
 The Smarter Connection  A Tenaga Nasional Subsidiary	Document Type: <b>POLICY</b>	Procedure / Title: <b>ANTI-BRIBERY POLICY</b>	Document Number: <b>BSP/LRD/POL/00142/V000</b>	
	Document owner: <b>Legal &amp; Regulatory</b>		Revision:	<b>0</b>
			Date published:	<b>16-Dec-21</b>

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**TITLE:**

**ANTI-BRIBERY POLICY**

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<b>Revision Number</b>	<b>Description</b>	<b>By</b>	<b>Verifier</b>	<b>Approver</b>
N/A	Development of policy	Legal and Regulatory Department	IO	BOD

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## **1. Background**

The main item of legislation relevant to Allo in the context of anti-bribery is the Malaysian Anti-Corruption Commission Act 2009 (“**MACCA**”). Specific offences under the Act include accepting gratification, corruptly procuring a withdrawal of tender, bribery of an officer of a public body, bribery of a foreign public official, and using office or position for gratification. Upon conviction of bribery-related offences, Allo as a company may receive a significant fine and suffer lasting damage to its finances and reputation. In addition, the company’s directors and personnel may face fines, imprisonment or both. This matter is therefore to be taken with the utmost seriousness by all parties involved in conducting the business of Allo. Having a clear and unambiguous policy statement on Allo’s position regarding bribery forms the cornerstone of an effective integrity management system.

This Anti-Bribery Policy has been developed as the purpose of fulfilling the anti-bribery requirements by the parent company Tenaga Nasional Berhad (TNB) and should be read in conjunction with its supporting documents. If multiple documents speak on the same subject, then the most stringent provision always applies.

## **2. Objective**

This policy sets out Allo’s overall position on bribery in all its forms.

## **3. Scope**

This policy is applicable to Allo, the BOD and Allo Personnel and the BODs and personnel of Business Associates when they are acting on Allo’s behalf.

## **4. References**

TNB Documents:

- a) TNB Code of Ethics
- b) TCIMS Glossary of Terms
- c) TNB Conflicts of Interest Policy
- d) TNB Gifts, Hospitality and Related Benefits Policy
- e) TNB Integrity Pact Policy
- f) TNB Whistleblowing Policy
- g) TCIMS Monitoring and Review Procedure

Allo Documents:

- a) Whistleblowing Policy
- b) Allo Code of Business Ethics
- c) Allo Code of Conduct
- d) Integrity Pact Policy
- e) Conflict of Interest Policy

## 5. Definitions

The following definitions are included in this policy. For additional definitions, see the TCIMS Glossary.

Allo Personnel	All individuals directly contracted to the company on an employment basis, including permanent and temporary employees.
BOD	The Board of Directors of Allo
Bribery	<p>Bribery is defined as any action which would be considered as an offence of giving or receiving 'gratification' under the Malaysian Anti-Corruption Commission Act 2009 (MACCA).</p> <p>In practice, this means offering, giving, receiving or soliciting something of value in an attempt to illicitly influence the decisions or actions of a person a position of trust within an organisation.</p> <p>'Gratification' is defined in the MACCA to mean the following:</p> <ul style="list-style-type: none"> <li>(a) <i>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;</i></li> <li>(b) <i>any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</i></li> <li>(c) <i>any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;</i></li> <li>(d) <i>any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</i></li> <li>(e) <i>any forbearance to demand any money or money's worth or valuable thing;</i></li> <li>(f) <i>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, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and</i></li> <li>(g) <i>any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).</i></li> </ul> <p>Bribery may be 'outbound', where someone acting on behalf of Allo attempts to influence the actions of someone external, such as a Government official or client decision-maker.</p> <p>It may also be 'inbound', where an external party is attempting to influence someone within the Allo such as a senior decision-maker or someone with access to confidential information.</p>
Business Associate	An external party with whom the organisation has, or plans to establish, some form of business relationship. This may include clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors. A Business Associate may also be referred to as a Third Party, particular if the associate is acting on behalf of the organisation.
Conflict of Interest	When a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making at Allo.

