ANTI-BRIBERY & ANTI-CORRUPTION POLICY

With Effect From 1 June 2026

1. INTRODUCTION

1.1 This policy shall be known as the Anti-Bribery & Anti-Corruption Policy ("ABAC Policy" or "the Policy") and is intended to guide Respublica Advisory Sdn Bhd and its related entities (collectively known as "Respublica Group" or "the Group") in upholding a zero-tolerance approach toward bribery and corruption while adhering to the requirements of the Malaysian Anti-Corruption Commission Act 2009 ("MACC Act 2009") and its other relevant subsidiary legislations.

1.2 The key objectives of this Policy are as below:

a. To emphasize the Group's **zero tolerance standpoint against any form of bribery and corruption** whilst conducting its business dealings and transactions;
b. To provide guidance on how to **identify, prevent, deal with and combat bribery and corruption-based scenarios** that may arise during business activities;
c. To ensure that **adequate measures are consistently implemented to prevent the occurrence of corrupt practices within the Group**, with respect to the guidance from **Guidelines on Adequate Procedures and requirements of the MACC Act 2009**; and
d. To ensure that business operations within the Group are strictly adhere to the Policy.

2. APPLICABILITY

2.1 This Policy applies to:

a. **All employees of Respublica Grou**p (including those being employed on full-time, part-time and probationary basis, as well as interns)
b. **All directors of Respublica Group** (including executive and non-executive directors)
c. **Business associates of Respublica Group** including clients, joint venture, joint venture partners, vendors, government officials and others rendering works or services for or on behalf of the Group.
d. **Other external stakeholders**, where a letter of commitment has been executed with the Group.

2.2 All parties referred to in Section 2.1 are required to read, understand and comply with this Policy. Failure to comply with any requirements under this Policy is deemed as a breach of trust and will result in appropriate actions being taken by the Group, which include, but are not limited to, disciplinary actions, review of employment or contractual arrangements, immediate dismissal, reporting to authorities etc.

3. ROLES AND RESPONSIBILITIES

Respublica Group adopts a structured governance approach to ensure effective implementation and oversight of its ABAC framework. The roles and responsibilities of the related stakeholders are stated overleaf.

Stakeholder	Key Responsibilities
Employees	➢ Comply with the ABAC Policy and all applicable anti-bribery and anti-corruption laws, including the Malaysian Anti-Corruption Commission Act 2009; ➢ Conduct business dealings with integrity, transparency, and sound judgement; ➢ Avoid any conduct that may expose the Group to bribery and corruption risks; and ➢ Promptly report any suspected or actual bribery and corruption incidents through designated channels.
Directors	➢ Provide oversight and direction over the implementation and effectiveness of the ABAC Policy; ➢ Promote a culture of integrity and zero tolerance towards bribery and corruption; ➢ Establish and maintain appropriate internal controls and risk mitigation measures; ➢ Identify, assess, and manage corruption risks arising from the Group's operations; and ➢ Identify and appoint suitable personnel, where applicable, to support the implementation of ABAC Framework within Respublica Group.
Business Associates	All business associates of Respublica Group are expected to: ➢ Comply with all applicable anti-bribery and anti-corruption laws, including the MACC Act 2009; ➢ Refrain from engaging in any form or bribery or corrupt practices in connection with the Group's business activities; and ➢ Cooperate with the Group in any due diligence, audit or investigation relating to bribery and corruption risks, where required.

3. ROLES AND RESPONSIBILITIES (CONTD.)

Stakeholder	Key Responsibilities
External Stakeholders	➢ Comply with applicable laws and the Group's ABAC Policy by conducting all business dealings ethically and in accordance with anti-bribery and anti-corruption requirements; ➢ Maintain complete and transparent records relating to transactions and engagements with the Group; ➢ Promptly disclose and avoid conflicts of interest that may influence, or appear to influence, objective business decisions involving the Group; and ➢ Cooperate fully with any due diligence exercises, investigations, audits or requests for information conducted by the Group in relation to ABAC compliance matters.

4. TRUST FRAMEWORK

The TRUST Framework is developed based on the five (5) principles of the adequate procedures promulgated by the Malaysia Prime Minister's Department to aid commercial organisations in identifying adequate procedures to prevent the occurrence of bribery and corruption in their commercial dealings and / or transactions accordingly.

