

Anti-Bribery and Anti - Corruption Group Policy



DATE

16 July 2024

Ditrolic Energy

1. INTRODUCTION

- 1.1 This Anti-Bribery and Anti-Corruption policy ("**Policy**") sets out the anti-bribery and anti-corruption policies of Ditrolic Energy Holdings Sdn Bhd ("**Company**") and its subsidiaries (collectively "**Ditrolic Group**"). The Policy is implemented to set out the responsibilities of Ditrolic Group and those who work for us in observing and upholding our zero-tolerance position on bribery and corruption.
- 1.2 This Policy also serves as a source of information and guidance for those working for Ditrolic Group. It helps them to recognise and deal with bribery and corruption acts and issues, as well as to understand their responsibilities towards Ditrolic Group.
- 1.3 If in doubt, you are encouraged to consult or refer to Ditrolic Group's appointed Compliance Officer or any such person acting in relief of the Compliance Officer.

2. POLICY STATEMENT

- 2.1 Ditrolic Group is committed to conducting business in an ethical and honest manner and is committed to implementing and enforcing systems that ensure bribery is prevented. Ditrolic Group has zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the country we operate.
- 2.2 Ditrolic Group will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. We are bound by the laws of Malaysia, in regards to our conduct both at home and abroad.
- 2.3 Ditrolic Group recognizes that bribery and corruption are punishable by imprisonment and a fine. If our company is discovered to have taken part in corrupt activities, we may be subjected to a fine, be excluded from tendering for public contracts, and face serious damage to our reputation. It is with this in mind that we commit to preventing bribery and corruption in our business and take our legal responsibilities seriously.

3. SCOPE AND APPLICATION OF THE POLICY

- 3.1 This Policy applies to:
 - 3.1.1 all directors, Board Members, Trustees, Officers, Committee members and employees (whether temporary, fixed-term, or permanent), interns, trainees, seconded staff, home workers, casual workers, or any of our subsidiaries or their employees at any level ("**Employees**").
 - 3.1.2 consultants, contractors, agency staff, volunteers, agents, sponsors or any other person or persons associated with us (including third parties) who perform services for or on behalf of Ditrolic Group ("**Third Parties**"). In the context of this Policy, Third Parties also refers to any individual or organization our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.
- 3.2 Any arrangements our company makes with a third party are subject to this Policy and/or clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and anti-corruption under this Policy.

- 3.3 Each such person agrees to be bound by the provisions of this Policy upon notification of the most recent copy being given to them or upon notification that an updated version has been placed on the Company's website for review, which may be found at <https://www.ditrolicenergy.com/my/about-us/corporate-governance>. This Policy may be incorporated by reference within any of Ditrolic Group's documents with such persons or organisations.

4. DEFINITIONS

- 4.1 The following terms used in this Policy shall have the meanings ascribed to them below:

4.1.1 "**Anti-Bribery Laws**" mean all applicable anti-bribery laws, statutes, regulations, guidelines, and codes in Malaysia, including but not limited to the Malaysian Anti-Corruption Commission Act 2009 ("**MACC Act**"), the Penal Code, and Anti-Money Laundering and Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 ("**AMLATFPUA**").

4.1.2 "**Bribe**" or "**Bribery**" shall mean promising, offering or giving of any Gratification (as defined below), directly or indirectly, and irrespective of location, in violation of applicable Anti-Bribery Laws, as an inducement or reward for a person acting or refraining from acting in relation to his/her performance of duties to give any improper advantage to Ditrolic Group.

4.1.3 "**Ditrolic Group**" refers to all its affiliates which consist of any entity directly or indirectly controlled by or under the common control of Ditrolic, where control means (a) direct or indirect ownership, in an entity of fifty percent (50%) or more of the voting rights conferred by all the issued shares or equity interests in the capital of that entity; or (b) the power to determine directly or indirectly the composition of the majority of the board of directors, similar management body or direct the management of such entity.

4.1.4 "**Foreign Compliance Laws**" refers to the applicable laws pertaining to Anti-Corruption Laws, Anti-Money Laundering and Anti-Terrorism Laws, Anti-Tax Evasion Laws and Sanctions as defined below, as applicable to the Ditrolic Group's business and operations in accordance with Appendix B of this Policy. Such Foreign Compliance Laws carry the following meaning and definitions:

- a. "**Anti-Corruption Laws**" means any Applicable Laws which prohibit the offering, promising, giving and receiving, or authorising others to give or receive anything of value, either directly or indirectly, to any person or any officer, employee, agent or adviser of such persons in order to influence official action, to improperly obtain or retain business, to otherwise gain an improper business, including, without limitation, the UK Bribery Act, the Foreign Corrupt Practices Act of 1977 ("**FCPA**"), the Prevention of Corruption Act 1960 of Singapore and Penal Code 1871 of Singapore, the Philippines Anti-Graft and Corrupt Practices Act and Ethical Standards for Public Officials and Employees and the anti-bribery and anti-corruption laws applicable to the Investor Shareholder or its Affiliates, any

BlackRock Funds or any Group Company or its Affiliates, in each case, as amended, re-enacted, consolidated or replaced, or as their application is modified by other laws, whether before or after the effective date this Policy comes into force;

