



MAPA GROUP ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

1. Introduction

Mapa Group (“**the Company**”) is committed to conducting all business dealings with integrity and fairness wherever it operates. This means avoiding practices of bribery and corruption of all forms in the Company’s operations. The Company adopted a *zero-tolerance approach* against all forms of bribery and corruption and takes a strong stance against such acts. The Company is certified *ISO 37001:2016 Anti-bribery Management Systems* and complies with all the requirements of this standard.

The Company’s **Anti-Corruption and Anti-Bribery Policy** (“**this Policy**”) strengthens the core principles set out in the other Company’s policies and procedures. The content provided within this Policy may be extended to cover all circumstances relating to bribery and corruption. Compliance to this Policy is mandatory and will be monitored with a principle-based approach.

2. Purpose

The purpose of this Policy is to set out the Company’s responsibilities, and of those working for us, in observing and upholding our *zero-tolerance* position on bribery and corruption; and provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

The Company values integrity as the core principle in the Company’s policies and procedures. Each employee shall uphold high levels of integrity, personal and professional values in all business interactions and decisions.

This Policy shall be applied in conjunction with the Company’s policies and procedures and the legislation in force.

3. Scope

This Policy applies to all employees, directors, officers, shareholders of the Company, representatives or any other persons who may act on behalf of the Company, as well as business partners (consultants, suppliers, contractors, agents) or any other person associated with us, to the extent applicable. The Company expects and takes necessary steps to ensure that employees, shareholders, business partners and briefly all its stakeholders act in line with this Policy in their relationship with the Company.

Each of our employees is expected to read and become familiar with the ethical standards described in this Policy and may be required, from time to time, to affirm his or her agreement to adhere to such standards by signing the Acknowledgement and Compliance Certificate that appears at the end of this Policy. For other stakeholders of the Company, similar certificates may be issued and signed, as required.

4. Recognition of Local and International Legislation

The Company is committed to conducting its business ethically and in compliance with all applicable laws and regulations, as well as local and international applicable legislation prohibiting bribery and corruption (including the *UK Bribery Act 2010*, *US Foreign Corrupt Practices Act 1977*, *Anti-Money Laundering Laws*) and international treaties (*OECD Anti-Bribery Convention*), to the extent applicable to the relevant transaction. In cases of conflict between mandatory law and the principles contained in this Policy, the mandatory law shall prevail.

5. Definition of Bribery

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision. This refers to improper advantage. The improper advantage is an advantage to which a party would not otherwise be entitled if the individual influenced by such party, did not act in violation of his or her duty to enable such advantage.

A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.

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.

Corruption is the abuse of entrusted power for personal gain.

6. Zero Tolerance Approach to Bribery and Corruption

a) All forms of bribery and corruption are prohibited. The Company upholds *a zero tolerance approach*. Employees must not engage in any form of bribery. Employees must not participate in any corrupt activity, such as extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.

b) Bribery may take the form of exchange of money, goods, services, property, privilege, employment position or preferential treatment. Employees shall not, therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit of the Company or the persons involved in the transaction.

c) This Policy applies equally to its business dealings with commercial (private sector) and government (public sector) entities and includes interactions with their directors, employees, agents and other appointed representatives at all levels. Even the perception of bribery is to be avoided.

d) This Policy applies to all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions.

e) No employee will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes or other illicit behaviour, even if such refusal may result in the Company losing business or experiencing a delay in business operations.

f) The Company recognises the value of integrity in its employees and directors. The Company's recruitment, training, performance evaluation, remuneration, recognition and promotion for all employees, shall be designed to recognise integrity. The Company conducts *due diligence* on employee who holds or may be holding exposed positions.

Exposed Position: means a staff position identified as vulnerable to bribery through a risk assessment. Such positions may include but are not limited to any role involving procurement or contract management; financial approvals; human resource; relations with government officials or government departments; sales; positions where negotiation with an external party is required; or other positions which the Company has identified as vulnerable to bribery.

g) The Company does not offer employment to prospective employees in return for previous favour/ in exchange of improper favour.

h) The Company awards contracts and employee positions purely based on merits. Support letters in all forms shall not be recognised as part of the business decision making process.