Controlled Organisation	An entity where Allo has the decision-making power over the organisation such that it has the right to appoint and remove the management. This would normally be where Allo has the controlling interest (>50% of the voting share ownership), but it could be where there is an agreement in place that Allo has the right to appoint the management, for example a joint venture where Allo has the largest (but still <50%) allocation of the voting shares.
Corporate Gift	Something given from one organisation to another, with the representatives of each organisation giving and accepting the gift. Corporate gifts may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the company's brand. The gifts are given transparently and openly. Corporate gifts normally bear the company name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads, plaques, and festive gifts such as hampers, oranges and dates. <b>See also <i>Personal Gift</i> below.</b>
Corruption	The Transparency International definition is used for the TCIMS: 'The abuse of entrusted power for personal gain.' See the definition for 'bribery', which is the term used primarily in the TCIMS.
Exposed Position	A staff position identified as vulnerable to bribery through a risk assessment. Such positions may include any role involving: procurement or contract management; financial approvals; human resource; relations with government officials or government departments; sales; positions where negotiation with an external party is required; or other positions which the company has identified as vulnerable to bribery.
Facilitation Payment	A payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite a routine or administrative duty or function.
Hospitality	The considerate care of guests, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as company offices, with or without the personal presence of the host. Provision of travel may also be included, as may other services such as provision of guides, attendants and escorts; use of facilities such as a spa, golf course or ski resort with equipment included.
Integrity Pledge	A document signed by an individual, committing themselves to act with integrity as they conduct their duties at Allo.
LRD	Legal and Regulatory Department
Personal Gift	Something given from one individual to another, with the intention of creating or enhancing a personal relationship. The gifts are given in a private setting, without the knowledge or approval of the company management of one or both parties. Personal gifts may include cash, cash equivalents such as credit cards, bitcoin or savings accounts, electronic items, watches, luxury pens, property, vehicles, free fares, shares, interest free loans, lottery tickets, travel facilities, entertainment, services, club memberships, any forms of discount or commission, jewellery, decorations, souvenirs, vouchers or any other valuable items. <b>See also <i>Corporate Gift</i> above.</b>
TCIMS	TNB Corporate Integrity Management System

Whistleblower	A person who discloses information on a person or organization engaged in or suspected of being involved in malpractice.
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## 6. Policy owner

The LRD is the owner of this policy.

## 7. Policy

### 7.1 Anti-Bribery Policy

- a) Our policy is that bribery in all its forms related to Allo's activities is prohibited.
- b) Bribery may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment. Allo Personnel and its Business Associates shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person a position of trust within an organisation, either for the intended benefit of Allo or the persons involved in the transaction.
- c) The Anti-Bribery Policy applies equally to its business dealings with commercial ('private sector') and government ('public sector') entities, and includes interactions with their directors, personnel, agents and other appointed representatives at all levels. Even the possible appearance of bribery is to be avoided, in particular when dealing with government officials.
- d) This policy applies to all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions.
- e) It is Allo's policy that no employee or external party will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes or other illicit behaviour, even if such refusal may result in the company losing business or experiencing a delay in business operations.
- f) Allo recognises the value of integrity in its personnel and directors. Personal integrity should be considered as a part of Allo's approach to recruitment, training, performance evaluation, remuneration, and promotion.
- g) Allo does not offer employment to prospective personnel in return for their having improperly favoured Allo in a previous role.

### 7.2 Recognition of local and international legislation

- a) Allo is committed to observing the laws and regulations which govern our operations in every country where we do business.
- b) Basic Prohibition: Allo is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including but not limited to the Malaysian Penal Code (revised 1977) (and its amendments), the Malaysian Anti-Corruption Commission Act 2009, (and its amendments), the Companies Act 2016 (Malaysia), the US Foreign Corrupt Practices Act 1977 (amended 1998), and the UK Bribery Act 2010. These laws prohibit bribery and mandate that companies establish and maintain accurate books and records and sufficient internal controls.

### 7.3 Gifts, Donations and Sponsorships

- a) Allo holds a 'No Gifts' policy, however, there are certain exceptions. The principles governing the giving and receiving of gifts are that they must be (a) limited,

customary and lawful under the circumstances; and do not have or are perceived to have (by either the giver or the receiver) any effect on actions or decisions. Specifically (i) there should be no expectation of any specific favour or improper advantages from the intended recipients; (ii) the independent business judgement of the intended recipients must not be affected; (iii) there must not be any corrupt/criminal intent involved; and (iv) the giving out of the gift and hospitality must be done in an open and transparent manner.

- b) Charitable contributions, sponsorships and community benefits for external parties must be made according to the TNB Corporate Communications Policy to ensure consistency and uniformity across the organisation.

#### **7.4 Facilitation Payments**

- a) Allo prohibits both giving and receiving of facilitation payments of all kinds. Allo personnel are also prohibited from offering, promising or requesting such payments.
- b) If a facilitation payment is demanded, Allo must report the matter to their HOD. The HOD must then discuss the issue with Integrity Officer to determine what further steps to take.
- c) Only in the event of a person being at risk of harm may a facilitation payment be made. In such an incident, the payment should be made but the situation should be reported immediately to the HOD. The HOD should then report the situation to Integrity Officer to identify what action should be taken.

