



AGROMATE HOLDINGS SDN. BHD. (198801007079)

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY & PROCEDURES

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1. INTRODUCTION

The Board of Directors (the “Board”) of Agromate Holdings Sdn. Bhd. (“Agromate” or “the Company”) and its subsidiaries (“Collectively “Agromate Group”) has established and adopted this Anti-Corruption and Bribery Policy (“Policy”). This Policy provides principles, guidelines and requirements on how to prevent and deal with the occurrence of bribery and corrupt practices that may arise in the course of daily business and operating activities within Agromate Group.

This Policy has been designed to align with the key principles and recommendations of the ‘Guidelines on Adequate Procedures’ pursuant to sub-section (5) of Section 17A under the Malaysian Anti-Corruption Commission Act 2009 (“MACCA”).

This Policy should be read in conjunction with Agromate Group’s various policies and guidelines. If multiple documents speak on the same subject, then the more stringent provisions always apply. In case of any doubt, the personnel of Agromate Group shall enquire or seek advice from the Policy Owner.

Unless otherwise stated, any references to “we”, “us” and “our” in this Policy are to our Company and our subsidiaries taken as a whole.

2. ANTI-BRIBERY AND ANTI-CORRUPTION COMMITMENT

The Agromate Group is committed to conducting business dealings with integrity and takes a zero-tolerance stance towards bribery and corruption in its daily operations.

As a further expression of Agromate’s commitment, Agromate Group’s personnel who refuse to pay bribes or participate in acts of corruption will not be penalized even if such refusal may result in a loss of business.

3. OBJECTIVE

This Policy sets out Agromate Group’s overall position on bribery and corruption in all its forms. It also sets out the reasonable and proportionate measures to ensure Agromate Group does not participate in corrupt practices for its own advantage or benefit.

4. SCOPE

This Policy is applicable to Agromate Group, its controlled organizations, business associates acting on Agromate’s behalf, the Board of Directors and all Agromate Group personnel.



Joint-venture companies, in which Agromate is a non-controlling party, and Agromate's associated companies, are encouraged to adopt these or similar principles. External service providers are also expected to comply with this Policy in relation to all work conducted with Agromate, or on Agromate's behalf.

5. REFERENCES

This ABAC Policy should be read in conjunction with Agromate's Code of Business Conduct and Ethics ("COBCE"), the Employee Handbook, the Whistleblowing Policy and Procedures and the MACCA and its 2018 amendment.

6. DEFINITIONS

"**ABAC Policy**" refers to this Anti-Bribery and Anti-Corruption Policy.

"**ABACMF**" means Anti-Bribery and Anti-Corruption Management Framework. This broadly refers to the design, implementation and management of Agromate's corruption prevention and management framework vide the relevant Group policies and procedures.

"**Bribery & Corruption**" means any action which would be considered as an offence of giving or receiving 'gratification' under the MACCA. In practice, this means offering, giving, receiving or soliciting something of value in an attempt to illicitly influence the decisions or actions of a person who is in a position of authority and trust within an organization.

Bribery may be 'outbound', where someone acting on behalf of the Company attempts to influence the actions of someone external, such as a Government official or a client's decision-maker. It may also be 'inbound', where an external party is attempting to influence someone within the Company such as a senior decision-maker or someone with access to confidential information.

Bribery and corruption are closely related. However, corruption has a wider remit. The **definition of corruption** by Transparency International is 'the abuse of entrusted power for personal gain.' For the purpose of this Policy, corruption, is defined primarily as any action which would be considered as an offence of giving or receiving 'gratification' under the MACCA ('Bribery' as defined above). In addition, corruption may also include acts of extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.

"**Business Associate**" means an external party with whom the Company has, or plans to establish, some form of business relationship. This may include clients,



customers, joint-ventures, and joint-venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors.

“Conflict of Interest” means situation where business, financial, family, political or personal interests could interfere with the judgment of persons in carrying out their duties for the Company.

“Controlled organization” means an entity where the Company has the decision-making power over the organization such that it has the right to appoint and remove the management. This would normally be where the Company has the controlling interest (>50% of the voting share ownership), but it could be where there is an agreement in place that the Company has the right to appoint the management, for example a joint-venture where the Company has the largest (but still <50%) allocation of the voting shares.