4.1 Top Level Commitment (T)

It is the duty and responsibility for the directors of Respublica Group to:

a. uphold and maintain highest level of corporate integrity and ethics.
b. carry out their designated roles and responsibilities while observing the applicable laws and regulatory requirements on anti-bribery and anti-corruption.
c. establish a culture of zero tolerance perspective towards bribery and corruption within the Group.

4. TRUST FRAMEWORK (CONTD.)

4.2 Risk Assessment (R)

Respublica Group acknowledges the importance of conducting corruption risk assessments in identifying, evaluating and preventing bribery and corruption risks associated with its business nature and environment. As such, the Group is committed to conducting its corruption risk assessment at least once (1) every year, to ensure the corruption risk register is up-to-date and adequate mitigating measures are implemented accordingly.

4.3 Undertaking Control Measures (U)

As part of the continuous effort in mitigating bribery and corruption risks in the corporate environment, Respublica Group is committed to implement proactive mitigating measures, which include, but are not limited to due diligence, whistleblowing, conflict of interest, corporate hospitality and entertainment, donation and sponsorship.

4.4 Systematic Review, Monitoring and Enforcement (S)

To ensure adequate and effectiveness and of each TRUST principle adopted by Respublica Group, a series of systematic and continuous review remains necessary to the Group in assessing the adequacy and effectiveness of the anti-bribery and anti-corruption measures in place. Such review may be conducted internally by Human Resource Department or externally by an external party appointed to such review. The results of any review will be communicated to the Directors on a periodic basis.

Any bribery, corruption or non-compliances to the Policy which is made known to the Group or its employees or directors must be promptly investigated and handled with due care. Appropriate action including disciplinary proceedings, termination of business relationships and escalation to government bodies will be taken.

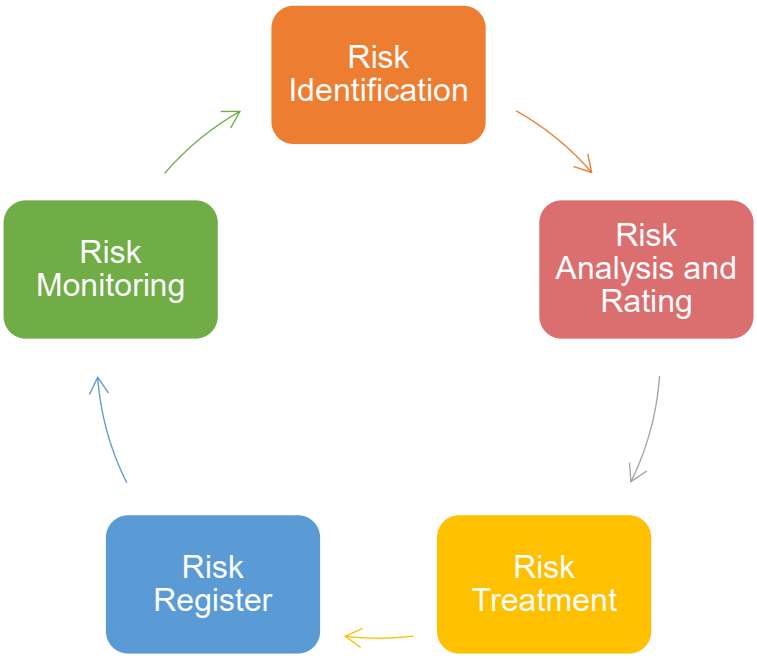
4.5 Training and Communication (T)

The Group shall take necessary steps to ensure its employees, directors and business associates understand and comply with its ABAC policy, where applicable. The ABAC policy will be publicly made available to all parties, followed by subsequent training and awareness efforts to create continuous awareness of the Group' continuous effort in combating bribery and corruption risks.

5. CORRUPTION RISK MANAGEMENT FRAMEWORK

Annual corruption risk assessment is to be conducted by the Management with Human Resource Department's facilitation to identify, evaluate and manage key corruption risk areas or areas where the Group is likely to be exposed to significant corruption risks. Such assessment further aims to:

a. Ensure potential corruption schemes are identified and addressed on a timely basis.
b. Evaluate the adequacy and effectiveness of the Group's measures in combating bribery and corruption.
c. Enable continuous improvement and growth of the Group's anti-bribery and anti-corruption framework.



i. Risk Identification

The Group identifies potential corruption risks arising from its business activities, operations, transactions, and relationships. This includes risks associated with interactions with public officials, procurement and contracting processes, engagement of business associates, and other areas exposed to bribery and corruption.

