

<b>ANTI - BRIBERY AND CORRUPTION MANUAL AND POLICY</b>
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## **0.0 Introduction**

The Wegmans Group has adopted a zero-tolerance policy against all forms of bribery and corruption. The Wegmans Code of Conduct and Business Ethics (CoBE, *as per appendix 1*) sets out Wegmans' core principles in this regard. The Wegmans anti-bribery and corruption policy and guidelines (hereinafter referred to as the "ABC manual") elaborate upon those principles, providing guidance to employees concerning how to deal with improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business. It is also intended to apply to every director (executive and non-executive) except as otherwise stated in this policy and guidelines. Wegmans also expects that contractors, subcontractors, consultants, agents, representatives and others performing work or services for or on behalf of Wegmans will comply with the relevant parts of the ABC manual when performing such work or services.

The Policy and Guidelines are not intended to provide definitive answers to all questions regarding bribery and corruption. Rather, they are intended to provide employees with a basic introduction to how Wegmans combats bribery and corruption in furtherance of the group's commitment to lawful and ethical behavior at all times. Some of the guidelines are designed to prevent situations in which bribery and corrupt practices may take root.

Engaging in bribery or corrupt practices can have severe consequences for you and for the Wegmans Group. You may face dismissal, fines and imprisonment, and the company may face damage to reputation, financial loss and disbarment from business and other negative consequences.

## **1.0 Application**

### **1.1 Scope**

This ABC manual is intended to apply to every employee of Wegmans Group Company. It is also intended to apply to every director (executive and non-executive) for those companies, except as otherwise stated in this manual.

Although the ABC manual is specifically written for Wegmans Group employees and directors, Wegmans expects that contractors, sub-contractors, consultants, agents, representatives and others performing work or services for or on behalf of Wegmans Group companies will comply with it in relevant part when performing such work or services.

If a law conflicts with a policy as set out in this ABC manual, law should be complied with. Whenever perceiving any provision in this manual conflict with the law in own jurisdiction, a consultation with head of department, Human Resource department or Admin department should be taken, rather than disregard the manual without consultation. However, if a local custom or policy conflicts with this manual, this manual should be complied. In any time if

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found any questions about any of these conflicts, please consult head of department, Human Resource department or Admin department.

## **1.2 Definitions**

**“ABC manual”**: Wegmans anti-bribery and corruption policy and guidelines.

**“ABCMS”**: Wegmans Anti-Bribery Management System

**“Agent”**: Any individual acting as an agent, paid by the company, acting on the company’s behalf in negotiating with Third Parties.

**“Bribery” / “Corruption”**: Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties.

**“Company”**: All Wegmans Holdings Bhd subsidiaries and affiliated companies.

**“CoBE”**: Wegmans Code of Conduct and Business Ethics as per Appendix 1.

**“Conflict of Interest”**: Occurs when an individual or organisation is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.

**“Donation”**: A Donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organisations that serve business interests are not necessarily considered Donations.

**“Employee”**: For purposes of this manual this includes all individuals who is in the employment of Wegmans Group at all levels and grades, including but not limited to executives, non-executives, secretaries, secondees, senior managers, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or joint ventures or their employees, wherever they are located. and individuals on direct hire.

**“Facilitation Payments”**: A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low-income Public Officials in exchange for providing services to which one is legally entitled without such payments.

**“Family/household”**: Includes your spouse(s), children (including step-children and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws,

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uncles, aunts, nieces, nephews, and first cousins, as well as other persons who are members of your household

**“Gift, Entertainment and Corporate Hospitality”:** Invitations given or received to social functions, sporting events, meals and entertainment, gifts or customary tokens of appreciation.

**“IDD”:** Means the Integrity and Discipline Department.

**“Intermediary”:** Includes but is not limited to Agents, distributors, consultants, sales representatives, implementation partners, sales partners.

**“Kickback”:** A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.

**“Money laundering”:** Occurring when the criminal origin or nature of money or assets is hidden in legitimate business dealings or when legitimate funds are used to support criminal activities, including financing terrorism.

