



**MARINE & GENERAL
BERHAD**

**ANTI-BRIBERY AND CORRUPTION
POLICY (Rev 2)**

Document Title:	Anti-Bribery and Corruption Policy (Rev 2)		
Approval Date	25 September 2025		
Effective Date	1 January 2026		
Originator:	Corporate Services Dept	Original Approval Date:	28 April 2020
Revision No:	2	Original Effective Date:	1 June 2020

1.0 Application and Interpretation

- 1.1 This revised Anti-Bribery and Corruption (“ABAC”) Policy is applicable to all directors and employees of Marine & General Berhad and its subsidiaries, effective 1 January 2026.
- 1.2 Rules, regulations and guidelines (including Circulars and Letters) from regulatory authorities with purview over Marine & General Berhad’s activities will automatically supersede the existing operating policies and procedures herein stated. Where such rules, regulations and guidelines that supersede the existing operating policies and procedures are issued and/or amended, the Company will circulate an appropriate advisory to the employees.
- 1.3 The word “he” shall also mean “she” unless the context states otherwise. Where the context so admits, words imparting any singular number shall include the plural number and vice- versa.
- 1.4 The terms “employee” or “staff” as used in this Code of Conduct refers to all employees of Marine & General Berhad and its subsidiaries.
- 1.5 The term director or directors, unless the context states otherwise, shall mean the members of the Board of Marine & General Berhad and its subsidiaries.
- 1.6 The term “M&G Group”, shall mean Marine & General Berhad and its subsidiaries.
- 1.7 The term “Company”, unless the context states otherwise, shall mean Marine & General Berhad.
- 1.8 The term “subsidiary”, unless the context states otherwise, shall mean both wholly-owned and jointly-owned subsidiaries of Marine & General Berhad.

- 1.9 The term “financial limits of authority” refers to a set of financial authority limits placed on directors and staff of a company when entering into contracts and/or commitments. At the Marine & General Berhad’s level this is primarily the Financial Limits of Authority issued by the Finance and Administration Division.
- 1.10 “Public Official” refers to persons who hold a legislative, administrative or judicial office (either appointed or elected), any person exercising a public function, including for a public agency or a public enterprise (e.g. a state-owned enterprise).

2.0 **General Guidelines**

- 2.1 The M&G Group has a zero-tolerance policy against all forms of bribery and corruption. Directors and employees of M&G and its wholly-owned subsidiaries must not provide, offer or accept bribes, kickbacks, corrupt payments, facilitation payments, or inappropriate gifts, to Government Officials or any commercial person or entity, regardless of local practices or customs
- 2.2 All directors and employees of M&G and its wholly-owned subsidiaries must comply with all applicable anti-bribery laws and regulations, including, but not limited to, the Malaysian Anti-Corruption Commission Act (MACC Act).
- 2.3 If a law conflicts with anything set out in this ABAC Policy, directors and employees of M&G and its wholly-owned subsidiaries should comply with the law.

3.0 **Receipt of gifts, entertainment and hospitality**

- 3.1 It is the responsibility of the directors and employees to inform such external parties of the M&G Group’s policy in relation to receipt of gifts, entertainment and hospitality, and to request the external parties’ understanding of and adherence with this policy.
- 3.2 The directors and employees of the M&G Group and their family members must refrain from, directly or indirectly, receiving lavish gifts of significant value in their personal capacity from external parties or agents representing those parties, where that aforementioned external party either has a business relationship with the M&G Group or is seeking to develop a business relationship with the M&G

Group. Directors and employees must abide by this policy to avoid conflict of interest or the appearance of conflict of interest for either party in on-going or potential business dealings.

