

ICONIC WORLDWIDE BERHAD

[Reg.No.:196901000067 (8386-P)]

Anti-Bribery and Anti-Corruption Policies, Procedures and Guidelines

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Glossary

Term	Description
“this Handbook”	IWB Anti-Bribery and Anti-Corruption Handbook
“business partners”	An individual or company who has some degree of cooperation or involvement with ICONIC or IWB Group business dealings
“employees”	Includes permanent, temporary, contract and part-time employees and interns working with ICONIC or IWB Group
“ICONIC” / “IWB” / “the Company”	Iconic Worldwide Berhad
“IWB Group” / “the Group”	IWB and its subsidiary companies, collectively
“MACC Act”	Malaysian Anti-Corruption Commission Act 2009 (revised 2018)
“third parties”	Including (but not limited to) contractors, sub-contractors, consultants, agents, representatives and service providers of any kind performing work or services, for or on behalf of ICONIC or IWB Group

1. Introduction

ICONIC is committed to conducting its business ethically and in compliance with all applicable laws and regulations in Malaysia and all countries where it does businesses. These, among others, include the Malaysian Anti-Corruption Commission Act 2009 (revised 2018) (“MACC Act”) which prohibits acts of bribery and corruption, and mandates that companies establish and maintain adequate procedures to prevent bribery and corruption.

Under the MACC Act, bribery and corruption are criminal offences and the legal consequences include a fine of unlimited amounts and/or imprisonment of up to twenty (20) years. A commercial organisation commits an offence under the MACC Act if an associated person corruptly gives any gratification with the intent to obtain or retain business or an advantage in the conduct of business, for the commercial organisation. “Gratifications” are as defined under the MACC Act.

Where an offence is committed by a commercial organisation, the MACC Act also deems its directors, controller, officer, partner or persons of concern in its management of affairs to have committed the same offence. It is therefore important that you understand how bribery and corruption may be deemed to have been committed and the legal consequences that arise from such acts. It is also imperative that all employees take steps to prevent bribery and corruption from happening.

IWB Group will not tolerate any form of bribery and corruption. In line with this commitment, IWB Group has developed this Handbook to ensure proper policies, procedures and guidelines are in place and are in compliance to the MACC Act. The failure to comply with the policies and guidelines as described in the Handbook may result in disciplinary and / or legal action, whichever deemed appropriate, to be taken by ICONIC.

2. Scope

This Handbook shall be applicable to anyone employed by or who works at IWB Group. As such, all Directors, employees and third parties, including (but not limited to) contractors, sub-contractors, consultants, agents, representatives and service providers of any kind performing work or services for or on behalf of IWB Group, must at all times abide to the applicable policies and procedures when conducting businesses for and on behalf of the IWB Group.

3. Anti-bribery and anti-corruption policies

“Corruption” is the act of giving or receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/her job function or activity.

The MACC Act specifies four main offences:

- Soliciting / Receiving Gratification (Bribe) – Sections 16 & 17(a) MACC Act
- Offering / Giving Gratification (Bribe) – Section 17(b) MACC Act
- Intending to Deceive (False Claim) – Section 18 MACC Act
- Using Office or Position for Gratification (Bribe) (Abuse of Power / Position) – Section 23 MACC Act

On 1 June 2020, the Malaysia Anti-Corruption Commission (Amendment) Act 2018 will come into force, and introduce two additional offences:

- Offering / Giving Gratification by Commercial Organisation (Corporate Liability) – Section 17A MACC Act
- Deemed Parallel Personal Liability for Senior Personnel (Personal Liability) – Section 17A(3) MACC Act

“Bribery” is a form of corruption where any act of gratification or other advantages is offered, promised, or given to induce a person to perform a relevant function or activity improperly, or to reward them for having already done so. It also includes any act of agreeing to receive, accepting, or requesting a gratification or other advantages by the recipient, with the intention that a relevant function or activity is performed improperly.

Forms of bribery include kickbacks, payments, sponsorships, inflated commissions, expensive gifts, political donations, and excessive or inappropriate entertainment.

All forms of bribery or corruption are prohibited and will not be tolerated. The policies and guidelines in this Handbook prohibits all forms of bribery and corruption practices, and makes no distinction between whether they are being made to persons in the public or private sectors.