- b. **"Anti-Money Laundering and Anti-Terrorism Laws"** means, as applicable, the EU Fourth Anti-Money Laundering Directive and member states' implementing legislation, The Money Laundering Regulations, The Criminal Finances Act 2017 and The Anti-Terrorism, Crime and Security Act (2001), the UK Proceeds of Crime Act 2002, the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act 1992 of Singapore and Terrorism (Suppression of Financing) Act 2002 of Singapore, the U.S. Bank Secrecy Act, USA Patriot Act and other U.S. legislation relating to money laundering and proceeds of crime, and other laws and regulations as applicable including the Bank Secrecy Act, the Money Laundering Control Act of 1986, the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, the Anti-Money Laundering Act of 2001 together with its amendments, implementing rules and regulations, the Terrorism Financing Prevention and Suppression Act of 2012, its amendments and implementing rules and regulations of the Philippines Anti-Money Laundering Council, and any other anti-money laundering laws, anti-terrorism laws or regulations applicable to the Investor Shareholder or its Affiliates or any Group Company or its Affiliates, in each case, as amended, re-enacted, consolidated or replaced, or as their application is modified by other laws, whether before or after the Effective Date;
- c. **"Anti-Tax Evasion Laws"** means Part 3 of the UK Criminal Finances Act 2017 (Corporate Offences of Failure to Prevent Facilitation of Tax Evasion) and any guidance, rules and regulations thereunder, and any similar laws or regulations in any other jurisdiction applicable to the Investor Shareholder or its Affiliates or any Group Company or its Affiliates, in each case, as amended, re-enacted, consolidated or replaced, or as their application is modified by other laws, whether before or after the Effective Date;
- d. **"Sanctions"** means all export control and economic or financial sanctions laws, regulations, trade embargoes or other restrictive measures enacted, administered, implemented and/or enforced from time to time by the United Nations, the U.S., EU (and any member state thereof), UK, Singapore, Australia, Indonesia, Malaysia, the Philippines, Bangladesh, Vietnam, China and Thailand including but not limited to:
 - i. United Nations sanctions imposed pursuant to any United Nations Security Council Resolution;
 - ii. U.S. sanctions and export controls administered by the Office of Foreign Assets Control of the U.S. Department of Treasury and the U.S. Commerce Department's Bureau of Industry and Security;

- iii. EU restrictive measures implemented pursuant to any EU Council or Commission Regulation or Decision adopted pursuant to a Common Position in furtherance of the EU's Common Foreign and Security Policy;
- iv. UK sanctions enacted by Sanctions and Money Laundering Act and the regulations promulgated thereunder, the Export Control Order and the Anti-Terrorism, Crime and Security Act; and
- v. any export control and economic or financial sanctions laws, regulations, trade embargoes or other restrictive measures implemented by Australia, Singapore, Indonesia, Malaysia, the Philippines and Thailand or any other export control and economic or financial sanctions laws, regulations, trade embargoes or other restrictive measures applicable to BlackRock Inc. or its Affiliates, any BlackRock Funds or any Group Company or its Affiliates;

4.1.5 **"Gratification"** (as defined under the Section 3 of the Malaysian Anti-Corruption Commission Act 2009) means:

- 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).

4.1.6 **"Gift"** means cash money, free fares, shares, lottery tickets, entertainment expenses, services, club membership, any form of commission, hampers, jewellery, decorative items, travel and accommodation (including training and/or conference trips), and any item of high value.

4.1.7 **“Individual in the Public Body”** means any person who is a member, an officer, an employee or a servant of a Public Body, and includes but is not limited to a member of the administration, a member of Parliament, a member of a State Legislative Assembly, a judge of the High Court, Court of Appeal or Federal Court, and any person receiving any remuneration from public funds.

4.1.8 **“Public Body”** means:

- a. the Government of Malaysia;
- b. the Government of a State;
- c. any local authority and any other statutory authority;
- d. any department, service or undertaking of the Government of Malaysia, the Government of a State, or a local authority;
- e. any society registered under subsection 7(1) of the Societies Act 1966;
- f. any branch of a registered society established under section 12 of the Societies Act 1966;
- g. any sports body registered under section 17 of the Sports Development Act 1997;
- h. any co-operative society registered under section 7 of the Co-operative Societies Act 1993;
- i. any trade union registered under section 12 of the Trade Unions Act 1959;
- j. any youth society registered under section 9 of the Youth Societies and Youth Development Act 2007;
- k. any company or subsidiary company over which or in which any public body as is referred to in paragraphs (a) to (j) has controlling power or interest; or
- l. any society, union, organization or body as the Minister may prescribe from time to time by order published in the Gazette.

4.1.9 **“Third Party”** or **“Third Parties”** means any person, corporation or individual:

- a. who has dealings with Ditrolic Group;
- b. who provide services to Ditrolic Group;
- c. supplier, contractors or customer of Ditrolic Group; or
- d. who are authorized to negotiate for or on behalf of Ditrolic Group and who make contact with an Individual of a Public Body.

