



Anti-Bribery & Anti-Corruption Policy

(incorporating amendments up to 21 February 2023)

1. Introduction

N2N Connect Berhad (“N2N”) and its subsidiaries (collectively, the “Group”) are 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) (“MACC Act”), and the 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.

Under the 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.

As defined in Section 3 of the MACC Act, “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).

If an offence is committed by a commercial organisation, the MACC Act also deems its directors, controller, officer, partner or persons concerned 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

The Anti-Bribery & Anti-Corruption (“ABAC”) Policy is applicable to anyone who is employed under the Group (whether in Malaysia or outside Malaysia and whether permanent, fixed-term or temporary basis), directors (executive and non-executive), company secretaries and committee members of the Group (together, “Personnel”). It is also applicable to contractors, subcontractors,

consultants, agents, representatives and service providers of any kind performing work or services, for or on behalf of the Group (together, “Business Partners”).

The term “we”, “us” or “our” when used in this Policy shall refer to the Group 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.

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. Leadership and Governance

N2N appoints a Designated Person-In-Charge who shall be:

- Responsible to all anti-bribery and corruption compliance matters, including provision of advice and guidance to personnel and stakeholders in relation to the anti-bribery and corruption programme; and
- Report to the Board on the results of any audit, reviews of risk assessment, control measures and performance in relation to the anti-bribery and corruption programme.

Questions pertaining to the anti-bribery and corruption programme, should be consulted with the Designated Person-In-Charge:

Finance Manager/Head of Finance
n2n_finance@n2nconnect.com

4. Roles and Responsibilities of the Management and Employees

▪ The Board

The Board are expected to read, understand, and comply with the requirements and procedures set out in this Policy. No waivers or exceptions will be granted for practices that deviates from this Policy. The Board should endorse this Policy and make clear that it attaches strategic importance to the implementation of this Policy. Amongst others, the Board should act accordingly to comply with the requirements of Section 17A of the MACC Act, the Ministerial Guidelines as well as any other requirements.

▪ The Management

The Management is accountable for the implementation and management of the Anti-Bribery & Corruption program in accordance with policies and procedures established by the Board, requirements of the law, regulations, guidelines, and the industry’s standards and best practices which includes:

- be aware of and understand bribery and corrupt practices risks associated with business dealings;

- formulate ABAC policies to ensure that these are in line with the risk profiles, nature of business, complexity, volume of transactions undertaken by the Institution, and its geographical coverage;
- establish appropriate mechanisms and formulate procedures to effectively implement ABAC policies approved by the Board, including the mechanism and procedures to monitor and detect complex and unusual transactions;
- undertake review and propose to the Board the necessary enhancements to the ABAC policies to reflect changes in the Group's risk profile, group business structure, delivery channels, and geographical coverage;
- provide timely periodic reporting to the Board on the level of bribery and corruption risk facing the Group, the strength and adequacy of risk management and internal controls implemented to manage the risks, and the latest development on the ABAC programme;
- allocate adequate resources to effectively implement and administer the ABAC programme that is reflective of the size and complexity of the Group's operations and risk profiles;
- appoint a compliance officer at the management level at the Headquarters to manage all anti-bribery and corruption compliance matters;
- provide appropriate levels of ABAC training for its employees at all levels throughout the Group;
- ensure that there are proper communication channels to effectively communicate the ABAC policy and procedures to all levels of employees;
- ensure that bribery and corruption issues raised are addressed in a timely manner;
- ensure the necessary steps are taken to rectify the bribery and corruption inadequacies highlighted, if any;
- ensure the integrity of its employees by establishing an appropriate employee assessment system;
- responsible for communicating and reinforcing the ABAC compliance culture established by the Risk Management Committee and the Board; and
- implement and enforce the approved ABAC programme.

▪ **The Employees**

Employees are required to read, understand, comply, and carry out the responsibilities and obligations relating to the ABAC Policy which includes:

- to be aware of, and comply with, the requirements the Group has laid down as well as the requirements of the ABAC Policy. An employee may be held personally liable for any failure to observe the ABAC requirements;
- to ask any questions about the ABAC Policy that may arise or if there is a lack of clarity about the required action in a particular situation; and
- to be alert to indications or evidence of possible violations of this Policy.

