



SEG
International
Bhd

X NO!
**Bribery &
Corruption**

✓ YES!
**Integrity &
Honesty**



Dear colleagues and stakeholders,

It is indeed an honour to pen a few words for the inaugural SEGi Anti-Bribery and Anti-Corruption Policy, a bold step by the company to position SEGi as an institution of high integrity and transparency.

In addition to providing the necessary information and guidance in recognising and dealing with potential bribery and corruption matters, this policy also serves as a moral compass for all in our day to day operations and business.

As one of the oldest and largest private higher education groups, SEGi takes pride in positioning itself as an ethical and responsible organisation not just in our four decades of existence, but for many more generations to come. The inauguration of this policy is certainly a positive step in reaffirming our organisational integrity for the benefit of our employees, business partners, other stakeholders as well as the business itself in the long-term.

Adherence to government policies has always been in our priority list. In fact, it is part of SEGi's sustainability and corporate responsibility efforts to add value to our stakeholders and operate in a responsible and sustainable manner.

Ethics and accountability must become an integral part of our business DNA as this demonstrates the strength of our corporate governance and minimises risks of reputational crisis. As such, observing full compliance with the relevant policies and laws must be reflected in our daily operations, code of ethics and corporate values.

Accountability is a shared responsibility and an ethical choice. Regardless of the method taken to uphold accountability and transparency, all genuine concerns or reports raised shall be treated with utmost confidentiality under this policy.

I am deeply inspired by the Group's commitment to incorporate the latest amendments in the Anti-Bribery and Anti-Corruption laws in our business principles and codes of conduct. I would like to urge everyone to take a professional and personal stance in upholding the principles of equality, honesty and integrity.

The onus is on each one of us to lead by example. Together, we shall raise SEGi to greater heights.

Thank You.

TAN SRI DATO' SERI MEGAT NAJMUDDIN BIN DATO' SERI DR. HAJI MEGAT KHAS
INDEPENDENT NON-EXECUTIVE CHAIRMAN
SEG INTERNATIONAL BHD

Anti-Bribery and Anti-Corruption Policy

1. Introduction

SEG International Berhad and its subsidiaries (“SEGi”) are committed to conducting its business with honesty and integrity. This means avoiding practices of bribery and corruption in the conduct of SEGi’s daily operations and business.

2. Objective of this Policy

The objective of this policy is to:

- (a) Set out SEGi’s position and the responsibilities of all persons set out in paragraph 3 below, in observing and upholding this policy;
- (b) Provide information and guidance to all persons to which this policy applies on how to recognise and deal with potential bribery and corruption issues;
- (c) Adhere to anti-bribery and corruptions laws.

3. Scope of this Policy

Compliance of this policy is mandatory for all Directors, Employees and Representatives (defined in paragraph 6 below) of SEGi.

This policy shall apply to all jurisdictions in which SEGi operates or conducts its business.

4. Consequence of breach

SEGi views any breach of this policy as a serious matter and may take appropriate action against the breach, including but not limited to appropriate actions against Directors, disciplinary action against Employees (including warning, demotion or immediate dismissal), suspending or terminating contracts of Representatives or reporting to the authorities.

5. Non-exhaustive

This Policy is not intended to be exhaustive. For all intents and purposes, the Directors, Employees and Representatives shall always observe and ensure compliance with all applicable laws, rules and regulations, policies and procedures to which they are bound to observe in the performance of their duties and obligations.

In particular, Employees shall comply with all SEGi's policies and procedures including the HR Manual; and all Representatives shall comply with the Vendor or Third Party Code of Conduct and its contractual obligations with SEGi which shall to require the Representatives to comply with, amongst others, this policy and anti-bribery laws.

6. Definition

The following expressions used in this policy shall have the meaning set out below:

Public Official : means:

- Any person holding a legislative, executive, administrative or judicial office of a country, government, state, province or municipality, whether appointed or elected;
- Any person exercising a public function for a country, government, state, province or municipality, including for a government agency, board, commission, corporation or other body or authority;
- Any official or agent of a public international organisation; or
- Any member, officer, employee or servant of a public body and any person receiving any remuneration from public funds

Representatives : any person who performs services for or on behalf of SEGi such as, but not limited to, contractors, suppliers, vendors, agents, consultants, advisors, joint-venturers, partners, organisations controlled by SEGi or other intermediaries.