#### **7.5 Business Associates**

- a) Allo may be held legally responsible for the actions of Business Associates acting on its behalf (commonly called a 'Third Party'). As such, care must be taken to ensure that such entities do not attempt to engage in bribery. If concerns about a Business Associate persist, Allo must not engage or use the services of the entity.
- b) Allo must ensure that all Business Associates acting on behalf of Allo contractually agree to comply with this policy, particularly the Basic Prohibition in 7.2, and other relevant Allo policies, which sets out Allo's general position on integrity and business ethics.
- c) Due diligence should also be carried out with regards to any Business Associate intending to act on the company's behalf as an agent or in other representative roles, to ensure that the entity does not commit an act of bribery in the course of its work with Allo. Due diligence should be based on a bribery risk assessment. Due diligence may include a search through relevant databases, checking for relationships with public officials, and documenting the reasons for choosing one particular Business Associate over another. The results of the due diligence process must be documented, retained for at least seven years and produced on request by the custodian of the process. All the whistleblowing reports received will be channelled to the Integrity Officer for processing with an Independent Director notified. If it involves any of the Allo directors, it will be channelled to the TNB Chief Integrity Development Officer (CIDO) for further action.

#### **7.6 Responsibilities of Allo Personnel**

- a) This policy is applicable to all Allo Personnel and directors, and it seeks to impose specific responsibilities and obligations that are properly reflected in

employment contracts, evaluations, incentives and promotional procedures and enforced through standard disciplinary measures.

- b) With respect to directors of Allo, their specific roles include the following:
  - i. Promote good corporate governance practices relating to anti-bribery;
  - ii. Demonstrate support for the implementation and enforcement of this policy;
  - iii. Demonstrate model behaviour and lead by example by complying with this policy;
  - iv. Be watchful and alert for signs of possible misconduct or inappropriate behaviour which may relate to bribery;
  - v. Not condone improper practices and to take stern actions when required;
  - vi. Promote the use of whistleblowing mechanisms within Allo and give assurance on the protection of whistleblowers.
- c) All Allo Personnel are responsible for understanding and complying with this policy. In particular, the role of all Allo Personnel includes the following:
  - i. Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
  - ii. Promptly record all transactions and payments accurately and in reasonable detail;
  - iii. Always raise suspicious transactions to immediate superiors for guidance on next course of action;
  - iv. Ask the Integrity Officer if any questions about this policy arise or if there is a lack of clarity about the required action in a particular situation;
  - v. Be alert to indications or evidence of possible violations of this policy;
  - vi. Promptly report violations or suspected violations through appropriate channels;
  - vii. Participate in integrity and anti-bribery training as determined by the position.
- d) Allo Personnel in a supervisory position have a particular responsibility to ensure that the anti-bribery requirements are applied and complied with within their department or function and to monitor compliance with the policy. They also must ensure that subordinates in 'Exposed Positions' attend relevant training.
- e) When dealing with external providers offering goods and services to the company, Allo Personnel shall not:
  - i. Express unexplained or unjustifiable preference for certain parties;
  - ii. Exert improper influence to obtain personal benefits from them.
- f) When dealing with external parties in a position to make a decision to Allo's benefit (such as a Government official or client), Allo Personnel shall not:
  - i. Offer, promise or make any attempt at dishonestly influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind;
  - ii. Be involved in any discussions regarding business or employment opportunities, for their own personal benefit or for the benefit of the external party;
  - iii. Otherwise abuse the decision-making and other delegated powers given by the senior management, in order to illicitly secure an outcome which would be to the commercial advantage to themselves and/or the company.



## **7.7 Conflicts of Interest**

- a) Conflicts of interest occur when a person's own interests either influence, have the potential to influence, or are perceived to influence their decision-making at Allo. Allo therefore defines conflicts of interest broadly: actual conflicts of interest (the person faces a real, existing conflict); potential conflicts of interest (the person is in or could be in a situation that may result in a conflict); and perceived conflicts of interest (the person is in or could be in a situation that may appear to be a conflict, even if this is not the case). All three types of conflict are a potential risk to the company, the person(s) involved, and any external party implicated such as a Business Associate. All actual, potential or perceived conflicts should therefore be declared and managed according to the Conflicts of Interest Policy.
- b) In situations where a conflict does occur, Allo Personnel are required to declared the matter as per the Conflicts of Interest Policy.

## **7.8 Staff declarations**

- a) All new Allo Personnel must sign an acknowledgement at the beginning of their employment that they have read and understand this policy and the Code of Conduct for Allo's general position on integrity and business ethics.
- b) All Allo Personnel shall sign an Integrity Pledge on a regular basis.
- c) All Allo Personnel shall declare any Conflicts of Interest, as stated in the Conflicts of Interest Policy.