**“Public Official”:** Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administer public functions.

**“Sponsorship”:** Sponsorship is about partnering with external organisations to deliver mutual benefits through an exchange of monies, products, services, content or other intellectual property.

**“Third Party”:** Any individual or organisation you come into contact with during the course of your work for us. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

**“Wegmans”:** Means Wegmans Holdings Bhd and its subsidiaries and controlled companies. The companies in which Wegmans has direct or indirect shareholding are distinct legal entities.

**“You”:** Refer to any person to whom this manual applies.

## **1.3 Reference**

ISO 37001:2016 Anti-bribery Management System  
Business Ethics, Conflict of Interest and Anti-Bribery Policies (CoBE)  
Employees Handbook  
Whistleblowing Policy

## **2.0 Gift and Entertainment**

### **2.1 “No Gift” Policy**

Wegmans has adopted a “No Gift” policy whereby, subject only to certain narrow exceptions, Wegmans employees and directors (executive and non-executive), family members or agents acting for or on behalf of Wegmans employees, directors or their family members are prohibited from, directly or indirectly, receiving or providing gifts.

Wegmans requires employees and directors to abide by this policy to avoid conflict of interest or the appearance of conflict of interest for either party in on-going or potential business dealings between Wegmans and external parties as a gift can be seen as a bribe that may tarnish Wegmans’ reputation or be in violation of anti-bribery and corruption laws.

As set out in the Wegmans Code of Conduct and Business Ethics (CoBE), a conflict of interest arises in a situation in which an individual is in a position to take advantage of his or her role in Wegmans for his or her personal benefit, including the benefit of his or her family/household and friends. This would undermine the duties of good faith, fidelity, diligence and integrity as expected by Wegmans from its employees and directors in the performance of their duties and obligations.

It is the responsibility of employees and directors to inform external parties involved in any business dealings with Wegmans that the Company practices a “No Gift Policy” and to request the external party’s understanding for and adherence with this policy.

### **2.2 Receiving Gifts**

The Company is very much aware that the exchange of gifts can be a very delicate matter where, in certain cultures or situations, gift giving is a central part of business etiquette. Despite acknowledging Wegmans’s “No Gift Policy”, some external parties may still insist in providing gifts to Wegmans employees, directors and/or their family members in certain situations which do not fall within the general exceptions.

Although the general principle is to immediately refuse or return such gifts, accepting a gift on behalf of Wegmans is allowed only in very limited circumstances, whereby refusing the gift is likely to seriously offend and may sever Wegmans’ business relationship with the third party. However, in no circumstances may an employee, director or his/her family/household members accept gifts in the form of cash or cash equivalent.

In these limited circumstances, employees are expected to immediately reporting to your head of department/division who will then decide whether to approve the acceptance of the gift or require it to be returned. Directors should inform the Company secretary, as soon as reasonably practicable, to seek his/her advice when faced with a similar situation.

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Even if it may appear disrespectful to refuse a gift from an external party, nevertheless, if there is a conflict of interest situation (e.g. Bidding is in progress and the Company that gave the gift is one of the bidders) then clearly the head of department/division cannot approve the acceptance of said gift (in the case of directors, the Company secretary would advise the same). In this situation, the gift must be politely returned with a note of explanation about the Company's "No Gift" policy.

In the event the head of department/division approves the acceptance of the gift, he/she must also determine the treatment of the gift whether to:

- a) Donate the gift to charity; or
- b) Hold it for departmental display; or
- c) Share with other employees in the department; or
- d) Permit it to be retained by the employee.

In determining the above, heads of department/division are expected to exercise proper care and judgment in each case, taking into account pertinent circumstances including the character of the gift, its purpose, the position/ seniority of the person(s) providing the gift, the business context, reciprocity, applicable laws and cultural norms.