7. Gifts and Hospitality

The Company 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 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.
- b). It is not made with the suggestion that a return favour is expected.
- c). It is in compliance with local law.
- d). It is given in the name of the company, not in an individual's name.
- e). It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- f). 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).
- g). It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- h). It is given/received openly, not secretly.
- i). It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- j). It is not above a certain excessive value, as pre-determined by the Company's Board of Directors (usually in excess of **\$50**). The pre-determined value may be different depending on the region and country.

Any gift, hospitality to be given or received or other expense to be made which exceeds **\$50** for any individual or event or that exceeds **\$200** for any individual or event in the aggregate in any given calendar year must be pre-approved by the Compliance Officer.

The predetermined values above written are subject to adjustment according to the culture and economic situation of the countries in which our Company operates.

- k). It is not offered to, or accepted from, a government official or representative or politician or political party, without the prior approval of the Company's Compliance Officer.

Where it is uncertain about whether something is a bribe or a gift or act of hospitality, the concerned person must seek further advice from the Company's Compliance Officer.

Where it is inappropriate to decline the offer of a gift (i.e. when meeting with an individual of a certain culture/ culture who may take offence), the gift may be accepted so long as it is declared to the Company's Compliance Officer, who will assess the circumstances.

The Company recognises 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.

As a good practice, gifts given and received should always be disclosed to the Company's Compliance Officer. Gifts from suppliers, subcontractors should always be disclosed.



The intention behind a gift being given/ received should always be considered. If there is any uncertainty, the advice of the Company's Compliance Officer should be sought.

8. Facilitation Payments

Facilitation payments are usually defined as payments made to expedite or facilitate the performance of a public official for a non-discretionary, routine governmental action.

The Company does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action.

9. Kickbacks

Kickbacks are the sellers' return of part of an item's purchase price to a buyer or buyer's representative to induce a purchase or improperly influence future purchases. The Company does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.

The Company recognises that, despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their/ their family's personal security at risk. Under these circumstances, 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 line manager.

10. Political Contributions

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

11. Charitable Contributions

The Company accepts (and indeed encourages) the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes.

Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/ made without the approval of the Board of Directors.

It is acknowledged that the practice of business gifts and donation varies between countries, and what may be deemed as acceptable in one country may not be in another. The executives of divisions, regions, countries are therefore encouraged to develop further guidelines cascading from this Policy, to streamline thresholds and develop specific requirements applicable to the respective division, region, country.

12. Responsibilities of Business Associates

Business Associates mean an external party with whom the Company has, or plans to establish, some form of the business relationship. This primarily includes counterparties and business partners, i.e. clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors.

- a) As part of the Company's commitment to combat bribery, the Company expects all Business Associates to refrain from bribery.
- b) If suspicion of bribery and corruption arises in the dealings with any Business Associate, the Company shall seek an alternative provider of the services goods.
- c) The Company expects all Business Associates acting on behalf of the Company to contractually agree to refrain from bribery and corruption.
- d) If the Company is not satisfied that bribery and corruption prevention has been upheld, *due diligence* shall be undertaken with regards to any Business Associate intending to act on the Company's behalf.
- e) The extent of the *due diligence* should be risk-based and shall include a bribery risk assessment. *Due diligence* may include a search through relevant databases, checking for relationships with public officials, and documenting the reasons for choosing one particular Business Associate over another.
- f) The Company shall endeavour to include clauses in all contracts enabling the Company to terminate any contract in which bribery or corruption has been observed.
- g) In ensuring that the Business Associate adhere to industry best practice and accepted standards of behaviour, Business Associates may be required to issue and sign mutual recognition statement, where deemed necessary based on circumstantial requirements. Where the requirements may not be immediately apparent, the Chief Compliance Officer shall be consulted.
- h) Guidance and standards for appropriate practices and behaviours are expected to also be regulated to prevent corrupt practices. Where the requirements may not be immediately apparent, the Chief Compliance Officer shall be consulted.

