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**POLICY ON ANTI-BRIBERY AND
ANTI-CORRUPTION
(UCSI GROUP)**

Document Control

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Responsibility

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UCSI GROUP

Anti-Bribery and Anti-Corruption Policy

1. Introduction

Integrity is one of the foundation core values of UCSI Group (herewith referred as “UCSI”). Each of UCSI’s employees is expected to uphold high levels of personal and professional ethics in their conduct in all business interactions and professional relationships.

The nature of the UCSI’s business requires its employees to engage in business with a wide range of parties, both internal and external. This Policy establishes the boundaries on interactions with all parties.

This Policy also provides guidance on how to act when subjected to potential acts of bribery and matters of corruption.

This Policy shall be read in conjunction with the UCSI Employee Handbook Clause 20.0 Conflict of Interest and Outside Business Activity, the UCSI’s Whistleblowing Policy and the Malaysian Anti-Corruption Commission Act 2009 and its 2018 amendment (“**MACCA**”).

2. Scope and applicability

The Policy applies to all individuals working for or on behalf of UCSI at all levels, whether permanent, on fixed term contract and/or temporary, and including partners, employees, consultants, interns and seconded employees (collectively referred to as “**Stakeholders**” in this policy).

The Policy shall also apply to all Third Parties engaged with UCSI and UCSI expects all Third Parties to read and comply with the Policy. Third Party refers to any individual, independent contractor and/or organisation UCSI works with, including but not limited to actual and potential clients, suppliers, financial institutions and education institutions.

3. Definitions

3.1 Corruption is a dishonest behaviour which can include giving or accepting bribes or inappropriate gifts, double-dealing, under-the-table transactions, manipulating elections, diverting funds, laundering money, and defrauding investors. The Transparency International definition of corruption is ‘the abuse of entrusted power for personal gain’.

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

For the purpose of this policy, corruption is defined primarily as any action which would be considered as an offence of giving or receiving ‘gratification’ under the MACCA.

3.2 Gratification according to MACCA:

- (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, whether in whole or in part;
- (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, 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
- (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);

3.3 Bribery according to MACCA consists of:

- i) Offence of giving and accepting gratification.
Any person who
 - (a) corruptly solicits or receives or agrees to receive for himself or for any other person; or
 - (b) corruptly gives, promises or offers to any person any gratification as an inducement to or a reward for.
- ii) Offence of giving to or accepting gratification by agent.
 - (a) being an agent, he corruptly accepts or obtains, or agrees to accept or attempts to obtain, from any person, for himself or for any other person, any gratification as an inducement or a reward for doing or for having done any act in relation to his principal's affairs or business, or for showing favour or disfavour to any person in relation to his principal's affairs or business; or
 - (b) he corruptly gives or agrees to give or offers any gratification to any agent as an inducement or a reward for doing or for having done any act in relation to his principal's affairs or business.

4. Purpose and Reference

There are four (4) main offences stipulated in the MACC Act 2009 (Act 694) which are as follows:

- (a) Soliciting/Receiving Gratification (Bribe) [section 16 & 17(a) MACC Act 2009]
- (b) Offering/Giving Gratification (Bribe) [section 17(b) MACC Act 2009]
- (c) Intending to Deceive (False Claim) [Section 18 MACC Act 2009]
- (d) Using Office or Position for Gratification (Bribe) (Abuse of Power/Position)[Section 23 MACC Act 2009]

UCSI prohibits any form of bribery, corruption or fraud and it is a mandatory requirement of this Policy that UCSI's employees and its stakeholders comply with the Policy.

If any of the employees or stakeholders is uncertain about whether something is a bribe or corruption, they must seek further advice from his/her respective division head or the Group Human Resource

5. Gifts and hospitality

Employees must not offer or accept any inducements or rewards which could reasonably be considered having the intention of improperly influencing the other party to act unprofessionally.

In all situations, any gift or hospitality:

- (a) must not be in a form of any cash or a cash equivalent.
- (b) must not be excessive in value
- (c) must not be perceived of impacting the Employees' or Stakeholder's objectivity.

This Policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest and bona fide corporate hospitality.

Some examples of acceptable gifts and/or benefits are as follow:-

- (a) token gifts offered in business situations or to all participants and attendees for example, work related seminars, conferences, trade and business events;
- (b) gifts presented at work-related conferences, seminars and/or business events;
- (c) refreshments or meals during meetings or as participants of work-related conferences and/or seminars; and
- (d) corporate gifts, i.e. bearing the Company's or the Subsidiary's logo/ identity and of nominal value for the purposes of promotions/ branding/ marketing.

Lavish or unreasonable gifts or hospitality should not be accepted as such gifts or hospitality may be perceived or interpreted as attempts to obtain or receive favourable business treatment for personal benefits.

UCSI's employees should be mindful in giving or receiving gifts or hospitality as it could be perceived as a way of improperly influencing the decision making of the recipient. Hence, the intention behind the gifts or hospitality should always be considered.

If there is any doubt, the advice of the division head or the Group Human Resource should be sought.

6. Donations and Sponsorship

UCSI may make charitable donations and provides sponsorship that are legal and ethical under the prevailing laws and regulations and which are in accordance with UCSI's internal policies and procedures.

Employees of UCSI may make any donation on their personal capacity but no reimbursement will be given for any of their personal contributions.

7. Facilitation Payments

UCSI does not accept or make any form of facilitation payment of any nature.

8. Record keeping

Adequate supporting records are to be kept within the relevant departments and appropriate internal controls are set in place to act as evidence for all payments and contributions made and received.

9. Responsibilities and Whistleblowing

Each Employee and Third Party must read, understand and comply with the requirements of this Policy.

Employees who encounter actual or suspected violations of this Policy are required to report their concerns. Each Employee has a responsibility to ensure that suspected bribery and corruption incidents are reported promptly.

All concerns reported will be taken seriously, treated in a confidential manner and investigated accordingly. Employee's and Stakeholder's anonymity will be protected unless the disclosure is required by law pursuant to an investigation or legislation. Any retaliation directed against anyone making such report will not be tolerated and UCSI will not hesitate to take appropriate action which shall

include but not limited to reporting to the relevant regulatory/ enforcement body(s).

UCSI practises an open-door policy and encourages all its employees to share concerns and suggestions with superiors and colleagues who are able to address them in an appropriate manner. The following channels may be used for this purpose:

(a) Anti-Corruption e-Form at:

<http://www.ucsigroup.com.my/anticorruptionform>

(b) Emails:

- i. Senior Vice President, Group Human Resource:
tohkk@ucsigroup.com.my
- ii. UCSI Risk Manager:
zahdi@ucsigroup.com.my

(c) Call the UCSI Risk Manager at 03-91018880 extension 2405

If any Third Party has any doubt, received any unjust treatment or aware of any activity by any employees of UCSI which might lead to, or suggest a breach of this Policy, they should contact the relevant personnel as described in (a), (b) and (c) above.

Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and there is no fear of reprisal regardless of the outcome of any investigation.

Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. UCSI reserves the right to terminate the contractual relationship with any Third Party if they breach any terms of this Policy.

10. Training and Communication

UCSI will incorporate key features of the Policy as part of the induction

programme for all new employees.

Awareness programmes for all its employees are conducted periodically to refresh awareness of anti-bribery and anti-corruption measures, and to continuously promote integrity and ethics. This may include online training, assessment and attestation.

Employees will also receive regular updates on how to adhere to this Policy and may be required to make written annual declaration that they comply with the Policy.

11. Monitoring and Review

UCSI shall monitor the suitability, adequacy and effectiveness of the Policy periodically and, reserves the right to amend, modify or delete any terms in this Policy at any time, with or without notice.

12. Continuous improvement

UCSI is committed to continually improving its policies and procedures relating to anti-bribery and anti-corruption. Further integrity measures and anti-corruption procedures may be developed further from time to time.