5. GENERAL PROHIBITION

- 5.1 Employees and Third Parties shall not, in any circumstances, participate and/or authorise any form of acts of corruption or bribery, either directly or indirectly as follows:
- a. give or receive any form of gratification including agreeing to accept or attempting to obtain, from any party, for themselves or for any other party;
 - b. give or receive gifts, entertainment and/or sponsorship not in accordance with the Policy or any applicable Anti-Bribery Laws;
 - c. abuse of power; and
 - d. make false claims by themselves or through any party with intent to deceive or mislead.
- 5.2 If the Employees and Third Parties are uncertain about whether something is a bribe, a gift, or an act of hospitality, they must seek further advice from the Compliance Officer.
- 5.3 Employees and Third Parties shall not, in any circumstances, give or offer to give any bribe or gratification to any party as an incentive or a reward for doing or forbearing to do, or for having done or forborne to do any act in relation to Ditrolic Group's affairs or businesses, or for showing or forbearing to show favour or disfavour to any person in relation to Ditrolic Group's affairs or businesses.
- 5.4 Employees and Third Parties shall refrain from any activity or behaviour that could give rise to the perception or suspicion of any corrupt conduct or the attempt thereof in their official capacity as well as outside of work so as to protect the good name of Ditrolic Group.
- 5.5 Employees and Third Parties shall not, accept or obtain, directly or indirectly, any commission, discounts, secret profits, digital currency payments or any other benefit (cash or in-kind or pre-paid vouchers) in respect of any goods or services sold or purchased or other businesses with Ditrolic Group.
- 5.6 Employees and Third Parties shall not provide facilitation payment to any local or foreign officials with a view of expediting a routine business action for Ditrolic Group. Any requests for facilitation payment should be refused without exception and reported immediately to the Compliance Officer or the Legal and Contract Department.
- 5.7 Employees and Third Parties shall not use their position for any gratification or benefits, whether for themselves, family members, or any persons with close personal relationship, when making business decisions for Ditrolic Group, in which they have interest in, directly or indirectly.

6. WHAT IS AND WHAT IS NOT ACCEPTABLE

- 6.1 This section of the Policy refers to 5 areas:
- Gifts, entertainment and hospitality.

- Facilitation payments.
- Political contributions.
- Charitable contributions.
- Public Body or Public Officials.

6.2 Gifts, Entertainment and Hospitality

Gifts

6.2.1 As a general rule, if Gifts are offered or received, they should be of **nominal value**, consist of promotional materials associated with Ditrolic Group's products, or customary items with reasonable cost. In principle, entertainment is provided for the purpose of creating goodwill, establishing trust in relationships and improving Ditrolic Group's image. These Gifts and courtesies should be made or extended only in circumstances necessary for Ditrolic Group's legitimate business purposes and only to business contacts directly related to the Ditrolic Group's business. Ditrolic Group accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- a. It is not above the value of MYR1000.
- b. It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- c. It is not made with the suggestion that a return favour is expected.
- d. It is in compliance with the MACC Act.
- e. It is given in the name of the company, not in an individual's name.
- f. It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- g. It is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).
- h. It is of an appropriate type and value and given at an appropriate time, considering the reason for the gift.
- i. It is given/received openly, not secretly.
- j. It is not selectively given to a key, influential person, clearly with the intention of influencing them (whether directly or not).
- k. It is not offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the Compliance Officer.

- 6.2.2 Where it is inappropriate to decline the offer of a gift (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the Compliance Officer, who will assess the circumstances.
- 6.2.3 Ditrolic Group recognizes that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.
- 6.2.4 As a good practice, any gifts given and received should always be disclosed to the Compliance Officer.
- 6.2.5 The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the Compliance Officer should be sought.
- 6.2.6 If any Employee considers the Gift or proposal for any indirect payment is in breach of this Policy, you must politely decline or return it to the giver and explain that Ditrolic Group does not allow you to receive such Gifts. The Employee must report the incident immediately to the Compliance Officer.

Entertainment and Hospitality

- 6.2.7 Employees should not provide money to the business contacts to make their own meal, entertainment or travel arrangements. Employees should also exercise care and judgment in selecting entertainment which does not adversely affect the reputation or interests of Ditrolic Group.
- 6.2.8 Employees cannot provide to or receive entertainment from any Third Party, and a Third Party cannot provide or receive entertainment from Employees if:
 - a. the entertainment is to induce or influence or with the intention to induce or influence the Third Party's acts or decisions for the purpose of securing any improper advantage for Ditrolic Group;
 - b. the entertainment creates the appearance (or an implied obligation) that the one who sponsors the entertainment is entitled to preferential treatment, an award of business, better prices or improved terms of purchase;
 - c. the entertainment can be viewed as excessive, extravagant, or lavish in the context of the business occasion;
 - d. the provider or receiver knows that the Third Party is not permitted to give or receive such entertainment; and
 - e. any entertainment prohibited by law.

6.3 Facilitation Payments and Kickbacks

- 6.3.1 Ditrolic Group does not accept and will not make any form of facilitation payments of any nature. We recognize that facilitation payments are a form of bribery that involves expediting or

facilitating the performance of a public official for a routine governmental action.

6.3.2 Ditrolic Group does not allow kickbacks to be made or accepted. We recognize that kickbacks are typically made in exchange for a business favour or advantage.

6.3.3 In the event that the Employees may face a situation where avoiding a facilitation payment or kickback may put their/their family's personal security at risk, the following steps must be taken:

- a. Keep any amount to the minimum;
- b. Ask for a receipt, detailing the amount and reason for the payment;
- c. Create a record concerning the payment;
- d. Report this incident to your superior and the Compliance Officer.

6.4 Political Contributions

6.4.1 Ditrolic Group will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognize this may be perceived as an attempt to gain an improper business advantage.

