

The logo for the Malaysian Institute of Corporate Governance (MICG) is a dark blue square containing the acronym 'MICG' in white, bold, sans-serif font. Below the acronym, the full name 'MALAYSIAN INSTITUTE OF CORPORATE GOVERNANCE' is written in a smaller, white, sans-serif font.

**MICG**

MALAYSIAN INSTITUTE OF  
CORPORATE GOVERNANCE

# **Anti Bribery Corruption Statement**





## **MICG ANTI-BRIBERY AND CORRUPTION POLICY**

(Updated 12 December 2023)

### **MICG ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT**

- (a) MICG is committed to the highest standards of ethical conduct and integrity in our business activities. We are also fully dedicated to complying with all laws and regulations which govern our business and operations.
- (b) MICG takes a zero-tolerance approach towards bribery and corruption and is committed to acting professionally, somewhat and with integrity in all business dealings and relationships in all jurisdictions in which it operates. We are committed to implementing and enforcing effective measures to counter bribery and corruption, which are punishable offences by the anti-bribery and corruption laws.
- (c) MICG has established an Anti-Bribery and Corruption framework, which includes policies, procedures, risk assessments, due diligence on third parties and associated persons, and employee training programmes.
- (d) The MICG Anti-Bribery and Corruption Policy sets out the guiding principles for MICG to address and manage bribery and corruption risks in all its dealings and related issues that may arise in business. It reiterates our commitment to ensuring full compliance with the Malaysian Anti-Corruption Commission (MACC) Act 2009 by our employees and associated persons. Additionally, we are dedicated to implementing adequate procedures to effectively adhere to the provisions of Section 17A of the amended MACC (Amendment) Act 2018 and any other local anti-bribery or anti-corruption laws that may be applicable. This Policy complements and should be read in conjunction with MICG's Code of Conduct and our Whistleblowing Policy, copies of which can be obtained from our website at [www.micg.org.my](http://www.micg.org.my).

### **GIFTS, ENTERTAINMENT AND HOSPITALITY**

- (a) MICG has adopted a "GIFT POLICY" whereby all employees and their immediate family members are prohibited from, directly or indirectly, receiving or providing gifts. We require our employees to abide by this Policy to avoid conflict of interest or the appearance of conflict of interest for either party in ongoing or potential business dealings between MICG and external parties, as gifts can be seen as bribes that may tarnish our reputation or be in violation of anti-bribery and corruption laws.
- (b) However, we recognise that exchanging business courtesies, such as modest gifts, hospitality, and entertainment (including meal invitations to attend promotional events or corporate functions), particularly during festive periods, is customary and legitimate to create goodwill and strengthen business and commercial relationships. Such courtesies are allowed if they are not lavish, appropriate and reasonable in the light of

accepted business practices of the relevant businesses that the Institute operates in and are not intended to influence the decisions of the person involved improperly.

- (c) In deciding on whether to receive or accept a gift, consideration will be given to the following key guiding principles:
  - i. Value of the gift;
  - ii. Purpose for the giving/receipt of the gift;
  - iii. Nature of the gift;
  - iv. Transparency in the giving/receipt of the gift; and
  - v. Perception in the giving/receipt of the gift.
- (d) MICG's employees or associated person must not give or request favours or offer or accept gifts or any personal benefit or privilege of any kind with a value that could in any way influence (for example, by causing the person to act or fail to act in violation of a legal duty, by causing the person to abuse or misuse their position, by securing an improper advantage, contract or concession, etc.) the judgment of the recipients or a third party in their business dealings with or on behalf of MICG or any other party.
- (e) Generally, a reasonable amount of entertainment is allowed for business networking, fostering relationships with external parties or showing hospitality and occurs sparingly.
- (f) The key guiding principles in ensuring the entertainment given or received is appropriate are as follows:
  - i. It is for bona fide business purposes;
  - ii. The activity will not create any obligation or expectation on the recipient;
  - iii. The expenditure will not be seen as intended for, or capable of, achieving undue influence concerning a business transaction or public policy engagement;
  - iv. The value and nature of the expenditure is not disproportionate to the occasion;
  - v. The gift, hospitality or reimbursement of expenses will meet the rules or code of conduct of the recipient's organisation;
  - vi. It is not overly frequent, and
  - vii. The expense will be fully documented, including purpose, approvals and attendees.
- (g) In these limited circumstances, employees are expected to immediately disclose the gift via email and submit it to the Chief Executive Officer or Chairman, who will then decide whether to approve the acceptance of the gift or require it to be returned. Governors should inform the Chairman or Chair of the Audit Committee as soon as reasonably practicable to seek their advice when faced with a similar situation.