5. CORRUPTION RISK MANAGEMENT FRAMEWORK (CONTD.)

ii. Risk Analysis and Rating

All identified risks shall be assessed based on defined likelihood and impact criteria to determine their overall risk level. In performing the assessment, due consideration shall be given to the effectiveness of existing controls and mitigating measures.

a. Likelihood Ratings

Likelihood Rating	Description
Almost Certain	Risk has a > 90% probability of occurrence
Likely	Risk has a > 75% probability of occurrence
Possible	Risk has a 50% probability of occurrence
Unlikely	Risk has a < 25% probability of occurrence
Rare	Risk has a < 10% probability of occurrence

b. Impact Rating

Impact Rating	Descriptions
Severe	Severe impact involving significant legal or regulatory breaches, potential loss of life or serious harm, and / or critical damage to the Group's reputation and long-term sustainability
Major	Significant impact resulting in serious regulatory consequences, substantial reputational damage, or major disruption to business operations requiring immediate senior management attention
Moderate	Noticeable impact on the organisation, including regulatory concerns, limited reputational impact, or operational disruption requiring management intervention
Minor	Limited impact on the organisation with minimal regulatory or reputational implications, requiring routine monitoring and management
Negligible	Negligible or no impact on the organisation, with no material regulatory, financial, or reputational consequences

5. CORRUPTION RISK MANAGEMENT FRAMEWORK (CONTD.)

c. Risk Rating

The Gross Risk Rating and Residual Risk Rating are derived using the following risk matrix:

		Impact				
		Negligible	Minor	Moderate	Major	Severe
Likelihood	Almost Certain	Medium	High	High	Critical	Critical
	Likely	Medium	Medium	High	High	Critical
	Possible	Low	Medium	Medium	High	High
	Unlikely	Low	Low	Medium	Medium	High
	Rare	Low	Low	Low	Medium	Medium

The risk ratings are further divided into four (4) categories based on their likelihood ratings and impact ratings:

Risk Rating	Descriptions
Critical	Occurrence of bribery and corruption risk is almost certain with severe impact as result
High	Occurrence of bribery and corruption risk is likely with significant impact as result
Medium	Moderate risk of bribery and corruption occurring with limited impact as result
Low	Low risk of corruption or bribery occurring with minimal impact as a result

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5. CORRUPTION RISK MANAGEMENT FRAMEWORK (CONTD.)

iii. Risk Treatment

The Group shall implement appropriate measures to manage identified corruption risks based on their assessed severity. Below are the risk treatment options available for consideration while developing the mitigation measures:

Risk Treatment	Description
Avoid	Eliminate risk by restructuring business processes or discontinuing business activities where bribery or corruption is unavoidable.
Transfer	Transfer or share the risk with other parties (e.g., joint venture, partnership, outsourcing to third parties etc.)
Reduce	Implement proactive measures to mitigate risk occurrences and their associated impacts
Accept	Maintain existing business processes and mitigating controls as the evaluated risk impacts fall within the acceptable risk tolerance level

Risk owners will be assigned to ensure accountability for the implementation and effectiveness of mitigation actions.

iv. Risk Register

All identified risks, together with their respective ratings, mitigation measures, and assigned risk owners, shall be documented and maintained in a centralised risk register.

The risk register shall serve as a key tool to ensure proper tracking, accountability, and transparency of the Group's corruption risk management efforts.

v. Risk Monitoring

The Group shall undertake continuous monitoring and periodic review of identified corruption risks and the effectiveness of corresponding mitigation measures.

Significant risk exposures, key developments, and status of mitigation actions shall be periodically reported to Management and the Board of Directors (or relevant Board Committees) for deliberation and decision-making.

The risk register shall be updated accordingly to reflect any changes in risk profile, control effectiveness, or required actions. Ad hoc reporting shall be made where there are significant changes in risk exposure or occurrence of material corruption-related incidents.

6. COMMON RED FLAGS OF BRIBERY AND CORRUPTION

This section outlines the common red flags associated with bribery and corruption elements. The examples provided are solely for illustration purposes and not exhaustive.