The relationships built with IWB Group employees, business partners and third parties are based on transparency and integrity. IWB Group employees or business partners must not directly or indirectly pay, offer or promise any gratification to any public official, party or their family members as an inducement or reward for acting improperly. In addition, IWB Group employees must not directly or indirectly pay, offer or promise any gratification to customers, business partners or any other party for the purpose of exerting influence, soliciting payment or gaining other unfair or illegal preferential treatment.

Directors and employees must raise any concerns regarding acts of bribery and corruption within IWB Group to the reporting manager, or the respective Heads of Department. Employees can also make a report through IWB Group’s whistleblowing channel (please refer to the Whistleblowing policy under item 10). IWB Group employees will not suffer any demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes, or participate in other illicit behaviour.

4. Policies on facilitation payments

A facilitation payment is a form of payment made personally to an individual in control of a process or decision to secure or expedite the performance of a routine or administrative duty or function. Facilitation payments are strictly prohibited under the policies of this Handbook.

IWB Group employees and business partners must not directly or indirectly offer, promise or give any form of facilitation payment to any public officials for any purposes. On occasions where you are forced to make facilitation payments, you must immediately report the incident to the Chief Executive Officer so that necessary action can be taken.

5. Gifts, entertainment and hospitality

5.1 Gifts

Any gifts on account of celebrations, customary gifting during festive seasons, occasional business meals or gifts at corporate social events, which are not excessive and do not in any way influence the business decisions, are allowed.

5.1.1 Providing gifts

Corporate gifts that normally bear the Company's name and logo and are of a nominal / appropriate value may be given to our business partners or other parties provided it fulfils ALL of the following conditions:

- the gift is made for the right reason – e.g. an act of appreciation, courtesy associated with festive seasons or other ceremonial occasions
- the gift must not come with obligation
- there must not be any expectation of any favour from the receiver
- the gifting must be made openly in a transparent manner
- the gift must be of a reasonable value
- the gift must be legal

5.1.2 Accepting gifts

IWB Group employees are expected to decline (or avoid accepting) gifts with the exceptions of:

- corporate gifts of nominal / appropriate value
- gifts given during invitation to speak at conferences or work-related conferences

When in doubt about whether or not to accept the gift, the gift must be refused.

IWB Group employees and its business partners must not directly or indirectly solicit for gifts from any party for themselves. All gifts received by employees, irrespective of value, must be recorded. Under no circumstances may our employees accept gift(s) in the form of cash or cash equivalents.

5.2 Entertainment

5.2.1 Providing entertainment

IWB Group employees may offer appropriate and proportionate entertainment that is legal and reasonable within the scope of their work as part of business networking, and as a measure of goodwill towards the recipients.

It is important to be aware that perception is often more important than facts; as such, our employees are expected to always exercise proper care and good judgement when providing entertainment to external parties, especially when it involves public officials.

Entertainment that is provided directly or indirectly, with the intention of causing undue influence or in exchange for favours or advantages are considered corruption and are prohibited.

5.2.2 Accepting entertainment

Although accepting entertainment is considered a legitimate way to network and to build business relationships, it is important that IWB Group employees exercise proper care and good judgement before accepting entertainment offered or provided.

IWB Group employees must at all times conduct themselves with integrity when accepting any entertainment from any party. Employees must not accept entertainment in exchange for an exercise or non-exercise of their job function or activity.

5.3 Corporate hospitality

Generally, corporate hospitality includes corporate events or activities organised by an organisation which involve the entertainment of employees and/or other parties for the benefit of that organisation. Acts of hospitality offered to or received from customers and third parties as part of business networking are acceptable, provided that they: are appropriate, have legitimate business purpose, and do not affect or are not perceived as influencing business judgment.

5.3.1 Providing corporate hospitality

When providing corporate hospitality, IWB Group employees must exercise proper care and good judgement to ensure that the arrangement is legal under applicable laws, made for the right reasons and reasonable in its form and limit.

The provision of corporate hospitality must not give rise to the perception that it is given to obtain business or advantage of any kind; it must not unduly influence the outcome of a business decision. Special caution must be exercised when providing corporate hospitality to public officials.

5.3.2 Accepting corporate hospitality

IWB Group employees must not accept hospitality of any form that is excessive, inappropriate, illegal or given in response to, in anticipation of, or to influence a favourable business decision. Employees must refrain from accepting corporate hospitality offered by business partners engaged in a tender or a competitive bidding exercise with IWB Group.