“Corporate Gift” means something given from one organization to another, with the appointed representatives of each organization giving and accepting the gift. Corporate gifts may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the Company’s brand. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Corporate gifts shall be pre-approved by the senior management and are normally bear the Company name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads, plaques, and festive gifts such as hampers, oranges and dates.

“Donation & Sponsorship” means charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of educational events, supporting NGOs, and other social causes.

“Exposed Position” means a staff position identified as vulnerable to bribery through a risk assessment. Such positions may include any role involving; procurement or contract management; financial approvals; human resource; relations with government officials or government departments; sales; positions where negotiation with an external party is required; or other positions which the Company has identified as vulnerable to bribery.

“Facilitation payment” means unofficial and improper payments or benefits, such as cash, gifts or entertainment, provided to secure or expedite a routine or necessary action to which the Company is legally entitled. Facilitation payments are bribes and they could be small in value and solicited by both the public and private sectors.

“Gratification” is defined in the MACCA to mean the following:

- (a) money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or



- immovable, financial benefit, or any other similar advantage;
- (b) any office, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
 - (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
 - (d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
 - (e) any forbearance to demand any money or money's worth or valuable thing;
 - (f) any other service or favor of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and
 - (g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).

"Hospitality" means the considerate care of guests, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as company offices, with or without the personal presence of the host. Provision of travel may also be included, as may other services such as provision of guides, attendants and escorts; use of facilities such as a spa, golf course or other holiday arrangements and resorts with equipment included.

"M-CA" means Manager of Corporate Affairs.

"Agromate" or **"the Company"** means Agromate Holdings Sdn. Bhd.; and **Agromate and its subsidiaries** means the "Agromate Group".

"Employees" or **"Personnel"** means directors of Agromate and all individuals directly contracted to the Company on an employment basis, including permanent and temporary employees.

7. POLICY OWNER

The Board has oversight of this Policy. The senior management is responsible for ensuring the compliance with this Policy. The M-CA is assigned as the designated Policy owner to operate this Policy within the Group.

8. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

8.1 Bribery and corruption in all its forms are prohibited. Employees should be aware of the definitions as given in this Policy and the range of activities these



could possibly cover.

- 8.2 Bribery and corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment.

Agromate Group personnel and its business associates shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organization, either for the intended benefit of Agromate or the persons involved in the transaction.

- 8.3 Agromate Group personnel should be aware that this Policy applies equally to its business dealings with commercial ('private sector') and Government ('public sector') entities, and includes their directors, personnel, agents and other appointed representatives at all levels. Even the possible appearance of bribery or corruption is to be avoided.

- 8.4 This ABAC Policy applies in Agromate's dealings and activities in all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions. In cases where there is a conflict between mandatory laws and the principles contained in this and other policies, the laws shall prevail.

- 8.5 No employee or external party will suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes, participate in other illicit behavior or making reports pertaining to bribery and corruption in good faith. The consequence of such refusal or actions may be that Agromate would lose in terms of the business. Even so, the appropriate action is refusal.

- 8.6 Agromate Group is also committed to conducting due diligence (pertaining to anti-bribery and corruption) checks on existing/ prospective business associates prior to their employment, appointment or engagement of services.

Agromate Group may carry out due diligence on employees who hold exposed positions.

9. GIFTS, ENTERTAINMENT, TRAVEL, DONATIONS AND SPONSORSHIPS

- 9.1 Agromate Group employees are prohibited from asking, soliciting, receiving and giving of gifts, entertainment, travel, donation and sponsorships from any party which might create a sense of obligation and compromise professional judgement or create appearance of doing so of the party/parties involved. However, entertainment with business associates in the normal



course of business shall be allowed and in accordance with the relevant approved policies on sales, marketing, entertainment and claims governing such activities. Under no circumstances may Agromate personnel receiving or giving of gifts in the form of cash or cash equivalent, including gift certificates, loans, commissions, coupons, discounts or any other related forms which will influence business decisions and encourage unethical behaviors.