## **2.3 Providing Gifts**

Generally, employees are not allowed to provide gifts to third parties. The only form of gift-giving allowed to external parties is a corporate gift. Any gift-giving is subject to approval and must fulfil the following conditions:

- a) They are limited, customary and lawful under the circumstances;
- b) They do not have or are perceived to have (by either the giver or the receiver), any effect on actions or decisions.
- c) There must be no expectation of any specific favour or improper advantages from the intended recipients;
- d) The independent business judgment of the intended recipients must not be affected;
- e) There must not be any corrupt / criminal intent involved; and
- f) The giving out of the gift must be done in an open and transparent manner.

## **2.4 Exceptions to the "No Gift" Policy**

Although generally Wegmans practices a "No Gift" Policy, there are certain exceptions to the general rule whereby the receiving and provision of gifts are permitted in the following situations:

- a) Exchange of gifts at the Company-to-Company level (e.g. Gifts exchanged between companies as part of an official Company visit/courtesy call and thereafter said gift is treated as Company property);
- b) Gifts from external company to Wegmans in relation to the Company's official functions, events and celebrations (e.g. staff lucky draw for annual lunch event);

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- c) Gifts from Company to external institutions or individuals in relation to the Company's official functions, events and celebrations (e.g. Commemorative gifts or door gifts offered to all guests attending the event);
- d) Gifts from Wegmans to employees and directors and/or their family members in relation to an internal or externally recognised Company function, event and celebration (e.g. In recognition of an employee's/director's service to the Company);
- e) Token gifts of nominal value normally bearing the Wegmans or Company's logo or (e.g. T-shirts, pens, diaries, calendars and other small promotional items) that are given out equally to members of the public, delegates, customers, partners and key stakeholders attending events such as conferences, exhibitions, training, trade shows etc. and deemed as part of the Company's brand building or promotional activities; and
- f) Gifts to external parties who have no business dealings with Wegmans (e.g. Monetary gifts or gifts in-kind to charitable organisations).

Even in the above exceptional circumstances, employees and directors are expected to exercise proper judgment in handling gift activities and behave in a manner consistent with the general principles set out in the CoBE as per below:

- conscientiously maintain the highest degree of integrity,
- always exercise proper care and judgment,
- avoid conflicts of interest,
- refrain from taking advantage of your position or exercising your authority to further your own personal interest at the expense of Wegmans, and
- comply with applicable laws, regulations and Wegmans policies and procedures.

## **2.5 Providing Entertainment**

Wegmans recognises that providing modest entertainment is a legitimate way of building business relationships and as such a common practice within the business environment to foster good business relationship with external clients. As such, eligible employees are allowed to entertain external clients through a reasonable act of hospitality as part of business networking as well as a measure of goodwill towards the recipients.

Employees and directors are strictly prohibited from providing or offering to provide entertainment with a view to improperly cause undue influence on any party in exchange for some future benefit or result. Any acts of this nature, whether provided directly or indirectly through an intermediary, may be construed as an act of bribery and contrary to the general values and principles of the CoBE.

## **2.6 Receiving Entertainment**

Wegmans recognises that the occasional acceptance of a reasonable and modest level of entertainment provided by third parties in the normal course of business is a legitimate way to network and build good business relationships.

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However, it is important for employees and directors to exercise proper care and judgment before accepting entertainment offered or provided by a third party. This is not only to safeguard the Company's reputation, but also to protect employees and directors from allegations of impropriety or undue influence.

You are required to report to Head of Department or Human Resource department in relation to receiving entertainment from third parties.

### **3.0 Dealing with Public Officials**

Caution must be exercised when dealing with public officials as the laws of bribery and corruption are more stringent and provides for stricter punishments. Providing gift, entertainment or corporate hospitality to public officials or their family/ household members is generally considered a 'red flag' situation in most jurisdictions.

You are prohibited from paying for nonbusiness travel and hospitality for any government official or his/her family/household members without permission from the head of Admin department or the corporate governance.