➢ "Under the table" payments to prevent audit findings from mandatory disclosures.	➢ Unclear basis of selection during tendering process.
➢ Luxury, extravagant gifts received from or provided to business associates.	➢ Single source of quotation without any valid and logical justifications.
➢ Acceptance of gifts exceeding prescribed thresholds without approvals from authorised personnel.	➢ Undefined "commissions", "consultancy fees" and "sponsorship payments" received from or provided to business associates.
➢ Facilitation payments to expedite regulatory approvals, permits etc.	➢ Failure to declare conflict of interest involving employees, directors and business associates.
➢ Acceptance of monetary or non-monetary benefits from business associates to manipulate or falsify audit findings.	➢ Payments received or paid in cash form without clear descriptions or instructions.
➢ Payments made to unusual account names without performing any verifications.	➢ Cash payments made in multiple, split transactions without any valid justifications.

7. FACILITATION PAYMENT / KICKBACK

7.1 Facilitation payment, or also known as kickback, refers to unethical and illegal payment or gratification made to influence an individual in control of making corporate decisions to provide favorable benefits, at the cost of an organisation's interests.

7.2 Respublica Group does not accept and tolerate facilitation payments or kickbacks whilst conducting its line of business. No employees, directors or business associates shall accept or make facilitation payments. Any request for facilitation payments or kickbacks should be reported immediately to the Human Resource Department. Alternatively, such act can be reported through the Group's designated whistleblowing channel.

8. GIFT

8.1 Respublica Group adopts a "No Gift Policy' whereby all employees, directors and business associates must not solicit or accept any gifts whilst discharging their designated roles and obligations with or on behalf of the Group.

8.2 Despite that, the Group recognises that the exchange of gifts may be a central part of business etiquette in fostering good business relationships. As such, the Group requires all employees and directors to comply with this Policy to avoid any conflict of interest between the Group and its business associate.

8.3 Customary gifts are only deemed acceptable upon satisfying the following requirements:

a. Not extravagant and does not exceed RM1,000 in estimated market value.
b. Acceptance must not impair the recipient's business judgement or create a conflict of interest.
c. Approval is obtained from the Directors prior to acceptance.

(Note 1: Customary gifts with an estimated market value not exceeding RM300 are exempted from the reporting and registration process. Recipients may accept them immediately, provided they are not frequently from the same benefactor.)

(Note 2: For instances where a customary gift is received unsolicited, it must be reported to the Human Resource Department within 48 hours upon receipt)

8.4 Upon satisfying each of the requirements above, the recipient is required to register the customary or cultural gifts with the Human Resource Department. Key details required during the registration process are as follows:

a. Benefactor's Details (*i.e., name and organisation*)
b. Relationship with the Group
c. Date of Receiving and Purpose
d. Gift values (*estimated market value*)
e. Disposition (*final action taken regarding the customary gift's ownership or use)*

8.5 Directors of the Group reserve the right to dispose of customary gifts with due consideration:

a. Retain (*recipient to keep it*)
b. Share (*share it with other employees / directors at workplace*)
c. Donate (*donate it to a legal, registered charity*)
d. Return (*return it with a polite "No-Gift-Policy note*)

9. CORPORATE HOSPITALITY & ENTERTAINMENT

9.1 The Group acknowledges providing corporate hospitality and entertainment to its business associates is a legitimate and acceptable practice to foster business relationships and goodwill.

9.2 Nevertheless, such corporate hospitality and entertainment must not be offered, provided or accepted in a manner that could appear to manipulate or impair any business decision making, nor should it be intended to secure any personal interests.

9.3 All employees and directors must exercise due care, sound judgement and integrity when offering or receiving corporate hospitality and ensure that such practices do not result in any breaches against this ABAC Policy or expose the Group to reputational or / and compliance risks.

9.4 Business associates are expected to adhere to the requirements of this Policy when providing or receiving corporate hospitality and entertainment in connection with their dealings with the Group.

10. DONATION & SPONSORSHIP

10.1 All employees and directors must not make any donation or funding or any kind to political parties or individual politicians or towards political campaigns or initiatives on behalf of the Group.