- 9.2 The only form of gift-giving allowed to external parties is a corporate gift. Any gift-giving or event of hospitality is subject to approval according to Agromate's Limits of Authority and must fulfil the following conditions:
- a) They are limited, customary and lawful under the circumstances and pre-approved by the senior management;
 - 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 favor 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 and hospitality must be done in an open and transparent manner.
- 9.3 Donations and sponsorships are permitted in accordance with the nature and limits established and approved by the Company and are not in breach of any applicable laws or any other sections of this Policy. However, the Company prohibits the giving and receiving of donation and sponsorships to influence business decisions and encourage unethical behavior on the part of the employees or the recipient. As a good control measure where donation, sponsorships, gifts, travel and entertainment are made/received in excess of the limits established, a register should be kept for record and audit purposes.
- 9.4 All forms of benefits including donation, sponsorships, gifts, travel and entertainment must be :-
- a) reasonable in value;
 - b) infrequent in nature;
 - c) transparent and open;
 - d) not given to influence or obtain an unfair advantage; and
 - e) respectful and customary

Where there is the slightest doubt in the genuineness and purpose in situations warranting the giving/receiving of gifts, entertainment and travel and donation and sponsorships, the senior management and/or Board should be notified and consulted for decision.



10. FACILITATION PAYMENTS

- 10.1 Agromate Group adopts a strict policy of disallowing the use of facilitation payments in its business.
- 10.2 Any request for a facilitation payment shall be rejected and reported immediately to the M-CA. In addition, if a payment has been made and personnel are unsure of the nature, the M-CA must be notified immediately, and the payment recorded accordingly.

11. RECRUITMENT, PROMOTION AND SUPPORT OF PERSONNEL

- 11.1 Agromate recognizes the value of integrity in its personnel and business associates. The Company's recruitment, training, performance evaluation, remuneration, recognition and promotion for all Agromate Group personnel, including management, shall be designed and regularly updated to recognize integrity.
- 11.2 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 the employees.

In line with this, for all recruitments, due diligence shall be conducted on all prospective employees depending on the persons' proposed functions and corresponding bribery and corruption risk profile. Agromate should carry out enhanced due diligence on employees who hold or may be holding exposed positions.

a) Basic Due Diligence

- to carry out at least a reference check of the prospective employee by requesting contact information of 2 referees as well as a background check.

b) Enhanced Due Diligence

- taking reasonable steps to determine whether prospective employees have been involved in any form of corruption and bribery act;
- verifying that the purpose of offering employment to prospective employees is not to secure improper favourable treatment for the Company;
- taking reasonable steps to identify the prospective employees' relationship to public officials.

- 11.3 Agromate shall review performance bonuses, performance targets and other



incentivizing elements of remuneration periodically to ensure that there are reasonable safeguards in place to prevent them from encouraging bribery and unethical behavior.

12. BUSINESS ASSOCIATES

- 12.1 All business associates (including external providers such as consultants, advisors, and agents) acting on behalf of the Company are required to comply with this Policy, and be briefed on Agromate's COBCE, and all other policies as it relates to them.
- 12.2 In circumstances where the Company retains controlling interest, such as in certain joint-venture agreements, business associates are required to adhere to this ABAC Policy and Agromate's COBCE. Where the Company does not have controlling interest, associates are encouraged to comply with the same.
- 12.3 Due diligence should be carried out with regards to any business associates dealing with or intending to act on the Company's behalf as an agent or in other representative roles, to ensure that the business transactions entered into are appropriate and comply with the requirements of this Policy
- 12.4 The extent of the due diligence should be based on a bribery and corruption risk assessment. The due diligence exercises may include a company profile search through relevant sources / databases, checking for relationships with public officials, self-declaration, documenting the reasons for choosing one particular business associate over another and the basis in determining the value of the business transaction. The results of the due diligence process must be documented, approved by the appropriate level of management personnel and retained for at least seven years.
- 12.5 Agromate shall include standard clauses in all contracts with business associates enabling the Company to terminate the contract in the event that bribery or an act of corruption has been proven to occur. Additional clauses may also be included for business associates acting on Agromate's behalf where a more than minor bribery risk has been identified.