6.5 Charitable Contributions

6.5.1 Employees must take particular caution when providing and receiving donations or any charitable donations on behalf of Ditrolic Group or in Ditrolic Group's name, as donations can be used to disguise bribes. Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

6.5.2 Prior written approval of the Compliance Officer must be obtained in the event that donation is provided on behalf of Ditrolic Group or in Ditrolic Group's name.

6.5.3 Ditrolic Group accepts (and indeed encourages) the act of donating to registered charities or official organisations – whether through services, knowledge, time, or direct financial contributions (cash or otherwise). However, any charitable contributions should be made in good faith to an official organisation and disclosed publicly when require to, without bribery or corrupt intent.

6.5.4 Contributions and sponsorships should not be related to a business transaction. Any charitable contributions or sponsorships in monetary form should also be given only to registered charities or official organisations, and not to an individual.

6.5.5 Ditrolic Group agrees to disclose all charitable contributions it makes. We will ensure that all charitable donations made are legal and ethical under local laws and practices

6.6 Public Body or Public Officials

6.6.1 Ditrolic Group prohibits:

- a. any giving of Gratification to any Individual in the Public Body, which may create an appearance of impropriety or give rise to the perception or suspicion of any corrupt conduct or where such activity may be misunderstood by others as Bribery; and
- b. receiving any form of Gratification from any Individual in the Public Body that might influence, or appear to influence business decisions favouring any Employee or Third Party against the best interest of Ditrolic Group.

6.6.2 Any Gifts received from any Individual in the Public Body which is not in the nature of commemorative gifts shall be strictly prohibited. If refusal or a return of the Gifts cannot be facilitated at the time of receipt by reason of potentially creating severe embarrassment to the giver where such gifts are presented publicly, the Employee shall disclose the same to the Employees' superior and Compliance Officer at the next available opportunity.

7. RED FLAGS

7.1 The following is a list of "red flags" that may indicate the possible existence of corrupt practices and should be kept in mind by all those subject to this Policy:-

- a. Facilitation payments to government official(s) to speed up a basic administrative task;
- b. Unusually large commission payments or commission payments where the agent does not appear to have provided significant services;
- c. Payments to be made through third party countries or to offshore accounts;
- d. Not following Ditrolic Group policies or procedures – abusing the decision-making process;
- e. Unexplained preference for certain contractors or suppliers;
- f. Invoices rendered or paid in excess of contractual amounts;
- g. Where an Employee or Third Party has asked to make payment to a bank account not registered in its name or appears to be unrelated;
- h. There have been public accounts in the media of actual or suspected improper conduct by Employees or Third Party; and
- i. A refusal by any Employees, Third Party or other intermediaries to comply with anti-corruption laws and standards.

7.2 The list is not exhaustive and you should be alert to other indicators which may raise a suspicion or corrupt activity.

8. COMPLIANCE WITH APPLICABLE FOREIGN LAWS

- 8.1 When dealing with business transactions involving the Ditrolic Group out of Malaysia, Employees shall comply with anti-bribery and corruption laws, and other applicable laws of such relevant jurisdictions.
- 8.2 Given the multi-jurisdictional nature of Ditrolic Group's businesses, this Policy adopts widely accepted standards recognised in various jurisdictions ("**widely accepted standards**") including:
- 8.2.1 Foreign Corrupt Practices Act ("**FCPA**") (i.e. Federal law of the United States of America);
 - 8.2.2 Bribery Act 2010.
 - 8.2.3 Other provisions and standards defined as 'Compliance Laws' as may be applicable to the Ditrolic Group, as defined in 4.1.4 above, which can also be found in Appendix B.
- 8.3 In relation to Anti-Corruption Laws, in particular to Bribery offences:
- 8.3.1 Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so as to intentionally induce or influence an action or decision. This includes a situation where the advantage is intended to reward a person for the improper performance of a function or activity. This also includes a case whereby the person offering the value or advantage knows or believes that the acceptance of the advantage would itself be improper performance of a function or activity. A 'function or activity' would include:
 - a. any function of a public nature,
 - b. any activity connected with a business,
 - c. any activity performed in the course of a person's employment,
 - d. any activity performed by or on behalf of a body of persons (whether corporate or unincorporate)
 - 8.3.2 Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law. An attempt to commit bribery is also an offence.
 - 8.3.3 Employees must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe a Member of Parliament, public official and/or foreign public official anywhere in the world. This includes not influencing any act or decision of such Member of Parliament, public official and/or foreign official in his official capacity.
 - 8.3.4 Failing to prevent bribery is an offence. If a person associated with a commercial organization bribes another person intending to obtain or retain business, or an advantage in the conduct of business, an offence is committed.

9. EMPLOYEE RESPONSIBILITIES AND PRACTICAL GUIDANCE

- 9.1 As an employee of Ditrolic Group, you must ensure that you read, understand, and comply with the information contained within this Policy,

and with any training or other anti-bribery and anti-corruption information you are given.