7. Anti-Bribery and Anti-Corruption Policy Statement

SEGi does not tolerate bribery or corruption in any form, or any acts made in connection to the bribery or corruption.

'*bribery*' is the offering, promising, giving, accepting or soliciting of any '*gratification*' as inducement for action which is unethical, in breach of trust, or illegal. A bribe can be given directly (e.g. you give the bribe) or indirectly (you get someone to give the bribe).

'*gratification*' refers to something of value, including but not limited to, money, donation, gift, loan, reward, valuable security, property, interest in property, any office or employment, payment, release or discharge from any obligation, any forbearance to demand for any money, any service or favour or privilege or preferential treatment, hospitality or gifts, etc.

'*corruption*' is the abuse of entrusted power for personal gain.

8. Guidelines

As bribery and corruption may take many forms, and including other acts which may take place in connection with the bribery and corruption, a guideline is provided below for your better understanding. Please note that this is only a guideline and is not exhaustive.

Prohibited Acts:

SEGi does not permit its Directors, Employees, Representatives, whether acting for himself or another, to do the following:

- a) give, promise to give, or offer, a payment, loan, reward, gift or entertainment, etc, to a Public Official or any third party with the expectation or hope that a business advantage will be received, or to reward a business advantage already obtained, for example securing a permit, securing or renewing a contract with favourable terms, to obtain information not readily available, to influence a Public Official or third party to take or omit an action in violation of his or her duty, etc;
- b) to make '*facilitation payments*', i.e. to give, promise to give, or offer, a payment, loan, reward, gift, entertainment, etc to a Public Official, or any third party to secure or expedite the performance of a routine procedure; However, SEGi recognises that there could be circumstances where a facilitation payment may be necessary to avoid injury, loss of life or liberty. Any such facilitation payment to be made should obtain prior approval of the Group Managing Director where practicable, or if prior approval is not practicable, to be immediately reported to the Group Managing Director;
- c) threaten or retaliate against any person who has refused to commit a bribery offence or who has raised concerns under this policy;
- d) participate in any corrupt activity such as extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering;
- e) engage in any activity that might lead to a breach of this policy.

Gifts, Entertainment, Hospitality and Travel

This policy does not prohibit normal business hospitality, so long as it is reasonable and justifiable. The intention behind any gift, entertainment, hospitality or travel should always be considered and nothing should be specifically expected or demanded in return.

As a general principle, Directors, Employees, or Representatives should not accept from or give a gift, entertainment, hospitality or travel benefits to a third party (including a Public Official) if it is made with the intention of influencing you or the third party to obtain or retain business, or in exchange for favours or benefits.

Charitable Contributions, Donations and Sponsorships

Charitable contributions, donations and sponsorships are acceptable, whether of in-kind services, knowledge, time, or direct financial contributions. However, Directors, Employees and Representatives must be careful to ensure that the charitable contributions, etc, are not used to conceal bribery or corruption.

9. Conflict of Interest

Directors, Employees, Representatives with actual or potential conflict of interest are expected to declare in writing to SEGi, even if the knowledge arises after being engaged by SEGi.

Further, SEGi prohibits Representatives from gaining improper advantage due to their relationship with SEGi's employees (i.e. any immediate family which applies to parents, parents-in-law, siblings, spouse, children including adopted child and step-child and nominees of the employees).

10. Record Keeping

It is important that proper and complete records be maintained of all payments made to third parties in the usual course of business as these would serve as evidence that such payments were bona fide, and not linked to corrupt and/or unethical conduct. All accounts, invoices, documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with accuracy and completeness.

11. Your responsibilities

The prevention, detection and reporting of bribery and corruption is the responsibility of all.

You may report through SEGi's whistle-blowing channel. For Directors and Employees, you should also notify the Group Human Resource Management as soon as possible if you believe or suspect a breach of this policy has occurred or may occur in the future.

SEGi assures that it shall not discriminate or retaliate against any individual for raising genuine concerns or reporting in good faith on breach or suspected breach of this Policy. All reports will be treated confidentially.

12. Training, Communication, Engagement of Representatives

Awareness of this policy forms part of the induction process for all new employees. Existing employees will receive training on this policy.

Employees must communicate this policy to all Representatives at the outset of SEGi's engagement with them and at suitable intervals and shall ensure that engagement of Representatives shall be subject to this policy.