10.2 The Group will only provide donations and sponsorship if they are ethical and legal under the applicable laws. Donations and sponsorships are only allowable upon satisfying the following requirements:

a. The objective of the donation is aligned with the goals of the Group, and it has a genuine, charitable causes, or the sponsorship is expected to generate a significant, legitimate benefit to the Group;
b. The recipient is a legitimate organisation or an individual with a legitimate cause for requesting donation or sponsorship;
c. The provision of the donation or sponsorship will not act as an “inducement” or “reward” as prohibited under the MACC Act 2009; and
d. All donation and sponsorship expenses must be supported with the required approvals from designated person-in-charge prior transfer of funds.

11. CONFLICT OF INTEREST

11.1 Conflict of interest refers to a scenario where an individual has potential interference with objectivity in performing duties or making unbiased judgements while exercising his or her responsibilities and obligations to The Group. It is the The Group's responsibility to identify and evaluate the risk and impact of both internal and external conflict of interest continuously.

11.2 All employees and directors of the Group are required to disclose their conflict of interest at least once (1) every year. As for business associates who have an obligation with The Group, they are required to disclose their conflict of interest during the following scenarios:

a. Upon initial engagement with the Group; and
b. Annual declaration conducted via the designated conflict of interest channel.

12. DUE DILIGENCE

12.1 The Group shall undertake comprehensive and risk-based due diligence procedures to assess the integrity and corruption risk exposure of new clients, vendors, government officials and business associates prior to entering into or renewing any business relationship, and on a periodic basis where necessary.

The scope and extent of due diligence will be proportionate to the level of corruption risk identified, taking into consideration factors such as:

a. Nature and scope of the relationship or engagement;
b. Country and industry risk exposure;
c. Background, reputation and track record of respective parties; and
d. Interaction with public officials or government-linked entities.

12.2 Enhanced due diligence ("EDD") will be performed for higher-risk engagements, including those involving high-risk jurisdictions, significant business transactions, or where red flags are identified.

13. WHISTLEBLOWING

13.1 All employees, directors and business associates of the Group are encouraged to raise any suspected and / or real corruption incidents or inadequacies in the Group's anti-bribery and anti-corruption measures through the following channels:

a. Email Address
myvoice@respublica.my

b. Online Submission Form (Alternative Channel):
https://forms.office.com/r/sgKtdJdAN5

13.2 The reports received will be handled by a Human Resource Department within the Group, ensuring impartiality and confidentiality.

13.3 The whistleblowing channel is designed to be accessible, secure and confidentially trusted as it enables whistleblowers to raise concerns pertaining to suspected and / or actual bribery and corruption anonymously.

13.4 All concerns reported in good faith and without malicious intent will be investigated thoroughly and handled with due care and confidentiality. Any whistleblower who submits a report in good faith is entitled to the following protection:

a. Personal identity remains anonymous; and
b. No retaliation or detrimental treatment.

13.5 To foster an effective whistleblowing channel, every whistleblower is encouraged to provide the following key information during reporting:

a. Name and contact details of whistleblower;
b. Name of individual involved;
c. Summary of alleged incidents or wrongdoings (including date, location and individual involved);
d. Relevant supporting info pertaining to the alleged incidents or wrongdoings (e.g., conversation records, snapshots, images etc.); and
e. Name and contact details of witness (if any).

14. FINANCIAL CONTROLS

The Group shall put in place and maintain appropriate management systems and processes to ensure that all financial transactions are properly managed and recorded in an accurate, complete, and timely manner. These systems and processes shall be documented, periodically reviewed, and enhanced where necessary to support effective oversight and integrity in financial reporting and management.

15. NON-FINANCIAL CONTROLS

The Group implements and maintains appropriate systems and procedures to ensure that the procurement, operational, commercial and other non-financial aspects of its activities are properly governed and managed. Such systems and procedures shall be documented, regularly reviewed and enhanced where necessary to support effective oversight and operational integrity.

16. RECORD-KEEPING

With respect to the requirements of the Employment Act (Amendment) 2022 and Income Tax Act 1967, the Group practices maintaining its financial and non-financial data and information for a minimum of seven (7) years to ensure compliance.

17. CONTINUOUS REVIEW

The Group will review this ABAC Policy at least once every three (3) years to assess the relevance and adequacy of the anti-bribery and anti-corruption measures so as to ensure full compliance with the MACC Act and other relevant subsidiary legislations.

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