5. Anti-Bribery and Anti-Corruption

The Malaysian Anti-Corruption Commission in its official portal (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 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; and
- Using Office or Position for Gratification (Bribe) (Abuse of Power / Position) - Section 23 MACC Act.

The MACC Act, introduced two (2) more offences, being:

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

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.

Corruption may also include acts of extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.

This Policy prohibits all forms of bribery and corrupt practices, and makes no distinction between whether they are being made to persons in the public or private sectors. The Group’s relationships with public officials, our Personnel, Business Partners and any other parties are based on transparency and integrity. Our Personnel and 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.

6. Gift, Entertainment & Hospitality

- **Gift**

Providing Gift

“Corporate gift” normally bears the company’s name and logo and are of nominal or appropriate value such as diaries, table calendars, pens, notepads and plaques. “Festive or ceremonial gifts” are traditional treats or gifts customary to the occasion such as red packets (without cash or cash equivalent), oranges and dates.

Corporate gifts, festive or ceremonial gifts may be given to our Business Partners or other parties provided it fulfils all of the following conditions:

- made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with festive seasons or other ceremonial occasions;
- no obligation – it must not be used to cause or induce the receiver to improperly or illegally influence any business action or inaction or cause others to perceive an improper influence;
- no expectation – there must not be any expectation of any favour or improper advantages from the receiver;
- made openly – if made secretly and undocumented then the purpose will be open to question;
- appropriate value – the type of gift must have a value not more than RM 250;
- legal – it complies with applicable laws; and
- documented - the expense must be approved in accordance with and complies with the Group's standard operating procedures.

Accepting Gift

The Group recognises that exchange of gifts is a very delicate matter where, in certain cultures or situations, gift giving is customary, a tradition or central part of business etiquette.

Our Personnel are expected to decline (or avoid accepting) gifts with the exceptions being:

- corporate gifts of appropriate value worth not more than RM250;
- festive or ceremonial gifts of appropriate value worth not more than RM250 during festive seasons or other ceremonial occasions;
- when refusing the gift is likely to offend and harm the Group's business relationship with the giver; or
- gifts given during invitation to speak at conferences or work-related conferences worth not more than RM250 and is equally offered to other speakers where the personnel was also a speaker.

In instances where the worth of the festive or ceremonial gifts exceed RM250, the recipient shall declare the receipt to the Designated Person-in Charge and the gift shall be fairly distributed or shared among personnel.

Under no circumstances may our Personnel (or anyone on their behalf) provide gift(s) or accept gifts in the form of cash, cash vouchers, or other cash equivalent (except for red packet tradition in token amount during the relevant festive season) to or from any party that has business dealings with the Group. Our Personnel and Business Partners must not directly or indirectly solicit for gifts from any party for themselves or for or on behalf of the Group. Our Business Partners should not give gifts to our Personnel.

If you are in doubt about the acceptability, the gift must be refused.

▪ **Entertainment**

Providing Entertainment

It is a common practice within the business environment to provide entertainment to foster business relationship. The Group recognises the need to provide reasonable and proportionate entertainment under appropriate circumstances. Our Personnel may offer appropriate and proportionate entertainment that is legal and reasonable within the scope of their work as part of business networking as well as a measure of goodwill towards the recipients.

Whilst the act of hospitality through entertainment is a central part of business etiquette, it may create a negative perception if observed or known by others despite selfless motives behind the entertainment provided. Our Personnel must always bear in mind that perception is more important than facts and therefore our Personnel is expected to always exercise proper care and good judgement when providing entertainment to external parties, especially when it involves public officials.

Our Personnel must not directly or indirectly provide or offer to provide entertainment with a view to cause undue influence or in exchange for favours or advantages. Such acts are considered corruption.

Accepting Entertainment

The Group recognises that occasional acceptance of appropriate and proportionate entertainment provided by Business Partners or other parties in the normal course of business is a legitimate way to network and to build business relationships.

However, it is important for our Personnel to exercise proper care and good judgement before accepting entertainment offered or provided by Business Partners or other external parties. This is to safeguard the Group's reputation and avoid allegations of impropriety or undue influence or worse, corruption.