If approval is obtained for you to provide gift, entertainment or corporate hospitality to public officials, you must ensure that the gift, entertainment or corporate hospitality is not excessive and lavish, and must commensurate with the official designation of the public official and not his personal capacity. You must also be aware of local laws governing the activity and to ensure compliance. You should seek guidance from your Human Resource department or Admin department or Company secretary prior to providing any gift, entertainment or corporate hospitality to public officials.

### **4.0 Sponsorships and Donations**

As a responsible corporate citizen, Wegmans is committed to contributing to the wellbeing of the people and nation in countries where it operates. It is however important that all sponsorships and donations are made with receiving prior authorization by Wegmans management or the board.

Employees must ensure that all sponsorships and donations are not used as a subterfuge for bribery or used to circumvent, including in particular, the prohibition on bribery.

Wegmans needs to be certain that donations to foreign-based charities or beneficiaries are not disguised illegal payments to government officials, and must ensure that the charity does not act as a conduit to fund illegal activities in violation of international anti-money laundering, anti-terrorism and other applicable laws.

In accordance with Wegmans's commitment to contribute to the community coupled with its values of integrity and transparency, all sponsorships and donations must comply with the following:

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- ensure such contributions are allowed by applicable laws;
- obtain all the necessary internal and external authorisations;
- be accurately stated in the Company's accounting books and records;
- not to be used as a means to cover up an undue payment or bribery.

## **5.0 Political Contributions**

As a matter of general policy, Wegmans does not make or offer monetary or in-kind political contributions to political parties, political party officials or candidates for political office. Good faith payments to a government entity are not prohibited, so long as they are made with due care to the government entity and not to any individual official.

Employees are prohibited from acting on the below:

- using their position with Wegmans to try to influence any other person (whether or not employed by Wegmans) to make political contributions or to support politicians or their parties in any country;
- make any contribution or incur any expenditure using Wegmans resources to benefit any political campaign, party or politician in any country;
- the use of Wegmans facilities, equipment and resources for any political campaign or party functions.

Furthermore, charitable donations may not be used as a subterfuge for prohibited political payments. Notwithstanding the foregoing, it is Wegmans's policy to engage and communicate its views and position on issues of public interest that have an important impact on the Company.

Employees must comply with local laws concerning lobbying in the jurisdictions in which Wegmans engages in lobbying and must conduct themselves in a manner which is in accordance with local laws and consistent with the values and principles of the CoBE.

## **6.0 Facilitation Payment**

### **6.1 Making Facilitation Payment**

Offering, promising or requesting facilitation payments is just as prohibited as actually paying or receiving facilitation payments. Facilitation payments need not involve cash or other financial asset; it can be any sort of advantage with the intention to influence them in their duties.

Wegmans prohibits accepting or obtaining, either directly or indirectly, facilitation payments from any person for the benefit of the employee himself or for any other person. The reason underlying this prohibition is that facilitation payment is seen as a form of bribery and corruption.



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All persons must not offer, promise, give, request, accept or receive anything which might reasonably be regarded as a facilitation payment. If you receive a request or if you are offered facilitation payments, you must report it to your head of department or the head of Human Resource department.

## **6.2 Exception to Making Facilitation Payment**

However, there are certain situations or circumstances where you are faced with having to make facilitation payments in order to protect your life, limb or liberty. In dangerous situations like this, you are allowed to make payments but you must immediately report to your head of department and Human Resource department. Making facilitation payment in such a situation is the only exception which can be used as a defense when faced with allegations of bribery and corruption.

## **7.0 Money Laundering**

Wegmans strongly objects to practices related to money laundering, including dealing in the proceeds of criminal activities.

Money laundering is a very serious crime and the laws governing this type of crime can have extra territorial effect, i.e. The application of the law is extended beyond local borders. The penalties for breaching anti-money laundering legislation are severe and can include extradition and incarceration in foreign jurisdictions.

To avoid violating anti-money laundering laws, employees are expected to always conduct counterparty due diligence to understand the business and background of Wegmans' prospective business counterparties and to determine the origin and destination of money, property and services.

