, corruption and money laundering?	<input type="checkbox"/>	Yes
	<input type="checkbox"/>	No

2.3 Was there any previous conduct by your Company or any of its directors, officers, partners, shareholders, employees or agents that violated the Malaysian Anti-Corruption Commission Act (MACC Act), United States Foreign Corrupt Practices Act, the Singapore Prevention of Corruption Act, the UK Bribery Act or any other applicable anti-corruption laws?

☐ Yes ☐ No

2.4 Has the Company or any of its directors, officers, partners, shareholders, employees or agents been subject to any governmental investigation, special audit, enforcement action, litigation, subpoena, or request for information relating to anti-bribery or anti-corruption laws?

☐ Yes ☐ No

3. CERTIFICATION

I have read and understood the Data Protection statement above and expressly consent to the collection, use, processing, storage and transfer of data, including the data about my Company, any personally identifiable information identified in this Form, in the manner and for the purposes described in this Form and in the Data Protection statement. I, the undersigned, being duly authorised and having full legal capacity to complete and execute this Form, hereby certify the matters set forth in this Form:

Name:	
Designation/Position:	
Signature & Date:	