13. Responsibilities of Employees

Employees are responsible for understanding and complying with this Policy.

In particular, the role of all employees includes the following:

- Ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.
- Be familiar with applicable requirements and directives of this Policy and communicate them to subordinates;
- Be responsible for the prevention, detection, and reporting of bribery and other forms of corruption, the employees are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.
- Promptly record all transactions and payments accurately and in reasonable detail;

- Always raise suspicious transactions to immediate superiors for guidance on the next course of action.
- If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify the Chief Compliance Officer.
- Promptly report violations or suspected violations through appropriate channels;
- Promptly complete the Company's policies and procedures trainings and assessments, as well as attest to comply every year.
- If any employee breaches this Policy, they will face disciplinary action and could face dismissal for gross misconduct. The Company has the right to terminate a contractual relationship with an employee if they breach this Policy.

14. Conflict of Interest

Conflicts of interest arise in situations where there is a personal interest that might be considered to interfere with that person's objectivity when performing duties or exercising judgement on behalf of the Company. Employees should avoid or deal appropriately with situations in which personal interest could conflict with obligations or duties. Employees must not use their position, official working hours, Company resources and assets for personal gain or to the Company's disadvantage. In situations where confronted with such conflict, employees are required to inform the Chief Compliance Officer.

15. Interactions with Government Officials or Politically Exposed Persons (PEP):

Government Official: may include anyone, regardless of rank or title, who is: • An officer or employee of any local, provincial or national government, including government agencies (for example, members of parliament, police officers, firefighters, members of the military, tax authorities, customs inspectors, food and drug agency regulators, etc.); • A director, officer, representative, agent or employee of any government-owned or controlled business or company; • Any person with the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary or advisory positions; • An officer or employee of a public international organization (for example, the United Nations, International Olympic Committee, International Red Cross, World Bank, etc.); • Any person acting in an official capacity or on behalf of any government or public international organization (for example, an official advisor to a government); • Any officer or employee of a political party; • Any candidate for political office; and • A close relative (for example, parent, sibling, spouse or child) of any of the above.

Politically Exposed Persons (PEP): refers to individuals who are or have been entrusted with prominent public functions, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, important political party officials, senior management of the international organizations, and family members and close associates of such persons.

All interactions with government officials must comply with this Policy and other policies of the Company and with all applicable laws, rules, and regulations. All such interactions must adhere to the Company's commitment to act in compliance with the highest ethical standards and to conduct business honestly and legally, and employees and third parties should not create the appearance of impropriety regardless of whether there was any improper intent.

Hiring and employment decisions must be based on virtue and should never be used to corruptly influence a Government Official or gain an improper advantage. It is also not permitted to hire or engage Government Officials or PEP's to gain improper advantage. Government Official and PEP's can only be hired or engaged

with to perform a service if and when the following criteria are met:

- a). There is a legitimate business purpose,
- b). The employment of the person does not lead to any improper appearance, indicating any opinion that the person is hired in exchange for a business advantage or improper action,
- c). The person to be employed or engaged with objectively has sufficient qualifications required for the relevant position, and
- d). The compensation and benefit package is reasonable and in conformity with the work and person's qualifications.

16. Anti-Corruption and Anti-Bribery Compliance

- a) Chief Compliance Officer shall have the oversight of the implementation of compliance controls related to this Policy.
- b) Chief Compliance Officer shall conduct regular risk assessments to identify the bribery and corruption risks potentially affecting the Company. Chief Compliance Officer 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.
- c) Chief Compliance Officer shall be the independent authority to act effectively against bribery, including initiating investigations deemed necessary based on reasonable cause for suspicion. The Chief Compliance Officer shall maintain a direct reporting line to the Company Chief Executive Officer and Board of Directors.
- d) Chief Compliance Officer 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 that present during the course of operations.

17. Record Keeping

The Company will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence for all payments made. The Company will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given, and understand that gifts and acts of hospitality are subject to managerial review.