- 9.2 All Employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this Policy.
- 9.3 If you have reason to believe or suspect that an instance of bribery, corruption and/gratification has occurred or will occur in the future that breaches this Policy, please report to the Compliance Officer or Audit and Risk Management Committee pursuant to Ditrolic Group's Whistleblowing Policy and/or depending on the nature of the concern, an officer of the Malaysian Anti-Corruption Commission or to a police officer.
- 9.4 If any Employee breaches this Policy, he/she may face disciplinary action and could face dismissal for gross misconduct. Ditrolic Group has the right to terminate a contractual relationship with an employee if he/she has committed a breach of this Policy.
- 9.5 For practical guidance, the following is a process for Employees and Third Parties to follow in rejecting and reporting the offer of a bribe, corruption and/or gratifications including the breach of this Policy:
 - 9.5.1 **Enquire:** Enquire as to the intention behind the requested payment or offer or gratification;
 - 9.5.2 **Refuse:** If any Employee or Third Party considers it to be a bribe, note that it would be against company policy for the Employees and/or Third Party to make the payment or accept the offer, and that the Employee or Third Party cannot discuss it further;
 - 9.5.3 **Reiterate:** If they continue to discuss the matter, the Employee or Third Party should reiterate the above position at (b), request that they stop, and then the Employee or Third Party should walk away; and
 - 9.5.4 **Report:** after the discussion, immediately report the matter in writing to the Anti-bribery Officer. You may disclose the incident following the reporting flow as stipulated in Ditrolic Group's Whistleblowing Policy.
- 9.6 It should be noted that it is an offence under **Section 25(1) of the MACC Act** on the failure of any persons to report to the authority when they have been solicited, whether directly or indirectly, for any bribe or gratification, whether received in their official capacity or in the course of their employment or outside of work.

10. WHAT HAPPENS IF I NEED TO RAISE A CONCERN?

- 10.1 This section of the Policy covers 4 areas:
 - a. How to raise a concern.
 - b. What to do if you are a victim of bribery or corruption.
 - c. Protection.
 - d. Consequences of a breach

10.2 How to raise a concern

10.2.1 Ditrolic Group encourages openness and transparency in its commitment to the highest standard of integrity and accountability.

10.2.2 If you suspect that there is an instance of bribery or corrupt activities occurring in relation to the Company and/or Ditrolic Group, any disclosures reported shall be first made in **writing** to the Compliance Officer or Audit and Risk Management Committee by submitting the whistleblower form to compliance@ditrolicenergy.com. Thereafter, the Compliance Officer shall acknowledge the receipt within **three (3) working days** from the date of receipt of such disclosure.

10.2.3 If you're uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should either submit the whistleblower form to compliance@ditrolicenergy.com, or speak to the Compliance Officer and/or any Director of the Company.

10.2.4 Ditrolic Group will familiarise all employees with its whistleblowing procedures so the Employees can vocalise their concerns swiftly and confidentially.

10.3 What to do if you are a victim of bribery or corruption

10.3.1 You must tell the Compliance Officer as soon as possible if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe in the near future, or if you have reason to believe that you are a victim of another corrupt activity.

10.4 Protection

10.4.1 If you refuse to accept a bribe, or you have reported a concern relating to potential act(s) of bribery or corruption, Ditrolic Group understands that you may feel worried about potential repercussions. Ditrolic Group will support anyone who raises concerns in good faith under this Policy.

10.4.2 Ditrolic Group will ensure that no one suffers any detrimental treatment as a result of refusing to accept a bribe, refusing to engage in other corrupt activities, or because you reported a concern relating to potential act(s) of bribery or corruption.

10.5 Consequences of a breach

10.5.1 Detrimental treatment refers to dismissal, disciplinary action, treats, or unfavourable treatment in relation to the concern the individual raised.

10.5.2 If you have reason to believe you've been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should inform your line manager or the Compliance Officer immediately.

11. TRAINING AND COMMUNICATION

- 11.1 Ditrolic Group will provide orientation briefing on this Policy as part of the induction process for all new Employees. Employees will also receive regular, relevant training on how to adhere to this Policy, and will be asked annually to formally accept that they will comply with this Policy.
- 11.2 This Policy and Ditrolic Group's zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any Third Parties at the outset of business relations, and as appropriate thereafter.
- 11.3 Ditrolic Group will provide relevant anti-bribery and corruption training to employees and/or Third Parties where we feel their knowledge of how to comply with the MACC Act needs to be enhanced.

12. RECORD KEEPING

- 12.1 Ditrolic Group will keep detailed and accurate financial records and will have appropriate internal controls in place to act as evidence for all payments made.
- 12.2 Ditrolic Group will declare and keep a written record of the amount and reasons for the gifts, entertainment or accepted and give. All gifts and acts of hospitality are subject to managerial review.

13. BOARD OF DIRECTORS AND SENIOR MANAGEMENT'S COMMITMENT

- 13.1 The Company's Board of Directors and Senior Management of the Company has overall responsibility for ensuring this Policy's compliance with Ditrolic Group's legal and ethical obligations, and all those under Ditrolic Group's control comply with it.
- 13.2 The Board of Directors and Senior Management of the Company shall ensure that these guidelines are followed in the following manner:
 - 13.2.1 **Top Level Commitment:** to ensure that it practices the highest level of integrity and ethics.
 - 13.2.2 **Risk Assessment:** to conduct comprehensive risk assessment periodically or where there is a change in law. If necessary, the Company may at its discretion conduct a risk assessment where there is a change in law or circumstance of the Company which requires a reassessment of corruption risks.
 - 13.2.3 **Undertake Control Measures:** to ensure this Policy is followed.
 - 13.2.4 **Systematic Review, Monitoring and Enforcement:** To consider appointing an external auditor to conduct an audit periodically to demonstrate that the Company is operating in compliance with its policies and procedures in relation to corruption.
 - 13.2.5 **Training and Communication:** - To provide its Employees and business associates with adequate training to ensure thorough understanding of this Policy.
- 13.3 The Compliance Officer has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness.