## **FACILITATION PAYMENTS AND KICKBACKS**

- (a) "Facilitation Payments" is defined as payments made to secure or expedite the performance of a person performing a routine or administrative duty or function. "Kickbacks" are payments made in return for a business favour or advantage.
- (b) MICG prohibits all its employees from making or accepting facilitation payments or "kickbacks". Associated persons must avoid any activity leading to a facilitation payment or kickback being made or received.

- (c) Any request for a facilitation payment **MUST** be refused, and the matter **MUST** be reported immediately to the Institute through the Whistleblowing Policy and Procedures.

## **DONATIONS AND SPONSORSHIPS**

- (a) MICG is committed to contributing to the well-being of the people and nation in its operating countries. It is, however, important that MICG's policies make all donations and sponsorships and receive prior authorisation from MICG's Management or the Board.
- (b) Employees must ensure that all donations and sponsorships are not used as a subterfuge for bribery or used to circumvent or avoid any of the provisions on corruption. Due diligence must be performed to ensure that donations and sponsorships are not used to facilitate and conceal acts of bribery and that the donations and sponsorships made are appropriate, legal and ethical under local laws and practices and will not result in any conflict of interest.
- (c) Generally, all donations and sponsorships must comply with the following:
  - i. Ensure such contributions are allowed by applicable laws;
  - ii. obtain all the necessary internal and external authorisations;
  - iii. be accurately stated in the Institute's accounting books and records; and
  - iv. not to be used to cover up an illegal payment or bribery.

## **POLITICAL CONTRIBUTIONS**

- (a) As a matter of general policy, MICG does not make or offer monetary or in-kind political contributions to political parties, political party officials or candidates for political office.

## **RECORD KEEPING**

- (a) The Institute will keep financial records and have appropriate internal controls in place, which will evidence the business reasons for making and receiving payments from any person.
- (b) Employees must ensure that all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted by the Institute's applicable policy and specifically record the reason for such expenditure. Employees shall ensure that all expense claims comply with this Policy's terms and conditions.
- (c) All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, must be prepared and maintained with strict accuracy and completeness.
- (d) Employees are reminded that no accounts shall ever be kept "off-book" or considered "off-record" to facilitate or conceal improper payments.

## **RAISING A CONCERN OR COMPLAINT**

- (a) Our success in combating all forms of bribery and corruption hinges on the employees' commitment to adhere to this Policy. Therefore, it is the responsibility of all employees to report any suspected infringements of this Policy promptly.

- (b) If any employee has any suspicions or concerns regarding conduct to which this Policy applies, or if the employee becomes aware of any action in conflict with this Policy, he must report those concerns or actions to the CEO or report their concerns confidentially by following the procedure set out in the Whistleblowing Policy made available via the Institute's website [www.micg.org.my](http://www.micg.org.my).
- (c) Any report made will be treated with utmost confidentiality. No employee or associated persons acting in good faith will suffer adverse consequences to his employment or retaliation for reporting or refusing to engage in prohibited conduct, even if such refusal results in loss of business opportunities to the Institute.
- (d) If the employee believes that he had suffered any detrimental treatment as a result of refusing to take part in bribery or because of reporting concerns under this Policy in good faith, the employee should raise the matter by following the procedure set out in the Whistleblowing Policy made available via the Institute's website [www.micg.org.my](http://www.micg.org.my).

## **TRAINING & COMMUNICATIONS**

- (a) MICG employees will be provided with regular Anti-Corruption and Bribery compliance training programmes to educate them about the requirements and obligations of anti-bribery and corruption laws and this Policy.
- (b) For successful compliance with this policy, we will be responsible for ensuring continuous efforts to communicate, train and educate all MICG employees and associated persons.

## **RESPONSIBILITY FOR THE POLICY**

- (a) The MICG Management team sets the tone at the top, providing leadership and support for the Policy and taking responsibility for its effectiveness within their business units. MICG Management is responsible for implementing all communication and training activities to ensure every employee understands and complies with this Policy.

## **MONITORING, REVIEW AND DUE DILIGENCE**

- (a) MICG recognises that managing an anti-bribery and corruption programme is continuous; a systematic review and monitoring process is necessary to ensure its objectives are met. Internal control systems and procedures will be reviewed regularly to ensure effectiveness and compliance with the anti-bribery and corruption programme and policy.

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