While ICONIC acknowledges that the occasional acceptance of an appropriate level of corporate hospitality given in the normal course of business is usually a legitimate contribution to building good business, accepting the corporate hospitality must not influence the outcome of a business decision.

6. Donations and sponsorships

6.1 Political donations or sponsorships

Donations or sponsorships directly to any political party or politician, for and on behalf of ICONIC or IWB Group, are prohibited.

Contributions towards public events organized by any political party or politician, for and on behalf of ICONIC or IWB Group, must be pre-approved by the Managing Director of ICONIC.

6.2 Charitable or educational donations and sponsorships

Only charitable or educational donations and public welfare sponsorships that are ethical and legal under applicable laws will be considered. All requests for donation and sponsorship expenses must be approved using ICONIC's standard protocol.

It is prohibited to use donations or sponsorships to obtain business or advantage of any kind, or to unduly influence the outcome of a business decision.

7. Dealing with third parties and business partners

All dealings with third parties must be carried out consistently with values and principles of the IWB Group and in compliance with the applicable laws and regulations relating to bribery, corruption and fraud. IWB Group employees must always exercise good judgment and common sense in assessing the integrity and ethical business practices of third parties.

It is the responsibility of IWB Group employees to carry out appropriate due diligence to assess the integrity of prospective business partners and third parties such as contractors or vendors. The due diligence should also take into consideration elements of corruption including bribery.

Third parties known or suspected of corrupt practices or bribery should be avoided. The performance of third parties should be monitored periodically to ensure compliance. IWB Group reserves the right to terminate the services of third parties who commit or attempt to commit bribery.

8. Dealing with government or public officials

When dealing with governments, government agencies, regulatory bodies, statutory bodies (whether local or foreign) and any of its officials, IWB Group employees must always comply with all applicable laws, apply the highest ethical standards, and conduct themselves with integrity.

IWB Group employees must not directly or indirectly exert, or attempt to exert, any improper or illegal influence on public officials.

Improper or secret payments or transfer of items of any value (including facilitation payments) to public officials is strictly prohibited. Also, any improper or secret payments or transfers of items of value through intermediaries, or a third party, with the knowledge that all or part of the payment will contribute directly or indirectly as an improper, secret or facilitation payment to a public official is also strictly prohibited.

9. Conflicts of interest

IWB Group employees must avoid situations in which their personal interest would conflict with their duties and responsibilities. IWB Group employees must not use their position, official working hours, the IWB Group's resources and assets, or information available to them for personal gain or to IWB Group's disadvantage.

Should a conflict of interest situation arise, IWB Group employees must immediately declare the matter to their immediate supervisor.

10. Whistleblowing policy

ICONIC is committed to providing an avenue for all employees and members of the public to raise concerns about any suspected and / or known improper conduct that they may have observed in the IWB Group.

Employees who have become aware of actual or potential acts of bribery and corruption affecting ICONIC should raise their concerns by making a report through one of the IWB Group's whistleblowing channels:

- Send an email to the Whistleblowing Coordinator at admin.worldwide@iconic.com.my
- Send an email to the Chairman of the Audit Committee at acchairman@iconic.com.my
- Post the report to the Whistleblowing Coordinator at the following address:

ICONIC WORLDWIDE BERHAD

No. 1-2, Jalan Icon City, Icon City,
14000 Bukit Mertajam,
Penang

All whistleblowing reports will be treated confidentially and kept protected against any unauthorised use and access, except where it is permitted under applicable laws. All reports must be legitimate and be made in good faith. Anyone who makes a malicious, scandalous or vexatious report, and particularly if they persist with such untrue allegations, will be subjected to disciplinary action.

11. Monitoring, reviews and notices

ICONIC is committed to making the anti-bribery and anti-corruption effort a continuous one so as to uphold the reputation and standards of the IWB Group. In the interest of maintaining this as a best practice, this Handbook will be reviewed periodically, when deemed necessary, or as requested by the management. Employees are encouraged to raise any concerns or inadequacies in the anti-corruption compliance programme with their immediate superiors. An electronic version of the Handbook is available on ICONIC's website.

12. Non-compliance consequences

Acts of bribery and corruption are serious matters and ICONIC will carry out appropriate action in the event of non-compliance of the policies and guidelines in this Handbook. Non-compliance may lead to disciplinary action and termination of employment.