Our Personnel must at all times conduct themselves with integrity in relation to accepting entertainment from any party. Our Personnel or any of their family members must not accept entertainment in exchange for an exercise or non-exercise of their job function or activity.

- **Hospitality**

Corporate Hospitality

The Group recognises that occasional acceptance of appropriate and proportionate entertainment provided by Business Partners or other parties in the normal course of business is a legitimate way to network and to build business relationships.

Corporate hospitality is generally corporate events or activities organised by an organisation including travel, which involves entertainment of employees and/or other parties for the benefit of that organisation. Examples of corporate hospitality includes seminars / workshop / talks on subject matters relevant to the industry and town hall sessions. Other parties may include customers, contractors, consultants, bankers, lawyers, service providers of any kind, stakeholders with whom a business relationship (whether past, present or prospective) exists and the public at large.

Providing Corporate Hospitality

The Group recognises that providing corporate hospitality be it through corporate events, sport events or other public events, is a legitimate way to network, promote goodwill and build business relationships.

While providing appropriate and proportionate corporate hospitality is a reflection of the Group's courtesy and generosity, our Personnel must exercise proper care and good judgement to ensure that the arrangement is legal under applicable laws, made for the right reasons and reasonable in its form and limit. More importantly, it must not be given or give

rise to the perception that it is given to obtain business or advantage of any kind or unduly influence the outcome of a business decision.

Accepting Corporate Hospitality

As a general principle, our Personnel must not directly or indirectly solicit corporate hospitality or accept corporate hospitality of any form that is excessive, inappropriate, illegal or given in response to, in anticipation of, or to influence a favourable business decision. For instance, our Personnel must refrain from accepting corporate hospitality from Business Partners who are engaged in a tender or competitive bidding exercise of the Group.

Notwithstanding the above, the Group recognises that occasional acceptance of an appropriate level of corporate hospitality given in the normal course of business is usually a legitimate contribution to building good business relationships. However, our Personnel must exercise proper care and good judgement to ensure that the arrangement is legal under applicable laws, made for the right reasons and reasonable in its form and limit. More importantly, it must not be accepted or give rise to the perception that it is accepted to obtain business or advantage of any kind or unduly influence the outcome of a business decision.

Our Personnel must inform the Human Resource department about any planned gift, entertainment, or hospitality to be given or received, irrespective of value using the appropriate form attached as Appendix 1 and Appendix 2, ten (10) working days prior to giving. For unplanned gift, entertainment, or hospitality, Personnel are required to fill in the same form within ten (10) working days of giving or receiving.

7. Facilitation Payment

Facilitation payments are 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 and seen as a form of corruption. Regardless of whether it is legal in any other country, facilitation payment is strictly prohibited under this Policy.

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. There may be situations when an employee has to make facilitation payments to protect his life, limb, or liberty. Under such circumstances, the particular employee must immediately report the incident to the Managing Director, the Management, or any senior officer of the company for the necessary action.

8. Donations and Sponsorships

▪ Charitable or Educational Donations and Sponsorships

N2N 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 N2N's standard operating procedures.

Appropriate due diligence shall be conducted on the proposed recipient charity and a full understanding obtained as to its bona fides to ensure that charitable donation, contribution and sponsorship are not used to facilitate and conceal any acts of bribery.

For any and all allowed donations and sponsorships to provide or received, Personnel are required to complete and submit the relevant form to the appropriate channel for approval. Form attached as Appendix 1 and Appendix 2.

Our Personnel and Business Partners must never use donations, fundings, 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.

9. Dealing with Business Partners' and Suppliers' Conduct

All dealings with prospective or existing Business Partners and Suppliers must be carried out in accordance with the Group's policies and procedures. This includes carrying out an appropriate level of pre-engagement due diligence or evaluation to understand the business and background of the Business Partners before entering into any business arrangements.

Our Personnel must monitor our Business Partners' and Suppliers' actions and behaviours from time to time to assess their 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.