18. Awareness and Training

- a) The Company conducts awareness programs for all employees to refresh awareness of anti-bribery and anti-corruption measures, and to continuously promulgate integrity and ethics. This includes the online Company's policies and procedures training, assessment and attestation.
- b) The employees shall complete trainings on the Company's policies and procedures, and this Policy. They are expected to pass the assessment at the end of the training and attest that the Company's policies and procedures shall be complied with in the course of his/ her employment.
- c) The Company provides anti-bribery and anti-corruption training to:
 - New recruits; and

- Employees promoted/ transferred to Exposed Positions.
 - Periodically repeated training to current workers
- d) Chief Compliance Officer may at any time recommend that certain trainings be repeated to any employee/group of employees in any operating division, region, country, if deemed necessary based on circumstantial requirements.
- e) Company Human Resources shall maintain all records of trainings in collaboration with the Chief Compliance Officer.

19. Reporting of Policy Violations: Speak Up/ Ethics Hotline/ Whistleblowing Channel

Employees who encounter actual or suspected violations of this Policy are required to report their concerns. Each employee has a responsibility to ensure that suspected-bribery and corruption incidents are reported promptly. The Company practices an open-door policy and encourages all employees to share concerns and suggestions with superiors and colleagues who are able to address them in an appropriate manner. The Company's policies and procedures set out secured whistleblowing channel below :

Emails to complianceaudit@mapa.group

Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.

Whistleblowers Rights: The Company assures that there will be no retaliation or repercussions on the employee for making genuine reports on violation of this Policy, even if further investigation reveals that the employee is mistaken regarding the facts, rules and procedures involved. Any genuine reports made will be kept strictly confidential and only informed to persons on a need-to-know basis to safeguard the interests of the Company and also to ensure that any processes undertaken will not be compromised.

The Company promise that it will not retaliate against a whistleblower and will protect whistleblowers against retaliation. This includes, but is not limited to, ***protection from retaliation*** in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm.

Any whistleblower who believes he/she is being retaliated against must contact the Human Resources Director and Chief Compliance Officer immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

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 the Chief Compliance Officer. The Company will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act of bribery or corruption.

20. Monitoring and Reviewing

The Chief Compliance Officer is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. The Chief Compliance Officer will assess its suitability, adequacy, and effectiveness. Such monitoring exercises may be conducted either independently by the Company and/or in collaboration with the external consultants. Non-compliance identified through monitoring or identified through other risk assessments undertaken shall be reported to the Chief Executive Officer and Board of Directors.

Internal control systems and procedures designed to prevent bribery and corruption are subject to regular



audits to ensure that they are effective in practice.

21. Sanctions for Non-Compliance

- a) The Company 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 Company’s interests have been harmed as a result of non-compliance.
- b) The Company shall notify the relevant regulatory authority if any identified bribery or corruption incidents have been proven beyond a reasonable doubt.
- c) Where the notification to the relevant regulatory authorities has been done, the Company shall provide full co-operation to the said regulatory authorities, including further action that such regulatory authority may decide to take against convicted employees.

22. Continuous Improvement

The Company is committed to continually improving its policies and procedures relating to anti-bribery and anti-corruption. The Company may therefore endeavour to develop further integrity measures to ensure that the Company’s anti-bribery procedures as adequate.

Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the Chief Compliance Officer.

This Policy will be updated, amended or revised from time to time to improve its effectiveness, ensure its adequacy in implementation and enforcement, subject to the approbation of the Board of Directors.

EXHIBIT 1 ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY

I have read and understood **Mapa Group Anti-Corruption and Anti-Bribery Policy** (the “Policy”). I certify to Mapa Group that I am not in violation of this Policy and I will adhere in all respects to the ethical standards described in the Policy.

I further confirm my understanding that any violation of the Policy will subject me to appropriate disciplinary action, which may include oral or written warnings, demotion, transfer, suspension or dismissal for cause, subject to applicable procedural requirements. I understand that even a failure to report such any known or reasonably suspected violation may, by itself, subject me to disciplinary action.

I undertake to report any circumstance or situation which may occur in the future which would have to be disclosed in accordance with this Policy.

Signature

Date: _____

Name: _____

Position: _____