- 3.3 Although the general principle is to immediately refuse or return such gifts, accepting a gift on behalf of the M&G Group is allowed only in limited circumstances, whereby refusing the gift is likely to seriously offend and may sever the business relationship with the external party. However, in no circumstances may an employee or his/her family/household members accept gifts in the form of cash or cash equivalent.
- 3.4 In the limited circumstances mentioned, employees are expected to inform the acceptance to their direct superior and the Human Resources Department (or an appropriate department with oversight over matters relating to human resources), within a reasonable amount of time. Where the limited circumstances involve a director, he/she is expected to inform any acceptance of gifts to the Corporate Services Department, within a reasonable amount of time.
- 3.5 The employee / director will satisfy the requirement of Para 3.4 by completing the form in Appendix 1 and submitting it as prescribed above. The Human Resources Department / Corporate Services Department must ensure the forms received are properly kept.
- 3.6 The M&G Group takes note that the occasional acceptance of a reasonable and modest level of entertainment provided by external parties in the normal course of business is a legitimate way to network and build good business relationships. However, it is important for directors and employees to exercise proper care and judgment before accepting entertainment offered or provided by an external party.

4.0 Provision of gifts, entertainment and hospitality to external parties

- 4.1 It is the responsibility of the directors and employees to inform such external parties of the M&G Group's policy in relation to provision of gifts, entertainment and hospitality, and to request the external parties' understanding of and adherence with this policy.

4.2 Directors and employees of the M&G Group must refrain from providing gifts of significant value to external parties except where it is:

- a) an exchange of gifts at the company-to-company level (e.g. gifts exchanged at a function, company visit or courtesy call);
- b) a gift from the M&G Group to external parties in relation to the M&G Group's official functions, events and celebrations; and
- c) a token gift of nominal value normally bearing the name and/or logo of the M&G Group or any subsidiary of the Company.

4.3 Any expenditure incurred in the provision of gifts to an external party must be proposed and approved in accordance with the prevailing financial authority limits of the Company or subsidiary in question.

4.4 In addition, the provision/exchange of gifts to external parties that have on-going or potential business dealings with the M&G Group should, where possible, be undertaken at either the business premises of M&G or the counterparty. Any provision/exchange of gifts at private residences is to be avoided.

4.5 Directors and eligible employees are allowed to entertain external parties through a reasonable act of hospitality as part of business networking, subject always to any internal limits on entertainment as may be prescribed under their respective terms of service or prevailing financial limits of authority. Directors and employees are strictly prohibited from providing or offering to provide entertainment with a view to improperly cause undue influence on any party in exchange for some future benefit or result.

5.0 **Charitable contributions and sponsorships**

5.1 Any charitable contribution and/or sponsorships should only be carried out where it has been approved by the appropriate approving authority overseeing charitable contribution and/or sponsorships for the Company or subsidiary.

5.2 Such contribution and/or sponsorships, must be properly recorded and documented in the Company or subsidiary's accounting records.

6.0 Dealings with Public Officials

- 6.1 Directors and employees must not give, promise to give, or offer, a payment, loan, reward, gift or entertainment, to a Public Official, with the expectation or hope that a business advantage will be received, or to reward a business advantage already given (i.e. securing a permit, securing or renewing a contract with favourable terms, influencing a Public Official to take or omit an action in violation of his or her lawful duty etc) or to “facilitate” or expedite a routine procedure.
- 6.2 Directors and eligible employees are allowed to entertain Public Officials through a reasonable act of hospitality as part of business networking, subject always to any internal limits on entertainment as may be prescribed under their respective terms of service. Any entertainment activities that would involve Public Officials shall not be excessive and lavish, and must commensurate with the official designation of the public official and not his personal capacity. Any employee providing the entertainment must also inform the employee’s direct superior of the entertainment provided. Where the entertainment is provided by a director or a member of the senior management, he/she is expected to inform either the Group Executive Chairman or the Chairman of the Audit Committee of the entertainment provided.

7.0 Facilitation payments

- 7.1 The M&G Group does not make facilitation payments to secure a business advantage. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official (such as the issuance of permits, licences, processing visas or work permits, provision of mail pick-up and delivery etc.). All directors and employees must avoid any activity that might lead to, or suggest, that a facilitation payment will be made by or on behalf of the M&G Group.
- 7.2 Although facilitation payments to secure a business advantage is prohibited, the M&G Group recognises that there may be situations where facilitation payments may be tolerated if a facilitation payment is made in the context of an imminent threat i.e. loss of life, limb or liberty. Where such a facilitation payment had to be made, the director or employee must make the necessary disclosures to either the Group Executive Chairman or the Chairman of the Audit Committee.