## **7.9 Anti-bribery compliance function**

- a) Allo shall establish and maintain an anti-bribery compliance function, the LRD to oversee the management of the anti-bribery programme.
- b) The LRD shall be recognised as an independent authority within the company structure, equipped to act effectively against bribery, with the Integrity Officer reporting functionally to the ALLO BOD and administratively to the Head of LRD.
- c) Allo shall conduct regular risk assessments to identify the bribery risks affecting the business, set the company's anti-bribery objectives, and assess the effectiveness of the controls in achieving those objectives. This process will ensure the anti-bribery programme is appropriate for the purpose of the organisation and inform further improvements of the system.
- d) The LRD shall:
  - i. be resourced and staffed to a level in keeping with the size of Allo, the risk given the business activities of Allo and the scope of the anti-bribery programme. The BOD shall ensure that appropriate resources are provided for effective operation of the anti-bribery programme and that the LRD is staffed with persons who have the appropriate competence, status, authority and independence.
  - ii. provide advice and guidance to personnel on the anti-bribery programme and issues relating to bribery.
  - iii. take steps to ensure that appropriate monitoring, measurement, analysis and evaluation of the anti-bribery programme is performed.
  - iv. report on the performance of the anti-bribery programme to the BOD regularly, including results of any investigations and audits.
  - v. have clear terms of reference with a scope of work covering the anti-bribery and directly related matters.

### **7.10 Training**

- a) Allo shall endeavour to conduct a training and awareness programme for all Allo Personnel and directors on the company's position regarding anti-bribery, integrity and ethics.
- b) Allo shall provide appropriate integrity training for all Allo Personnel who are any or all of the following:
  - i. New to the company;
  - ii. Promoted to a management position or a position involving budget control for the first time;
  - iii. Appointed to or currently holding a position where bribery is considered a medium or high risk; or
  - iv. Transferred from TNB to Allo.
- c) Training should be repeated on a regular basis, in accordance with the level of bribery risk related to the position.
- d) All personnel in 'Exposed Positions' should complete tailored anti-bribery training within 6 months of taking the position.
- e) Allo shall maintain records to identify which Allo Personnel have received training, and produce, communicate and update the training schedule in conjunction with LRD to ensure the training policy is adhered to.

### **7.11 Reporting of policy violations**

- a) Allo shall establish and maintain suitable reporting ('whistleblowing') channels for receiving information regarding violations of this policy, and other matters of integrity provided in good faith by Allo Personnel and/or external parties.
- b) Personnel who, in the course of their activities relating to their employment at Allo, encounter actual or suspected violations of this policy are required to report their concerns using one of the reporting channels.
- c) Reports made in good faith shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.
- d) Retaliation in any form against Allo Personnel where the person has, in good faith, reported a violation or possible violation of this policy is strictly prohibited. Any Allo Personnel found to have deliberately acted against the interests of a person who has in good faith reported a violation or possible violation of this policy shall be subjected to disciplinary proceedings including demotion, suspension, dismissal or other actions (including legal action) which Allo may choose to take.
- e) See the *Whistleblowing Policy* for further information.

### **7.12 Non compliance**

- a) Integrity Officer shall conduct regular audits to ensure compliance to this policy in accordance with TNB's requirements. Such audits may be conducted internally by Allo or externally by designated party. Audit documentation should include performance improvement action plans.
- b) Non-compliance as identified by the audit and any risk areas identified through this and other means shall be reported to the BOD in a timely manner in accordance with the level of risk identified.

### **7.13 Continuous Improvement**

- a) Allo is committed to satisfy TNB's requirement.
- b) Allo shall monitor the legal and regulatory regimes where it operates, and identify any changes to Allo's business environment and risks in order to identify opportunities for improvements to the anti-bribery programme. A report shall be submitted to the BOD on a regular basis for the BOD to take appropriate action.
- c) The BOD may conduct regular assessments of the anti-bribery programme, to ensure its scope, policies, procedures and controls match the bribery and other bribery-related risks faced by Allo.
- d) Allo endeavours to impact the business environment where it operates. This may include extending its integrity programme to suppliers and contractors, seeking to work with companies who have a similar commitment and supporting initiatives in the private and public sectors which are likely to improve the integrity of its operating environment.

## **8. Sanctions for non-compliance**

Allo regards bribery as a serious matter and will apply sanctions in the event of violations of this policy. For Allo Personnel, non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that Allo's interests have been harmed by the results on non-compliance by individuals and organisations.

## **9. Waiver**

Any deviation or waiver from this policy must be approved by the BOD.

## **10. Review & Inspection**

The Integrity Officer will review the suitability of this policy from time to time, subject to TNB's instruction.