



Anti-Bribery and Corruption Policy

No. of pages:	8
Version:	Version 1.0 (01 August 2015)
Version:	Version 2.0 (17 April 2017)
Version:	Version 3.0
Date:	27 November 2020

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1. Introduction

RGB International Bhd. and its subsidiaries (“**RGB**”) adopt a zero-tolerance approach towards bribery and corruption and are committed to conducting all aspects of their business professionally, fairly and with integrity wherever they operate. In upholding this commitment, RGB undertakes to develop, implement and enforce sound practices to prevent acts of bribery and corruption.

1.1 Purpose

This Anti-Bribery and Corruption Policy (“**Policy**”) establishes RGB’s standards for compliance with The Malaysian Anti-Corruption Commission Act 2009 (“**MACC Act**”) and other anti-bribery and corruption laws, such as U.S. Foreign Corrupt Practices Act 1977 (“**FCPA**”), UK Bribery Act 2010 (“**UK Bribery Act**”) and international conventions in countries where RGB engages in business transactions. If local laws or regulations have stricter requirements, these supersede the requirements stated in this Policy.

This Policy should be read in conjunction with RGB’s *Code of Ethics and Conduct, Whistleblowing Policy, Sustainability Policy* and other general management policies.

1.2 Scope of application

This Policy is integrated with the obligations which RGB is already subject to by virtue of the applicable laws and regulations and in conjunction with existing policies and procedures in place.

This Policy thereby applies equally to all individuals, including directors and senior managers and employees (whether permanent or temporary) of RGB. Although this Policy is specifically written for RGB directors and employees, RGB expects that agents, consultants, suppliers, vendors and any third party intermediaries or representatives performing work or services for or on behalf of RGB will comply with it in relevant part when performing such transaction or services. Joint venture partners and the respective joint-venture companies in which RGB is a non-controlling co-venture as well as companies associated with RGB wherever located, are encouraged to adopt these or similar principles and standards. Each individual has a personal responsibility and obligation to conduct RGB’s business activities ethically and in compliance with the law.

1.3 Effective date

The Policy was initially enforced on 1 August 2015 (“**Effective Date**”) and various amendments were made as and when necessary thereon.

2. Policy Overview

In alignment with the MACC Act and other similar anti-bribery and corruption laws and regulations such as FCPA, UK Bribery Act in the jurisdictions that RGB operates, RGB strictly prohibits bribery or other improper payments in any of its business operations. This prohibition applies to all business activities, whether they involve government officials or are wholly commercial but is of particular importance when involving the former.

Improper payments prohibited by this policy include bribes, kickbacks, excessive gifts or entertainment, or any other payment made or offered to obtain an undue business advantage. These payments should

not be confused with reasonable and limited expenditures for gifts, business entertainment and other legitimate activities directly related to the conduct of RGB's business.

In summary, RGB, its directors, officers, employees and third parties **shall not**, either directly or indirectly through a third party:-

- (a) authorize, offer, or pay anything of value to any entity or individual in particular any government official, political party or candidate, hereinafter referred to as "Official" for the purpose of influencing or causing another person to influence any act or decision of the entity or individual in order to obtain or retain an advantage in the course of business;
- (b) authorize, offer or pay anything of value to any official to facilitate or expedite a routine procedure;
- (c) authorize, offer or pay anything of value while knowing or having reason to know that any portion of the payment will be used illegally;
- (d) demand, solicit or accept an improper payment;
- (e) falsify books and records; or
- (f) engage in any activity that might lead to a breach of this Policy.
- (g) RGB to formulate a comprehensive program for implementing this Policy, through appropriate guidance, training, investigation and oversight.

2.1 Key MACC Act Definitions

(i) Gratification

The MACC Act defines bribe as 'gratification', which includes both pecuniary and non-pecuniary bribes. Generally, gratification is defined as money, donation, gift, any valuable thing of any kind, any forbearance to demand any money or money's worth or valuable thing, any other service or favour of any kind, or any offer, undertaking or promise of any such gratifications.

(ii) Officer of a public body

Under the MACC Act, 'officer of a public body' is defined as any person who is a member, an officer, an employee or a servant of a public body. This includes 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.

A public body includes the federal government, state government, local authorities, and their departments, services and undertakings, companies or subsidiaries over which a public body has controlling power or interest, and various registered societies and trade unions.

3. Compliance Procedures

3.1 Gifts

The term “Gift” refers to anything of value given to show goodwill, friendship, appreciation or support. Giving or accepting gifts that could influence or appear to influence the business judgment of the recipient is not permitted by RGB and may incur criminal or civil penalties. However, exemption is given for gifts to business associates or customers for festivals and customary/national celebrations with prior approval from the relevant approving parties. Any employee who is offered/giving a gift in exchange for business or any type of service, must decline the offer and report to the respective Head of Department (“HOD”) and Compliance Officer or Compliance Committee immediately.