Counterparty means any party that Wegmans is currently in relationship with or intends to do business with in the future, either on a regular or once-off basis. Counterparties include but are not limited to customers, contractors, suppliers, consultants, agents, JV partners and any other business partners.

A number of initiatives can be taken to strengthen anti-money laundering governance, they include the following:

- Employees should be attentive to and report suspicious behaviour by customers, consultants and business partners using proper reporting channels, in-house experts on anti-money laundering should always be consulted.
- Convoluting payment arrangements such as payment in cash, payment to a third party or to accounts in other countries or requests for upfront payment for expenses or other fees.
- Periodic audits should be conducted and a process should be developed to follow all available accounting, record-keeping and financial reporting requirements applicable to cash and payments in connection with other transactions and contracts.

## **8.0 Dealing with Third Parties**

Wegmans' dealings with third parties, which include contractors, suppliers, agents, consultants, joint venture partners, introducers/government intermediaries etc., must be carried out in compliance with all relevant laws and consistent with the values and principles of Wegmans. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated.

Wegmans expects that all third parties acting for or on its behalf to share the Company's values and ethical standards as their actions can implicate Wegmans legally and tarnish the Company's reputation. Therefore, where we engage third parties, such as contractors, agents, intermediaries or joint venture partners, we are obligated to conduct appropriate counterparty due diligence to understand the business and background of Wegmans' prospective business counterparties before entering into any arrangements with them to ensure that we are dealing with counterparties that subscribe to acceptable standard of integrity in the conduct of their business.

To help ensure that we only do business with third parties that share Wegmans standards of integrity, we must do the following:

- Conduct due diligence to assess the integrity of Wegmans' prospective business counterparties. Do not enter into any business dealings with any third party reasonably suspected of engaging in bribery and improper business practices unless those suspicions are investigated and resolved.
- All third parties are made aware of the Wegmans code of conduct and business ethics (CoBE) and Wegmans ABC policy and our expectations of them.
- Continue to be aware of and to periodically monitor third party performance and business practices to ensure ongoing compliance.

If at any point during the dealings with a third party, there are conflicts of interest or "red flags" are raised, these warrant further investigation and must be sufficiently addressed before the engagement of the third party can progress. Examples of common "red flags" involving third parties include:

- The transaction involves a country known for a high incidence of corrupt payments.
- Family, business or other "special" ties with government or public officials.
- A reference check reveals a flawed background or a reputation for getting "things done" regardless of the circumstances or suggests that for a certain amount of money, he can fix the problem.
- Objection to anti-bribery representations and warranties in commercial agreements or negative response when told of such requirements.
- Convoluted payment arrangements such as payment in cash, payment to a third party or to accounts in other countries or requests for upfront payment for expenses or other fees.
- The third party requires that his/her identity not be disclosed as part of the business transaction.

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- Inadequate credentials for the nature of the engagement or lack of an office or an established place of business.

Wegmans requires its employees to use good judgment and common sense in assessing the integrity and ethical business practices of third parties and have provided the above as a guideline.

## **9.0 Recruitment of Employees**

Wegmans provides equal opportunity for any qualified and competent individual to be employed by the Company from various multicultural and multiracial background.

The recruitment of employees should be based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed. This is crucial to ensure that no element of corruption is involved in the hiring of employees.

In line with this, proper background checks should be conducted in order to ensure that the potential employee has not been convicted in any bribery or corruption cases. More detailed background checks should be taken when hiring employees that would be responsible in management positions, as they would be tasked with decision making obligations.

If you find or suspect that another person subject to this policy has violated or about to violate this policy or applicable law, whether deliberately or inadvertently, you must forthwith report the same, in writing, to your head of department or your Human Resource department.

## **10.0 Wegmans Whistleblowing Policy**

Wegmans encourages openness and transparency in its commitment to the highest standard of integrity and accountability.