APPENDIX A

(EMPLOYEE ACKNOWLEDGEMENT FORM)

POLICY ACKNOWLEDGEMENT

(REQUIRED*)

1. Name of Employee:
2. Identification No./ Passport No.:
3. Position:
4. Date:
5. Anti-Bribery & Anti-Corruption Policy

- a. Revision : _____
- b. Revision Date : _____
- c. Description : _____
- d. Prepared by : _____
- e. Approved by : _____

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I read and understand the above-stated Policy.

I understand the confidentiality policy and pledge not to disclose confidential information.

I agree to comply with the above Policy

I Agree	
I Decline	

APPENDIX B

No.	Applicable Laws and Regulations	Description and Provisions
1.	(UK) Bribery Act 2010	<p>1 Offences of bribing another person</p> <p>(1) A person ("P") is guilty of an offence if either of the following cases applies.</p> <p>(2) Case 1 is where—</p> <p>(a) P offers, promises or gives a financial or other advantage to another person, and</p> <p>(b) P intends the advantage—</p> <p>(i) to induce a person to perform improperly a relevant function or activity, or</p> <p>(ii) to reward a person for the improper performance of such a function or activity.</p> <p>(3) Case 2 is where—</p> <p>(a) P offers, promises or gives a financial or other advantage to another person, and</p> <p>(b) P knows or believes that the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity.</p> <p>(4) In case 1 it does not matter whether the person to whom the advantage is offered, promised or given is the same person as the person who is to perform, or has performed, the function or activity concerned.</p> <p>(5) In cases 1 and 2 it does not matter whether the advantage is offered, promised or given by P directly or through a third party.</p> <p>2 Offences relating to being bribed</p> <p>(1) A person ("R") is guilty of an offence if any of the following cases applies.</p> <p>(2) Case 3 is where R requests, agrees to receive or accepts a financial or other advantage intending that, in consequence, a relevant function or activity should be performed improperly (whether by R or another person).</p>

(3) Case 4 is where—

(a) R requests, agrees to receive or accepts a financial or other advantage, and

(b) the request, agreement or acceptance itself constitutes the improper performance by R of a relevant function or activity.

(4) Case 5 is where R requests, agrees to receive or accepts a financial or other advantage as a reward for the improper performance (whether by R or another person) of a relevant function or activity.

(5) Case 6 is where, in anticipation of or in consequence of R requesting, agreeing to receive or accepting a financial or other advantage, a relevant function or activity is performed improperly—

(a) by R, or

(b) by another person at R's request or with R's assent or acquiescence.

(6) In cases 3 to 6 it does not matter—

(a) whether R requests, agrees to receive or accepts (or is to request, agree to receive or accept) the advantage directly or through a third party,

(b) whether the advantage is (or is to be) for the benefit of R or another person.

(7) In cases 4 to 6 it does not matter whether R knows or believes that the performance of the function or activity is improper.

(8) In case 6, where a person other than R is performing the function or activity, it also does not matter whether that person knows or believes that the performance of the function or activity is improper.

3 Function or activity to which bribe relates

(1) For the purposes of this Act a function or activity is a relevant function or activity if—

(a) it falls within subsection (2), and

(b) meets one or more of conditions A to C.

(2) The following functions and activities fall within this subsection—

(a) any function of a public nature,

(b) any activity connected with a business,

(c) any activity performed in the course of a person's employment,

(d) any activity performed by or on behalf of a body of persons (whether corporate or unincorporate).

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6 Bribery of foreign public officials

(1) A person ("P") who bribes a foreign public official ("F") is guilty of an offence if P's intention is to influence F in F's capacity as a foreign public official.

(2) P must also intend to obtain or retain—

(a) business, or

(b) an advantage in the conduct of business.

(3) P bribes F if, and only if—

(a) directly or through a third party, P offers, promises or gives any financial or other advantage—

(i) to F, or

(ii) to another person at F's request or with F's assent or acquiescence, and

(b) F is neither permitted nor required by the written law applicable to F to be influenced in F's capacity as a foreign public official by the offer, promise or gift.

		<p>(4) References in this section to influencing F in F’s capacity as a foreign public official mean influencing F in the performance of F’s functions as such an official, which includes—</p> <p>(a) any omission to exercise those functions, and</p> <p>(b) any use of F’s position as such an official, even if not within F’s authority.</p> <p>(5) “Foreign public official” means an individual who—</p> <p>(a) holds a legislative, administrative or judicial position of any kind, whether appointed or elected, of a country or territory outside the United Kingdom (or any subdivision of such a country or territory),</p> <p>(b) exercises a public function—</p> <p>(i) for or on behalf of a country or territory outside the United Kingdom (or any subdivision of such a country or territory), or</p> <p>(ii) for any public agency or public enterprise of that country or territory (or subdivision), or</p> <p>(c) is an official or agent of a public international organisation.</p> <p>(6) “Public international organisation” means an organisation whose members are any of the following—</p> <p>(a) countries or territories,</p> <p>(b) governments of countries or territories,</p> <p>(c) other public international organisations,</p> <p>(d) a mixture of any of the above.</p> <p>(7) For the purposes of subsection (3)(b), the written law applicable to F is—</p> <p>(a) where the performance of the functions of F which P intends to influence would be subject to the law of any part of the United Kingdom, the law of that part of the United Kingdom,</p>
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(b) where paragraph (a) does not apply and F is an official or agent of a public international organisation, the applicable written rules of that organisation,

(c) where paragraphs (a) and (b) do not apply, the law of the country or territory in relation to which F is a foreign public official so far as that law is contained in—

(i) any written constitution, or provision made by or under legislation, applicable to the country or territory concerned, or

(ii) any judicial decision which is so applicable and is evidenced in published written sources.