3.2 Meals, Travel and Entertainment

Expenses relating to meals, travel and entertainment can be given as long as not extravagant and as per approved authority limit. The provision of the meals, travel and entertainment shall be in compliance with the Policy.

3.2.1 Travel

Travel includes items such as airfare, accommodation and ground/ local transportation (i.e. to and from airport or business related events).

It is acceptable to incur travel expenses on behalf of any third parties if the travel expenses are bona fide/ legitimate, reasonable and directly related to the promotion, demonstration, or explanation of RGB products or services or to the execution or performance of a contract. The HOD and Compliance Committee shall review the nature of provision prior to the approval. Likewise, employees may accept travel expenses provided by third parties if the trip is for business purposes and prior approval has been obtained in writing from the HOD and Compliance Officer or Compliance Committee.

3.3 Charitable Donations and Sponsorships

RGB advocates that Corporate Social Responsibility (“CSR”) is a key to sustainability and as such engages in and encourages participation in CSR projects that benefit the community and environment. That being said, all contributions, donations and sponsorships must be carried out in compliance with RGB’s policies and procedures and not in violation of the MACC Act and any other applicable laws and regulations such as FCPA and UK Bribery Act.

Before making a commitment to a CSR activity, sponsorship or donation requested by external stakeholders, appropriate due diligence must first be conducted to ensure that the requests are legitimate and that the funds will not be utilised in contravention of this Policy. The due diligence conducted should also be sufficient to ascertain whether the proposed recipient is government-owned or has affiliations with an Official. Records should be kept of the due diligence procedures and outcome of the review. An Official is defined as any employees, agent or instrumentality of any government, including departments or agencies of a government, any organisation controlled by a government, political parties, or candidates for office.

3.4 Political Contributions

Political contributions encompass contributions to any political candidate for public office, any political party or official or any form of political campaign and can include monetary items, nonmonetary items as well as the use of company resources. As a matter of general policy, ***RGB does not make political contributions whether in cash or in-kind*** as this can be perceived as an attempt to gain an improper business advantage.

Employees may choose to make personal political contributions as appropriate at their own expense and in full compliance with applicable laws. ***RGB shall not compensate or reimburse any employee in any way for a personal political contribution.*** Employees are also **prohibited** from carrying out the following:-

- (a) using their position with RGB to try to influence any other person to make political contributions or to support politicians or their parties in any country; or
- (b) making any donation or incurring any expenditure using RGB resources to benefit any political campaign, party or politician in any country; or
- (c) using of company property including but not limited to, facilities and equipment, for purposes of political propaganda.

3.5 Facilitation Payments

Facilitation payments are payments made for the purpose of a routine or administrative duty, and not to obtain or retain business or any improper business advantage.

RGB strictly prohibits giving or accepting (either directly or indirectly) facilitation payments to or from any person for the benefit of the employee himself, any other RGB personnel or RGB itself as these would be perceived as a form of bribery or corruption. All RGB staff must not offer, promise, give, request, accept or receive any payment which is regarded as a form of facilitation payment. If a request for or an offer of, a facilitation payment is received, it must be reported to the HOD and Compliance Officer or Compliance Committee.

3.6 Dealing with Third Parties

RGB from time to time engages the services of third parties to assist it in some aspect of its business, whether in local or foreign jurisdiction and could be liable for the acts of the third party, who acts on its behalf. In the context of this Policy, “third party” refers to any agent, consultant, contractor, supplier or vendor engaged by RGB to support its business activities, or business partners in joint ventures or other business structures or representatives of the above.

RGB’s view is that these relationships are crucial as they provide valuable contribution to RGB and the dealings with third parties must be carried out in compliance with all relevant laws, regulations and values of RGB.

RGB prohibits all forms of bribery, corrupt payments and facilitation payments to or received from the third parties, whether indirectly or directly. RGB expects that third parties, acting for or on its behalf, demonstrate its values and ethical business practices. It is the third party’s responsibility to ensure their



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accountability for the same level of compliance to be practiced among their own employees and parties in their supply chain.

In the effort to promote and ensure third parties' compliance with this Policy, RGB undertakes to:-

- (i) only engage third parties after performing proper and appropriate integrity due diligence and notifying them of RGB's commitment to compliance with the provisions of this Policy, the MACC Act and any other applicable anti-bribery and corruption laws such as FCPA, UK Bribery Act;
- (ii) conduct periodic monitoring and ongoing due diligence on the third parties engaged by RGB including imposing a requirement for third parties to update RGB in the event of any material changes to the nature of their business or key personnel (e.g. business owners, shareholders, management, board members, principal officers or employees who are key to the related transaction) that may have an adverse impact on their continual compliance with the applicable anti-bribery and corruption laws and RGB's policies and procedures;
- (iii) impose contractual anti-bribery and corruption provisions in the agreements entered into with third parties, and
- (iv) to extend a copy of RGB's Policy and Anti-bribery & Corruption Declaration Form to third parties for their acknowledgment.