8.0 Dealing with Third Parties Acting For or On Behalf of M&G

- 8.1 M&G Group is committed to upholding the highest standards of ethics and integrity in all its business dealings. This commitment extends to contractors, suppliers, agents, consultants, joint venture partners, and intermediaries. M&G expects all such third parties to share the Company's values and ethical standards, as their actions can legally implicate M&G and tarnish its reputation.
- 8.2 To ensure M&G deals only with third parties who subscribe to acceptable standards of integrity and to mitigate corruption risks, appropriate counterparty due diligence must be conducted before entering into any arrangements with them. The third party being appointed must also be made aware of the M&G Anti-Bribery and Corruption Policy and M&G's expectations of their compliance.
- 8.3 Appropriate written documentation of the due diligence assessment performed shall be prepared and maintained by the relevant internal party.

9.0 Reporting lines

- 9.1 Where a director receives a request from an external party or Public Official that is deemed inappropriate under this policy, he should diplomatically but clearly advise the requestor that it is against M&G's policy to make such payments, and decline to make or promise to make the payment. The solicitation should be promptly reported to either the Group Executive Chairman or the Chairman of the Audit Committee.
- 9.2 Where an employee receives a request from an external party or Public Official that is deemed inappropriate under this policy, he should diplomatically but clearly advise the requestor that it is against M&G's policy to make such payments, and decline to make or promise to make the payment. The solicitation should be promptly reported to their direct supervisor or Head of Department.
- 9.3 When a director believes or have reason to believe that another person may be in breach of the anti-bribery and corruption provisions in this Policy, the director should report the matter to either the Group Executive Chairman or the Chairman of the Audit Committee.

9.4 When an employee believes or have reason to believe that another person may be in breach of the anti-bribery and corruption provisions in this Policy, the employee should report the matter to their direct supervisor or Head of Department. Where this option is not appropriate, the employee should report the matter in accordance with the Company's Whistle Blowing Policy.

9.5 M&G Group commits to protect the rights of individuals who report issues, raise genuine concerns or make appropriate suggestions. M&G Group will ensure that such individuals are protected from any form of harassment or threats when he/she:

- a) Reports in good faith without malicious intent(s);
- b) Reports what he/ she suspects is a violation of the ABAC Policy
- c) Raises a compliance question or seeks advice about a particular business practice; or
- d) Cooperates in an investigation of a potential violation of the ABAC Policy.

9.6 Any form of internal retaliation against such person will be regarded as a serious misconduct.

10.0 Training and communication

10.1 All directors and employees of the M&G Group should be aware of the content of this ABAC Policy and other relevant policies and procedures. As such, this policy shall be made readily accessible to all directors and employees of the M&G Group via the Company's corporate website.

10.2 Access to appropriate ABAC training will be provided to all directors and employees of the M&G Group. It is the responsibility of the director / employee to complete the training(s) within the specified timeline.

11.0 Corruption Risk Assessment

11.1 A comprehensive Corruption Risk Assessment ("CRA") of the M&G Group's operations is to be undertaken at least every three (3) years. Intermittent or targeted assessments shall be conducted more frequently as deemed necessary,

especially in response to changes in laws, business circumstances, or identified risk profiles. The CRA may be undertaken on a broad basis or focusing on a specific aspect of the operations.