13. RESPONSIBILITIES OF AGROMATE GROUP PERSONNEL

- 13.1 All Agromate Group personnel are required to carry out those responsibilities and obligations relating to the Company's anti-bribery and anti-corruption stance, alongside those already in existence, which include the following:
 - a) be familiar with applicable requirements and directives of the Policy and communicate them to subordinates;
 - b) direct questions and seek clarification from the M-CA, if any doubts about



this Policy arise or if there is a lack of clarity about the required action in a particular situation;

- c) always raise suspicious transactions and other “red flags” (indicators of bribery or corruption) to immediate superiors for guidance on the next course of action;
- d) be alert to indications or evidence of possible violations of this Policy;
- e) promptly report violations or suspected violations through appropriate channels;
- f) attend and complete anti-bribery and anti-corruption training as required according to position; and attest to comply annually, with recordings maintained by M-CA & Human Resource (“HR”); and
- g) not to misuse their position or Agromate’s name for personal advantage.

13.2 When dealing with business associates, all Agromate Group personnel shall not:

- a) express unexplained or unjustifiable preference for certain parties;
- b) make any attempt at dishonestly influencing their decisions by offering, promising or conferring advantage;
- c) exert improper influence to obtain benefits from them;
- d) directly or indirectly offer or make promise or corrupt payments, in cash or in kind for a specific favour or improper advantage from them.

13.3 During an active or anticipated procurement or tender exercise, personnel participating in the exercise in any way whatsoever, shall not:

- a) receive gifts or hospitality or any kind from any external party participating, planning to participate, or expected to participate, in the procurement or tender exercise;
- b) provide anything other than a corporate gift and token hospitality to any external/third party related to the exercise;
- c) be involved in any discussions regarding business or employment opportunities, for personal benefit or for the benefit of a business associate;
- d) abuse the decision-making and other delegated powers; and
- e) bypass normal procurement or tender process and procedure.

13.4 When dealing with external parties in a position to make a decision to Agromate Group’s benefit (such as a Government official or client), Agromate personnel shall not:

- a) offer, promise or make any attempt at dishonestly influencing the person’s decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind;
- b) be involved in any discussions regarding business or employment opportunities, for their own personal benefit or for the benefit of the external party;
- c) otherwise abuse the decision-making and other delegated powers, in order to illicitly secure an outcome which would be to the commercial



- advantage to themselves and/or the Company; and
- d) exert improper influence to obtain personal benefits from them.

13.5 Agromate Group's managers and senior management have a particular responsibility to ensure that the Policy requirements are applied and complied with within their department or division and to monitor compliance with the Policy. They also must ensure that subordinates in 'Exposed Positions' attend relevant training.

13.6 The Board of Directors shall set the tone in providing leadership and support for this Policy and take responsibility for its effective adoption across the businesses of the Company. The M-CA is responsible for the implementation and all communication and training activities to ensure employees understood and complied with this Policy.

14. CONFLICTS OF INTEREST

14.1 Conflicts of interest arise in situations where business, financial, family, political or personal interests that could be considered to have potential interference with objectivity in performing duties or exercising judgment on behalf of Agromate. All personnel should avoid situations in which personal interest could conflict with their professional obligations or duties. Personnel must not use their position, official working hours, Company's resources and assets, or information available to them for personal gain or to the Company's disadvantage.

14.2 In situations where a conflict does occur, personnel are required to declare the matter as per the policies of the Company.

14.3 The organization shall keep a record of any circumstances of actual or potential conflicts of interest and whether actions were taken to mitigate the conflict.

15. ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE

15.1 Agromate shall establish and maintain a regular compliance review of the ABACMF to ensure validity and update of the design, implementation and management of Agromate's corruption risks vide the ABACMF.

15.2 The M-CA 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 ABACMF and issues relating to bribery and corruption prevention;
- b) take appropriate steps to ensure that adequate monitoring and audit to



evaluate the effectiveness and compliance of ABACMF within the Group are performed;

- c) report on the application and updates of the ABACMF to the senior management and the Board regularly;
- d) escalate to HR to conduct disciplinary proceedings against personnel found to be non-compliant to the ABAC Policy; and
- e) recommend to senior management to conduct independent audit to obtain assurance on the effectiveness and compliance of ABACMF within the Group.

15.3 Appropriate resources shall be provided for effective operation of the ABACMF and that the M-CA is staffed with persons who have the appropriate level of competency, skills, authority and experience.

15.4 Agromate shall conduct regular risk assessments (a comprehensive risk assessment shall be done at least once every three years) to identify the bribery and corruption risks affecting the business, set anti-bribery and anti-corruption objectives, and assess the effectiveness of the controls in achieving those objectives. This could be vide Agromate's Enterprise Risk Management system and the respective departmental/ functional level Risk Registers capturing such information.

