



ANTI-BRIBERY AND CORRUPTION POLICY

1. STATEMENT OF COMMITMENT

Metrod Holdings Berhad and its subsidiaries in Malaysia and other countries (“METROD” or the “Group”) promotes integrity and a corruption-free business environment and we conduct our commercial activities fairly and legally with our business associates. Our commitment and responsibility extend beyond compliance with applicable local and foreign laws and regulations as we understand that the sustainability of our Group is built upon proper business ethics.

METROD and our people will not offer or accept any gratifications, directly or indirectly, amongst ourselves or with any party, to cause or appear to cause corruption or conflicts of interest.

2. APPLICATION AND COMPLIANCE

This Anti-Bribery and Corruption Policy (the “Policy”) forms part of METROD’s wider Anti-Bribery and Corruption Manual (the “Manual”) which includes our procedures. This Policy and our Manual should be read in conjunction with the Group’s Code of Business Conduct and Ethics.

Every associated person of METROD shall comply with this Policy and the Manual. The Malaysian Anti-Corruption Commission Act 2009 (“MACC Act”) defines an associated person as any director, employee or person who acts on behalf of our organisation.

The Policy and Manual may not provide definitive answers to every question regarding bribery and corruption. However, it sets out the minimum standards to be applied consistently across the Group. Anti-corruption laws and regulations may vary between different countries and jurisdictions that METROD operates in. Wherever our Policy and Manual differ from these laws and regulations, the more restrictive rules shall apply.

3. DEFINITION OF BRIBERY AND CORRUPTION

Bribery is the act of offering or agreeing or promising to offer any gratification to influence another person’s actions. Gratifications include and are not limited to gifts, hospitality, financial gains, office positions, services and protection. Gifts include and are not limited to different kinds of monies and tangible and intangible goods and services. Hospitality includes meals, entertainment, accommodation and travel.

Bribery in business and for business is corruption which is both illegal and unethical. The MACC Act defines an offence as the act of bribery by an associated person of any commercial organisation to help a commercial organisation obtain or retain business or a business advantage.

4. PREVENTION OF CONFLICTS OF INTEREST

METROD's employees shall always act in the interest of our Group in the performance of their duties under their employment. Conflicts of interest for our employees arise wherever they possess a relationship that competes with the interests of METROD. These include relationships with business associates or any party that competes directly with the Group. The receipt of gratifications by our employees from business associates or other third parties may also place them in a position of conflict of interest under their employment.

Actual or potential conflicts of interest must be reported to METROD on a timely basis for assessment. Our employees are also required to provide an annual disclosure to the Group on whether they are in or have been in any positions of conflicts of interest and immediately upon getting into a position of potential conflicts.

5. GIFTS, ENTERTAINMENT AND HOSPITALITY

METROD does not offer and receive gifts in general. Nevertheless, the Group recognises that gifts, entertainment and hospitality ("Gifts") can occasionally be exchanged between our business associates and other third parties out of etiquette or for essential work-related purposes.

Before offering, accepting or exchanging Gifts, employees shall consider METROD's and our own positions, and not cause or appear to cause any appearance of bribery or unethical conduct. If Gifts are offered, accepted or exchanged, they must fulfil the following requirements:

- Local and foreign laws and regulations and METROD's Policy and Manual are not contravened;
- There is no intention or appearance of intention, either explicitly or implicitly, to influence or reward a Third Party to obtain or retain business or a business advantage, or to gain any other unethical favour or benefit.

6. SPONSORSHIPS AND DONATIONS TO CHARITY

METROD promotes sustainability within our communities and we receive requests for sponsorships and donations to charity. We support organisations, groups and individuals within our ability and accountability to our stakeholders. We receive each request, give them consideration and conduct due diligence, before we extend our funds and resources. We exercise additional prudence when the organisation, group or individual is related to an associated person or a business associate.

METROD also encourages our employees to be charitable and give to society and the less privileged within each of our own capacities. We take proper precautions, so as to receive assurance that our resources are reaching legitimate causes and those who are truly in need. Our employees shall exercise additional care and seek necessary approval when the organisation, group or individual is related to an associated person or business associate.

7. POLITICAL CONTRIBUTIONS

METROD recognises the role of democratic institutions in society and our right to participate in electoral processes. However, the Group shall not provide contributions to either political parties or individuals in any country.

8. FACILITATION PAYMENTS

Facilitation payments or kickbacks are monies or gifts that are made to public officials or anyone who is in a position of trust or authority to expedite their duties or to secure any other benefits.

METROD and our associate persons shall not make facilitation payments or provide kickbacks to any public official or business associate.

9. RECORD KEEPING

Proper and complete records and original documents must be maintained to provide evidence that METROD's payments are bona fide and legitimate. Our employees must ensure that all expense claims relating to entertainment, gifts or expenses incurred are submitted in accordance with the Company's expense policy and the reasons for the expenditure shall be recorded specifically.

10. TRAINING & COMMUNICATION

Training on this Policy forms part of our employees' induction process. METROD's employees will be provided with regular anti-corruption compliance training programmes to apprise them on the requirements and obligations of anti-bribery and corruption laws and this Policy. Wherever appropriate, specialised training will be provided to employees with significant compliance responsibilities or who operate in higher risk areas of the Group's businesses.

Records will be maintained to verify that all relevant personnel have received the necessary training to perform their responsibilities ethically and in compliance with rules and regulations.

METROD's stance against bribery and corruption and this Policy must be communicated to all third parties at the outset of our business relationship with them. No Third Parties who will be dealing with public and government officials on behalf of METROD shall be allowed to do so without first being authorised by METROD and then agreeing, in writing, to abide by all anti-bribery and anti-corruption laws and the requirements of this Policy.

11. RAISING A CONCERN AND REPORTING VIOLATIONS

METROD is committed to ensure that no person shall suffer any dismissal, disciplinary action, duress, injury or any other unfavourable treatment as a result of refusing to participate in bribery or corruption. No person shall suffer the same for reporting in good faith on any actual or suspected incident of bribery or corruption.

If an employee believes that they have suffered any duress, injury or unfavourable treatment, they are encouraged to inform the Risk Management officer or CEO immediately.

Concerns may be raised by employees/ stakeholders via alternate channels including, through the whistle blowing & reporting channel that is operated by an independent service provider. Refer to the Company's Whistleblowing Policy that is available on our website:

https://www.metrod.com/whistleblowing_policy.htm.

12. RESPONSIBILITY, MONITORING AND REVIEW OF THE POLICY

The Risk Management Manager is primarily responsible for the implementation and administration of this Policy and the Manual. The Risk Management Officer shall also receive queries and provide interpretation.

The Board will monitor compliance with the Policy and review the Policy regularly to ensure that it continues to remain relevant and appropriate. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.