(8) For the purposes of this section, a trade or profession is a business.

Failure of commercial organisations to prevent bribery

7 Failure of commercial organisations to prevent bribery

(1) A relevant commercial organisation ("C") is guilty of an offence under this section if a person ("A") associated with C bribes another person intending—

(a) to obtain or retain business for C, or

(b) to obtain or retain an advantage in the conduct of business for C.

(2) But it is a defence for C to prove that C had in place adequate procedures designed to prevent persons associated with C from undertaking such conduct.

(3) For the purposes of this section, A bribes another person if, and only if, A—

(a) is, or would be, guilty of an offence under section 1 or 6 (whether or not A has been prosecuted for such an offence), or

(b) would be guilty of such an offence if section 12(2)(c) and (4) were omitted.

(4) See section 8 for the meaning of a person associated with C and see section 9 for a duty on the Secretary of State to publish guidance.

		<p>(5) In this section— “partnership” means—</p> <p>(a) a partnership within the Partnership Act 1890, or</p> <p>(b) a limited partnership registered under the Limited Partnerships Act 1907, or a firm or entity of a similar character formed under the law of a country or territory outside the United Kingdom,</p> <p>“relevant commercial organisation” means—</p> <p>(a) a body which is incorporated under the law of any part of the United Kingdom and which carries on a business (whether there or elsewhere),</p> <p>(b) any other body corporate (wherever incorporated) which carries on a business, or part of a business, in any part of the United Kingdom,</p> <p>(c) a partnership which is formed under the law of any part of the United Kingdom and which carries on a business (whether there or elsewhere), or</p> <p>(d) any other partnership (wherever formed) which carries on a business, or part of a business, in any part of the United Kingdom, and, for the purposes of this section, a trade or profession is a business.</p>
2.	<p>(USA) Foreign Corrupt Practices Acts of 1977</p>	<p><u>PROHIBITED FOREIGN TRADE PRACTICES BY DOMESTIC CONCERNS</u></p> <p>SEC. 104. [15 U.S.C. 78dd-2] (a) PROHIBITION.— It shall be unlawful for any domestic concern, other than an issuer which is subject to section 30A of the Securities Exchange Act of 1934, or for any officer, director, employee, or agent of such domestic concern or any stockholder thereof acting on behalf of such domestic concern, to make use of the mails or any means or instrumentality of interstate commerce corruptly in furtherance of an offer, payment, promise to pay, or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to—</p> <p>(1) any foreign official for purposes of—</p> <p>(A) (i) influencing any act or decision of such foreign official in his official capacity,</p>

		<p>(ii) inducing such foreign official to do or omit to do any act in violation of the lawful duty of such official, or</p> <p>(iii) securing any improper advantage; or</p> <p>(B) inducing such foreign official to use his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist such domestic concern in obtaining or retaining business for or with, or directing business to, any person;</p> <p>(2) any foreign political party or official thereof or any candidate for foreign political office for purposes of—</p> <p>(A)(i) influencing any act or decision of such party, official, or candidate in its or his official capacity, (ii) inducing such party, official, or candidate to do or omit to do an act in violation of the lawful duty of such party, official, or candidate, or (iii) securing any improper advantage; or</p> <p>(B) inducing such party, official, or candidate to use its or his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist such domestic concern in obtaining or retaining business for or with, or directing business to, any person; or</p> <p>(3) any person, while knowing that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to any foreign official, to any foreign political party or official thereof, or to any candidate for foreign political office, for purposes of—</p> <p>(A)(i) influencing any act or decision of such foreign official, political party, party official, or candidate in his or its official capacity, (ii) inducing such foreign official, political party, party official, or candidate to do or omit to do any act in violation of the lawful duty of such foreign official, political party, party official, or candidate, or (iii) securing any improper advantage; or</p> <p>(B) inducing such foreign official, political party, party official, or candidate to use his or its influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist such issuer in obtaining or retaining business for or with, or directing business to, any person.</p> <p>...</p>
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SEC. 104A. [15 U.S.C. 78dd-3]

PROHIBITED FOREIGN TRADE PRACTICES BY PERSONS OTHER THAN ISSUERS OR DOMESTIC CONCERNS.