If you make a report or disclosure about any actual or perceived bribery or corruption in good faith, belief, without malicious intent, that a breach or violation as aforesaid may have occurred or may about to occur, you will be accorded protection of confidentiality, to the extent reasonably practicable, notwithstanding that, after investigation, it is shown that you were mistaken. In addition, employees who whistleblow internally will be also be protected against detrimental action for having made the disclosure, to the extent reasonably practicable.

Further details can be found at Wegmans whistleblowing policy at <https://Wegmans.com.my/wp-content/pdf/Whistle-blowing-policy.pdf>

## **11.0 Staff Declarations**

All employee shall certify in writing that they have read, understood and will abide by this policy. A copy of the declaration shall be documented and retained by the Human Resources Department for the duration of the personnel's employment.

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The IDD reserves the right to request information regarding an employee's assets in the event that the person is implicated in any bribery and corruption-related accusation or incident.

## **12.0 Anti-Bribery and Corruption Compliance Function**

Wegmans shall establish and maintain an anti-bribery and corruption compliance function within the IDD to oversee the design, implementation and management of the ABCMS. The IDD shall perform functions below within the Company structure, equipped to act effectively against bribery and corruption:

- a) Provide advice and guidance to personnel on the ABCMS and issues relating to bribery and corruption;
- b) Take appropriate steps to ensure that adequate monitoring, measurement, analysis and evaluation of the ABCMS is performed;
- c) Report on the performance of the ABCMS to the top management and Audit Committee regularly.

Appropriate resources shall be provided for effective operation of the ABCMS and that the IDD is staffed with persons who have the appropriate competence, status, authority and independence.

Wegmans shall conduct regular risk assessments to identify the bribery and corruption risks affecting the business, set anti-bribery and corruption objectives, and assess the effectiveness of the controls in achieving those objectives.

## **13.0 Training and Awareness**

Wegmans shall conduct an awareness programme for all its personnel on the Company's position regarding anti-bribery and corruption, integrity and ethics. Training shall be provided on a regular basis, in accordance with the level of bribery and corruption risk related to the position.

Training should be provided to personnel who are:

- a) new to the Company;
- b) appointed to or currently holding an exposed position.

Human Resources Department shall maintain records to identify which Wegmans personnel have received training, and produce, communicate and update the training schedule in conjunction with IDD.

Business associates acting on behalf of the Company shall also undergo appropriate training, where a bribery and corruption risk assessment identifies them as posing a more than minor bribery and corruption risk to the Company.

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## **14.0 Audit and Compliance**

Regular audits shall be conducted to ensure compliance to this policy. Such audits may be conducted internally by Wegmans or by an external party. Audit documentation should include performance improvement action plans.

## **15.0 Sanctions For Non-Compliance**

Non-compliance as identified by the audit and any risk areas identified through this and other means should be reported to the top management and Audit Committee in a timely manner in accordance with the level of risk identified.

Wegmans regards bribery and acts of corruption as serious matters and will apply penalties in the event of non-compliance to this policy. For Wegmans personnel, non-compliance may lead to disciplinary action, up to and including termination of employment.

For external parties, non-compliance may lead to penalties including termination of contract. Further legal action may also be taken in the event that Wegmans's interests have been harmed by the results on non-compliance by individuals and organisations.

## **16.0 Continuous Improvement**

In maintaining the ABCMS, Wegmans is committed to satisfying the requirements set out in ISO 37001. Any concerns to improve the ABCMS can be channeled to IDD. Wegmans shall monitor the legal and regulatory regimes where it operates and any changes to Wegmans's business environment and risks and identify opportunities for ABCMS improvement.

Regular assessments of the ABCMS should be carried out to ensure its scope, policies, procedures and controls match the bribery and corruption related risks faced by the Company. Wegmans endeavours to impact the business environment where it operates. This includes extending its integrity programme to non-controlled business associates such as suppliers and contractors, seeking to work with companies who have a similar commitment and supporting initiatives in the private and public sectors which are likely to improve the integrity of its operating environment.

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## ***APPENDIX 1***

# **Business Ethics, Conflict of Interest and Anti-Bribery Policies**

## **Policy Statement**

All persons employed by the Company owe a duty of fidelity to the Company. Employees must never place themselves in a position where their self-interest may conflict with this duty.