In addition to all applicable anti-bribery and anti-corruption laws to which it may be subjected to, the Group expects our Business Partners and Suppliers to comply with this Policy in relation to all dealings by them for, on behalf of or involving the Group. 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.

10. Dealing with Governments and Public Officials

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.

Our Personnel or Business Partners must not directly or indirectly exert, or attempt to exert, any improper or illegal influence on public officials.

▪ Providing Gifts, Entertainment and Hospitality to Public Officials

Our Personnel or Business Partners are strictly prohibited from paying for or providing gifts, entertainment and hospitality to Public Officials for or on behalf of the Group.

Gifts, entertainment and hospitality to Public Officials for or on behalf of the Group must only be paid or provided for by the decision of the Managing Director. The Managing Director must conform with the guidelines specified by the Relevant Board and are prohibited from paying for or providing gifts, entertainment and hospitality that are excessive, lavish and directed to Public Officials in their personal capacity.

- **Prohibition of Donations or Sponsorships Public Officials**

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 the Group that could influence, or be perceived to be capable of influencing, a business decision. Any request for political donation or contribution must be pre-approved by the Board of Directors of N2N Connect Berhad and no political contribution may be made unless the Group has received the necessary satisfactory opinions from qualified local counsel as to its legality under applicable laws.

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.

Any improper, secret, or facilitation payments or transfer of items of any value to public officials, or 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 is strictly prohibited. Personnel and Business Partners are required to consult the Designated Person-In-Charge if they have any doubts on whether such payments constitute an improper, secret and/or facilitation payments

11. Whistleblowing Channel

If you suspect, or reasonably believe that this Policy has been, or is being breached, you may and you have an obligation to report such concerns using the Group's whistleblowing channel at whistleblower@n2nconnect.com or the other reporting channels available under the Whistleblowing Policy at www.n2nconnect.com/corporate-governance.html.

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.

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 the Group disciplinary actions.

12. Regular Monitoring and Review

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

N2N shall review this policy on an annual basis.

13. Enforcement for Non-Compliance

Any non-compliance of this Policy by our Personnel may lead to disciplinary action and termination of employment.

Any non-compliance of this Policy by our Business Partners may lead to termination of contract and claim for damages.

14. Training and Communications

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 the Group's position on anti-bribery and anti-corruption.

Adequate training on the Group's anti-bribery and anti-corruption approach shall be provided to our Personnel.

15. General Enquiries

In the event of any queries, kindly consult with the Designated Person-In-Charge.

16. Revisions

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

[End of document]

Appendix 1

Pre-Approval for the Provision of Gifts, Entertainment, Hospitality, Donations, and Sponsorships

If you intend to provide gifts(s), entertainment, hospitality, donations, or sponsorships to customers, Business Associates, or any third party that is not planned and noted in the event calendar, you are required to seek prior approval of the Head of Department and Managing Director by completing this form.

First Name:	
Last Name:	
Designation:	
Department:	
Describe the gift(s), entertainment, hospitality, donations, or sponsorships to be provided:	
Reasons for the gift(s), entertainment, hospitality, donations, or sponsorships:	

Signed By:

Name:

Date:

The completed form should be sent to the Head of Department and Managing Director for approval and submitted to HR. A scanned copy will be returned to you.

Approved/Rejected By:

Approved/Rejected By:

Head of Department

Name:

Date:

Managing Director

Name:

Date:

Appendix 2

Record of Gifts, Entertainment, Hospitality, Donations, and Sponsorships Received by an Employee

You should complete this form if you have received gifts(s), entertainment, hospitality, donations, or sponsorships in connection with your duties and responsibilities is of any value. The completed form should be returned to Human Resource Department within 10 working days of receipt.

First Name:	
Last Name:	
Designation:	
Department:	
Describe the gift(s), entertainment, hospitality, donations, or sponsorships received:	
Value/Anticipated Value:	
Reasons for the gift(s), entertainment, hospitality, donations, or sponsorships:	

Signed By:

Name:
Date:

The completed form should be sent to the Head of Department and Managing Director for approval and submitted to HR. A scanned copy will be returned to you.

Approved/Rejected By:

Approved/Rejected By:

Head of Department
Name:
Date:

Managing Director
Name:
Date:



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