(a) PROHIBITION.—

It shall be unlawful for any person other than an issuer that is subject to section 30A of the Securities Exchange Act of 1934 or a domestic concern (as defined in section 104 of this Act), or for any officer, director, employee, or agent of such person or any stockholder thereof acting on behalf of such person, while in the territory of the United States, corruptly to make use of the mails or any means or instrumentality of interstate commerce or to do any other act in furtherance of an offer, payment, promise to pay, or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to—

(1) any foreign official for purposes of—

(A)(i) influencing any act or decision of such foreign official in his official capacity, (ii) inducing such foreign official to do or omit to do any act in violation of the lawful duty of such official, or (iii) securing any improper advantage; or

(B) inducing such foreign official to use his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist such person in obtaining or retaining business for or with, or directing business to, any person;

(2) any foreign political party or official thereof or any candidate for foreign political office for purposes of—

(A)(i) influencing any act or decision of such party, official, or candidate in its or his official capacity, (ii) inducing such party, official, or candidate to do or omit to do an act in violation of the lawful duty of such party, official, or candidate, or (iii) securing any improper advantage; or

(B) inducing such party, official, or candidate to use its or his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist such person in obtaining or retaining business for or with, or directing business to, any person; or

		<p>(3) any person, while knowing that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to any foreign official, to any foreign political party or official thereof, or to any candidate for foreign political office, for purposes of—</p> <p>(A)(i) influencing any act or decision of such foreign official, political party, party official, or candidate in his or its official capacity, (ii) inducing such foreign official, political party, party official, or candidate to do or omit to do any act in violation of the lawful duty of such foreign official, political party, party official, or candidate, or (iii) securing any improper advantage; or</p> <p>(B) inducing such foreign official, political party, party official, or candidate to use his or its influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist such person in obtaining or retaining business for or with, or directing business to, any person.</p>
3.	<p>(SG) Prevention of Corruption Act 1960</p>	<p>Bribery of Member of Parliament</p> <p>11. Any person —</p> <p>(a) who offers any gratification to a Member of Parliament as an inducement or reward for such Member’s doing or forbearing to do any act in his capacity as such Member; or</p> <p>(b) who being a Member of Parliament solicits or accepts any gratification as an inducement or a reward for his doing or forbearing to do any act in his capacity as such Member,</p> <p>shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$100,000 or to imprisonment for a term not exceeding 7 years or to both.</p> <p>Bribery of member of public body</p> <p>12. A person —</p> <p>(a) who offers any gratification to any member of a public body as an inducement or reward for —</p> <p>(i) the member’s voting or abstaining from voting at any meeting of the public body in favour of or against any measure, resolution or question submitted to that public body;</p>

		<p>(ii) the member's performing, or abstaining from performing, or his aid in procuring, expediting, delaying, hindering or preventing the performance of, any official act; or</p> <p>(iii) the member's aid in procuring or preventing the passing of any vote or the granting of any contract or advantage in favour of any person; or</p> <p>(b) who, being a member of a public body, solicits or accepts any gratification as an inducement or a reward for any such act, or any such abstaining, as is referred to in paragraph (a)(i), (ii) and (iii),</p> <p>shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$100,000 or to imprisonment for a term not exceeding 7 years or to both.</p>
4.	(SG) Penal Code	<p>CHAPTER IX OFFENCES BY OR RELATING TO PUBLIC SERVANTS</p> <p>Public servant taking a gratification other than legal remuneration, in respect of an official act. 161. Whoever, being or expecting to be a public servant, accepts or obtains, or agrees to accept or attempts to obtain, from any person, for himself or for any other person, any gratification whatever, other than legal remuneration, as a motive or reward for doing or forbearing to do any official act, or for showing or forbearing to show, in the exercise of his official functions, favour or disfavour to any person, or for rendering or attempting to render any service or disservice to any person, with the Government, or with any Member of Parliament or the Cabinet, or with any public servant as such, shall be punished with imprisonment for a term which may extend to 3 years, or with fine, or with both.</p> <p>Taking a gratification in order, by corrupt or illegal means, to influence a public servant. 162. Whoever accepts or obtains, or agrees to accept or attempts to obtain, from any person, for himself or for any other person, any gratification whatever, as a motive or reward for inducing, by corrupt or illegal means, any public servant to do or to forbear to do any official act, or in the exercise of the official functions of such public servant to show favour or disfavour to any person, or to render or attempt to render any service or disservice to any person with the Government, or with any Member of Parliament or the Cabinet, or with any public servant, as such, shall be punished with imprisonment for a term which may extend to 3 years, or with fine, or with both.</p> <p>Taking a gratification, for the exercise of personal influence with a public servant. 163. Whoever accepts or obtains, or agrees to accept or attempts to obtain, from any person, for himself or for any other person, any gratification whatever, as a motive or reward for inducing, by the exercise of personal influence, any public servant to do or to forbear to do any official act, or in the exercise of the official functions of such public servant to show favour or disfavour to any person, or to render or attempt to render any service or disservice to</p>

any person with the Government, or with any Member of Parliament or the Cabinet, or with any public servant, as such, shall be punished with imprisonment for a term which may extend to one year, or with fine, or with both.

Punishment for abetment by public servant of the offences above defined.

164. Whoever, being a public servant, in respect of whom either of the offences defined in sections 162 and 163 is committed, abets the offence, shall be punished with imprisonment for a term which may extend to 3 years, or with fine, or with both.

Public servant obtaining any valuable thing, without consideration, from person concerned in any proceeding or business transacted by such public servant.

165. Whoever, being a public servant, accepts or obtains, or agrees to accept or attempts to obtain, for himself or for any other person, any valuable thing, without consideration, or for a consideration which he knows to be inadequate, from any person whom he knows to have been, or to be, or to be likely to be concerned in any proceedings or business transacted, or about to be transacted, by such public servant, or having any connection with the official functions of himself or of any public servant to whom he is subordinate, or from any person whom he knows to be interested in or related to the person so concerned, shall be punished with imprisonment for a term which may extend to 2 years, or with fine, or with both.