- 11.2 M&G may appoint an independent third-party to undertake the CRA. The third-party so appointed shall undertake the CRA based on an approach best suited for M&G, adhering to prevalent regulatory requirements such as the Malaysian Anti-Corruption Commission Act (MACC Act), and guided by recognized best practices, including the Guidelines on Adequate Procedures.
- 11.3 The primary objective of the CRA is to comprehensively identify potential corruption risks within M&G's operations and framework. The findings of the CRA are to be presented to the Audit Committee for their review and information, reinforcing top-level commitment and oversight.
- 11.4 Corruption risks identified under the CRA shall also be reflected in the Group's Enterprise Risk Register, using the same risk rating methodology applied under the Enterprise Risk Management ("ERM") framework.
- 11.5 For governance purposes, corruption risks shall be maintained in a dedicated Corruption Risk Register containing detailed descriptions, potential schemes, root causes, and control measures.
- 11.6 The Enterprise Risk Register shall capture a summary of each corruption risk, including risk title, rating, and owner, with a reference to the detailed entry in the Corruption Risk Register.

12.0 Disciplinary Measures

12.1 Any director, employee, or individual acting on behalf of the M&G Group who breaches this Anti-Bribery and Corruption Policy shall be subject to disciplinary action, commensurate with the severity of the breach.

12.2 Disciplinary measures may include (without limitation):

- a) Formal warning or reprimand;
- b) Suspension from duties;
- c) Termination of employment or directorship;
- d) Civil recovery of losses; and/or
- e) Referral to enforcement authorities (e.g., MACC, police, regulators).

12.3 In the case of third parties (agents, consultants, suppliers, contractors, vendors), breaches may result in immediate suspension or termination of contracts, removal from the Approved Vendor List, or disqualification from future tenders.

12.4 Internal retaliation against individuals who report concerns in good faith shall itself be treated as a serious misconduct, subject to disciplinary action.

The revised Anti-Bribery and Corruption Policy has been approved by the Marine & General Board of Directors on 25 September 2025 and will become effective from 1 January 2026 onwards.

GIFT AND HOSPITALITY RECEIPT NOTIFICATION FORM

Instructions for Recipient:

- a) Complete this form immediately upon accepting a gift or hospitality in the limited circumstances described in the M&G ABAC Policy.
- b) Submit the completed form to your **Direct Superior or the person with oversight over Human Resources** (for employees), or to the **Audit Committee** (for directors/senior management).
- c) Refer to the M&G ABAC Policy for guidance on permissible gifts/hospitality and "red flags." Note that cash or cash equivalent gifts are strictly prohibited.

SECTION 1: RECIPIENT INFORMATION

Full Name of Recipient	
Employee ID / Designation	
Department / Division	
Contact Number	
Date of Notification	

SECTION 2: GIFT / HOSPITALITY DETAILS

- a) Type of Item Received: (e.g., Physical Gift, Meal, Event Ticket, Accommodation)
- b) Description of Gift / Hospitality: (Be specific, e.g., "Commemorative plaque," "Dinner at XYZ Restaurant," "Tickets to ABC Conference")
- c) Estimated Monetary Value (RM):
 - *Note: If the value is difficult to ascertain, provide a reasonable estimate.*
- d) Date of Receipt / Occurrence:

e) Location of Receipt / Occurrence:

SECTION 3: PROVIDER INFORMATION

a) Name of External Party / Organisation:

b) Relationship to M&G Group: (e.g., Current Vendor, Potential Vendor, Customer, Industry Partner)

c) Name of Individual who provided the gift/hospitality:

d) Reason provided by External Party (if stated): (e.g., "Token of appreciation," "Business networking," "Holiday season")

SECTION 4: DECLARATION BY RECIPIENT

I, the undersigned, confirm that I have read and understood the M&G Group Anti-Bribery and Corruption Policy regarding the receipt of gifts and hospitality. I confirm that the information provided in this form is accurate and complete to the best of my knowledge and belief.

I confirm that I have not accepted cash or cash equivalents.

Recipient's Signature:

Date:



ACKNOWLEDGEMENT

I,.....

I/C No: have read and understood the contents and acknowledge receipt of a copy of the Anti-Bribery and Corruption Policy (Rev. 2025).

I agree to abide to the terms and conditions stated therein.

Signature:

Designation:

Date:

NOTE:

Directors and employees of M&G are required to sign and return this acknowledgement page to Office Support Services. Directors and employees of the subsidiaries are required to sign and return this acknowledgement page to the Human Resources Department of the appropriate subsidiary.