Any employee who breaches this policy is subject to disciplinary action base on Disciplinary Procedure, up to and including discharge.

This policy applies to all individuals employed by the Company.

## **Code of Conduct**

All employees of the Company are expected to comply with the following Code of Conduct:

### **• Duty of Fidelity**

Employees owe a duty of loyalty and fidelity to the Company. Employees are expected to perform their duties on behalf of the Company faithfully, diligently and to the best of their abilities.

### **• Conflict of Interest**

Employees must never allow themselves to be placed in a position where their personal interests are in conflict (or could be in conflict) with the interests or business of the Company.

Employees must avoid any situation or activity that compromises, or may compromise, their judgment or ability to act in the best interest of the Company.

### **• Disclosure of Potential Conflicts**

Employees must promptly disclose to the Company material information regarding any relationship, ownership or business interest (other than non-controlling investments in publicly-traded corporations), whether direct or indirect, that the employee or a member of his/her immediate family has with any person, or in any business or enterprise, that:

1. competes with the Company; or
2. purchases or sells, or seeks to purchase or sell, goods or services to or from the Company.

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**• Protective Steps**

Upon disclosure of the information described above, the Company will take appropriate steps to protect against any actual or potential conflict of interest. Such steps may include:

1. requiring the employee to refrain from being involved in any decisions made by the Company regarding its dealings with such person, business or enterprise; or
2. requiring the employee to refrain from being involved in any dealings on behalf of the Company with such person, business or enterprise; or
3. requiring the employee to dispose of his/her interest in such business or enterprise if he/she wishes to remain in the Company's employ.

**• Harm to Business or Reputation**

Employees shall at all times conduct themselves with integrity, and must refrain from engaging in conduct that could adversely affect the Company's business or reputation. Such conduct includes, but is not limited to:

1. publicly or via the social media platforms criticizing the Company, its management or its employees or its products; or
2. engaging in criminal conduct or other behavior that could harm the Company's business or reputation.

**• Gifts or 'Kickbacks'**

Employees (whether personally or via persons connected to them or their related parties) must never accept or give any 'kickbacks', loans, gifts of other than nominal value less than \$50, or personal payments of any kind, from or for any person or business enterprise that:

1. competes with the Company; or
2. purchases or sells, or seeks to purchase or sell, goods or services to, or from, the Company.

**• Company Funds and Property**

All funds and money collected from any of the customers, both in connection with sales and purchases, all belong to the Company which is the only rightful owner of the funds. Therefore, all funds must be channeled to the Company, the only authority who can decide the re-distribution of such funds.

Employees must be conscientious and scrupulous in their handling of funds and property belonging to the Company, and must always avoid any form of financial impropriety.

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Employees must not use, or permit the use of, Company property or resources for anything other than approved Company business or activities. Examples of unauthorized use would include using Company computers, photocopiers or stationery for personal purposes.

All Company's property and assets must be handed back to the Company upon termination of employment with the Company, in good and working (where applicable) condition (fair wear and tear excepted).

**• Confidential Information**

Confidential information (printed, electronic or otherwise) relating to the Company's past, present, future and contemplated assets, operations, products or services, industrial designs, inventions, production methods, marketing strategies and objectives, personnel, facilities, equipment, finances, pricing, interest rates, sales, customers, routines, policies, and business procedures must never be disclosed to anyone, during or after employment of the Company, outside the Company's organization, without the Company's express written authorization.

**• Outside Employment or Business Activity**

During working hours, employees are expected to devote their full time and attention to the business and the affairs of the Company.

If an employee wishes to engage in employment or business activity outside his/her employment with the Company, the employee must first disclose to the Company the nature and extent of the proposed employment or business activity, and obtain the Company's written approval. Approval will only be withheld if the Company reasonably determines that the employee's proposed outside employment or business activity could conflict or compete with the interests of the Company, or could negatively affect the employee's job performance or attendance.