



GROUP HUMAN RESOURCE

Anti-Bribery and Anti-Corruption Policy

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Why do we have this policy?

Tropicana Corporation Berhad and its subsidiaries (“**TCB Group**”) is committed to conducting business ethically in compliance with the Malaysian Anti-Corruption Commission (“**MACC**”) Act 2009 and all other applicable anti-bribery and anti-corruption laws of the country in which TCB Group operates.

TCB Group does not condone any form of bribery and corruption. This Anti-Bribery and Anti-Corruption Policy (“**ABAC Policy**”) serves to provide guidance on how to prevent, deal with and combat bribery and corrupt activities and issues that may arise in the course of business.

Who does this Policy apply to?

The ABAC Policy applies to all employees, directors (executive and non-executives) and any person who performs services for or on behalf of TCB Group, which includes contractors, sub-contractors, consultants, suppliers, agents, intermediaries and representatives of TCB Group (collectively, “**Applicable Persons**”)

Definition

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| (a) | Bribery | Offering or receiving an incentive or gratification to commit corruption for personal gains. |
| (b) | Corruption | Abuse of power or position for personal gain, including but not limited to bribery, fraud, nepotism, cronyism, kickbacks, embezzlement and conflict of interest. |
| (c) | Payment Facilitation | Small, unofficial payments made to expedite or secure routine actions / services. |
| (d) | Gratification | Financial and non-financial, a favour, overlooking a fault and not taking action or a job offer. |

What must you NOT do?

Anti-bribery and Anti-corruption laws make it illegal for any person to:

- (a) give, promise or offer to give to any person, whether for the benefit of that person or of another person; or
- (b) solicit, receive or agree to receive for himself or for any other person

any gratification as an inducement or reward to do or forbear from doing anything in respect of any matter or transaction, whether actual, proposed or likely to take place.

Accordingly, you shall not at any time:

- Offer, promise or give *anything of value* in order to obtain or retain any personal advantage or business advantage or to expedite routine actions or services for TCB Group.
- Request or accept *anything of value* that might influence you objectively in carrying out your employment/ business.

Whilst we do not prohibit political contributions by our Company and our agents, we discourage political donations, especially if they may lead to the perception of impropriety or give rise to a conflict of interest. Political donations, if any, will be subjected to enhanced scrutiny by senior management and the board.

“Things of value” that could be perceived as bribery or corruption can take many forms (including monetary, services or in kind).

The laws on anti-bribery and anti-corruption are very wide and cover activities carried out or merely offered, whether directly or indirectly.

Reporting of Policy Violations

- (a) Employees are obligated to report any occurrence or genuine suspicion of misconduct or violation of this Policy at the earliest possible stage by reporting any occurrence or suspicion immediately in writing to the Head of Internal Audit/Head of Human Resource. Please refer to the Whistleblowing Policy for more detailed guidance.
- (b) If you are unsure whether a particular act constitutes Bribery, or if you have any other queries, these should be raised with your Head of Group Human Resource or Head of Internal Audit or email to whistleblower@tropicanacorp.com.my
- (c) Once you have reported a suspicion or concern the matter should not be discussed with any person other than those responsible for investigating it until otherwise notified or the information is made public.

Awareness and Training

- (a) The Group conducts awareness programmes for all Employees to refresh awareness of anti-bribery and anti-corruption measures, and to continuously promulgate integrity and ethics.
- (b) In addition, the Group provides anti-bribery and anti-corruption training to:
 - (i) New recruit; and
 - (ii) Employees promoted/ transferred and exposed positions.
- (c) Group Internal Audit may at any time recommend that certain trainings be repeated for any Employees/ Group of Employees in any operating units/ Region if deemed necessary based on circumstantial requirements.
- (d) In addition, under circumstances of suspicious behavior, allegations and/or investigations relating to bribery or corruption, Group Internal Audit and Group Human Resource reserve all rights to request the relevant Employee to declare information regarding assets owned as deemed necessary.
- (e) Group Human Resource shall maintain all records of trainings in collaboration with Group Internal Audit.

Due Diligence

- (a) Respective or relevant departments are accountable to conduct reasonable due diligence where practical and relevant to assess the integrity of prospective counterparties before entering into any relationship which include but not limited to your vendors, suppliers, service providers, contractors, agents or consultants.

Anti-Bribery and Anti-Corruption Compliance – Oversight Bodies

- (a) Group Internal Audit shall have the oversight of the implementation of compliance controls related to this Policy.
- (b) Risk Management shall conduct regular risk assessments to identify the bribery and corruption risks potentially affecting the Group.
- (c) Group Internal Audit shall be the independent authority to act effectively against bribery, including initiating investigations deemed necessary based on reasonable cause for suspicion. The Head of Group Internal Audit shall maintain a direct reporting line to the Audit Committee, the Group Management Committee as well as the Directors.
- (d) Risk Management shall implement and effectively manage routine anti-bribery and anti-corruption measures as deemed appropriate to ring-fence the organization against possible legislative liabilities, as well as undertake ad-hoc measures deemed required based on circumstantial requirements present during the course of operations.

Non-Compliance

- (a) Group Internal Audit shall conduct regular validation to ensure compliance to this Policy. Such validation exercises may be conducted either independently by Group Internal Audit or conducted by external consultants.
- (b) Non-compliance identified by the validation or identified through other risk assessments undertaken shall be reported to the Audit Committee.

Consequences of non-compliance

- (a) Engagement in any bribery or corrupt practices or activities will result in severe negative consequences of non-compliance. The Applicable Person may face dismissal and legal action under Malaysian Law such as criminal charges or fines under MACC Act.

Continuous Improvement

- (a) The Group is committed to continually improve its policies and procedures relating to anti-bribery and anti-corruption. Group Internal Audit may therefore endeavor to develop further integrity measures and certify the Group's anti-bribery procedures as adequate where certification is available.
- (b) Risk Management shall also review the suitability of this Policy from time to time, taking into account relevant developments in the legislature as well as evolving industry and international standards.

Sanctions for Non-Compliance

- (a) The Group regards bribery and corruption as a serious matter. 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 the Group's interests have been affected or compromised as a result of non-compliance.
- (b) The Group shall notify the relevant regulatory authority if any identified bribery or corruption incidents have been proven in law.
- (c) Where notification to MACC has been done, the Group shall provide full co-operation to MACC, including further action that MACC may decide to take against convicted Employees.