3.7 Record-keeping

It is a RGB policy to maintain accounting books and financial records in reasonable detail to reflect accurately and fairly all business transactions and dispositions of assets. This Policy prohibits the mischaracterization or omission of any transaction in RGB's books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission.

Employees must follow applicable standards, principles, laws and RGB's Standard Operating Procedures ("SOPs") for accounting and financial reporting. In particular, employees must be timely and complete when preparing all reports and records required by management. In connection with dealings with any third parties, employees must obtain all required approvals in line with internal authorizations as per RGB's Delegation of Authority as well as any additional approvals stipulated in this Policy, or as deemed necessary by management. Prior to paying or authorizing a payment to any third parties, employees should ensure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in RGB's books and records.

RGB also expects third parties to maintain and keep books and records which accurately and fairly record all transactions, services and payments.

This Section should be read in conjunction with RGB's *Code of Ethics and Conduct*.

4. Reporting of Violations and Concerns

All RGB directors, employees and stakeholders have a duty to help prevent, detect and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing.



RGB is committed to conduct its business and operations professionally, ethically and with highest standard of integrity and accountability. Please refer to RGB's Whistleblowing Policy for further information at www.rbggames.com

4.1 Procedures for Reporting

Employees and stakeholders who have concerns pertaining to any issue regarding this Policy or suspicions that a bribe or improper payment has been made, promised or authorized or that any other violation of this Policy or applicable anti-corruption laws may have occurred, must notify the Compliance Committee as soon as possible. The Compliance Committee has a direct reporting line to the Audit Committee ("AC") of RGB.

All reports of known or suspected bribery or corruption will be handled by RGB sensitively and with appropriate confidentiality. RGB will act swiftly in evaluating all such reports. Disclosure of reports to individuals who are not involved in the investigation will be viewed as a serious disciplinary offence which may result in disciplinary action, up to and including termination of employment or dismissal.

4.2 Whistleblower Protection

RGB is committed to ensuring that employees can speak up with confidence when raising concerns in good faith under this Policy. RGB will not permit retaliation against any person who, in good faith, reports a suspected violation of this Policy.

5. Penalties for Violations

In addition to the federal civil and criminal fines and penalties imposed by the MACC Act and other applicable laws such as FCPA, UK Bribery Act, violators of this Policy may be subject to disciplinary measures imposed by RGB that may include, but is not limited to, verbal or written warnings, suspension from work, or other disciplinary action up to and including employment termination or dismissal.

RGB reserves the right to dismiss or terminate an employee after due inquiry for violation of this Policy, the MACC Act or other applicable anti-bribery and corruption laws such as FCPA, UK Bribery Act, within reasonable time after the violation in question. All disciplinary actions taken by RGB shall comply with established procedures as stipulated in RGB's internal policies as well as current legislation.

6. Training and Certification

It is RGB's goal to provide all directors, officers and employees with a basic understanding of the requirements of this Policy. An extract version (*Introduction Version*) of this Policy will be disseminated to all new employees as part of the induction process by HR Department and in addition, all employees will be required to confirm, on a regular basis, that they have understood and complied with the provisions in this Policy as well as with the MACC Act and other applicable anti-bribery and corruption laws such as FCPA, UK Bribery Act in the jurisdiction which they perform their duties.

RGB recognizes that certain employees are more likely to confront anti-bribery and corruption issues in the course of carrying out their duties. As such, training including where applicable online training will



be provided at least once a year to targeted employees throughout RGB to support them in complying with their responsibilities, as determined by management. However, employees who are not selected for training but believe that it is relevant to them are encouraged to approach their local HR personnel for further information.

RGB also undertakes to communicate its zero-tolerance approach to bribery and corruption to all third parties at the outset of the business relationships with them and as appropriate thereafter. An extract of this Policy shall be shared with all third parties engaged by RGB to ensure that they are fully aware of the need to comply with the provisions of this Policy, the MACC Act and other applicable anti-bribery and corruption laws such as FCPA and UK Bribery Act. Dispensation with this requirement must be properly justified and documented and is subject to the approval of the Compliance Committee.

7. Monitoring and Review of Policy

The AC will monitor the effectiveness and review the implementation of this Policy regularly considering its suitability, adequacy, and effectiveness. Any improvements identified will be proposed to the Executive Committee for deliberation prior to the AC approval.

If appropriate, RGB may also seek internal or external audit reviews from time to time to obtain assurance regarding compliance with the Policy.

8. Responsibilities

RGB's AC has overall responsibility for ensuring this Policy complies with RGB's legal and ethical obligations, while being able to delegate authority to carry out the necessary compliance monitoring activities and to ensure adequate compliance procedures are in place to prevent the occurrence of corrupt practices in relation to the business activities. For the operational of this Policy, the Compliance Committee will be reporting to the AC on a half yearly basis or as and when need arises for any major material change.

All RGB employees are responsible for the success of this Policy and should ensure they use it to raise concerns and disclose any suspected violation or wrongdoing. Employees are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Committee.

RGB reserves the right to amend this Policy from time to time.

Date: 27 November 2020