16. SANCTIONS FOR NON-COMPLIANCE

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

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

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

16.4 Agromate shall report to the relevant regulatory authorities if any identified bribery or corruption incidents have been found within the Group affecting its employees or business associates and shall provide full co-operation to the said regulatory authorities when required.



17. CONTINUOUS IMPROVEMENT

- 17.1 In maintaining the ABACMF, Agromate is committed to satisfying the requirements set out in the Guidelines on Adequate Procedures pursuant to sub-section (5) of section 17A under the MACCA 2009. Any suggestions to improve the ABACMF may be channeled to M-CA.
- 17.2 The adequacy and effectiveness of the ABACMF should be assessed on a continual and regular basis through several methods, e.g., reviews by internal audits, management and the Policy Owner, to ensure its scope, policies, procedures and controls match the bribery and corruption related risks confronted by the Company.
- 17.3 Agromate shall monitor the legal and regulatory regimes where it operates and any changes to Agromate's business environment and risks and identify opportunities for ABACMF improvement. A report should be prepared and submitted by M-CA to the senior management and Board on a regular basis for appropriate action to be taken.
- 17.4 When determining on the need for changes to the ABACMF, such changes should be carried out in a planned manner by considering the following:
- a) the purpose of the changes and their potential consequences;
 - b) the integrity of the ABACMF;
 - c) the availability of resources;
 - d) the allocation or reallocation of responsibilities and authority;
 - e) the rate, extent and timeframe of implementing the changes.
- 17.5 Agromate endeavors to impact the business environment where it operates. This includes extending its integrity programme to non-controlled business associates such as suppliers and contractors. Agromate seeks to work with companies who have a similar commitment and will support initiatives in the private and public sectors which are likely to improve the integrity of its operating environment.

18. COMMUNICATION AND TRAINING

- 18.1 Agromate shall ensure a copy of this Policy be provided to the Board of Directors, all Agromate Group personnel and business associates. They will be advised that the Policy is also available on Agromate's website for their review. The Board of Directors, all Agromate Group personnel and Agromate Group's business associates will be informed whenever significant changes are made.
- 18.2 Agromate shall conduct an awareness training programme for all its personnel on the Company's position on ABAC policy and practices.



- 18.3 Training shall be provided on a regular basis, in accordance with the level of bribery and corruption risk related to the employee's position. Training should be provided to personnel who are:
- a) new to the Company;
 - b) appointed to or currently holding an exposed position.
- 18.4 Business associates dealing with and acting on behalf of the Company shall also undergo appropriate training on this Policy, where bribery and corruption risk assessment identifies them as posing a more than minor bribery and corruption risk to the Company.
- 18.5 Agromate shall develop and disseminate internal and external training and communications relevant to its ABACMF which covering the following areas:
- a) the bribery risks they and their organization face;
 - b) the anti-bribery policy;
 - c) the aspects of the ABACMF relevant to their role;
 - d) any necessary preventive and reporting actions they need to take in relation to any bribery risk or suspected bribery; and
 - e) the consequences of non-compliance
- 18.6 The M-CA/HR shall maintain records to identify Agromate Group personnel and business associates that have received such training.
- 18.7 Agromate's zero-tolerance approach to bribery and corruption must be communicated to all business associates at the outset of our business relationship with them and as appropriate thereafter. For advice on these communications, please contact the M-CA.

19. DECLARATION (PERSONNEL & BUSINESS ASSOCIATES)

- 19.1 All new recruits shall complete trainings on the ABAC Policy, and at the end of such trainings attest that this Policy shall be complied with. Thereafter, to certify in writing that they have read, understood and will abide by this Policy. A copy of this declaration shall be documented and retained by HR for the duration of the personnel's employment.
- 19.2 The HR 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.
- 19.3 All Agromate Group's personnel and business associates shall provide annual declaration of compliance with this Policy in the form provided by the Company.
- 19.4 The M-CA shall be responsible for ensuring that all annual declarations are



communicated and obtained on or before the end of the first fiscal quarter of each financial year, and informs the Board of Directors that such declaration have been communicated and obtained.

20. RAISING CONCERNS (WHISTLEBLOWING)

- 20.0 Agromate encourages openness and transparency in its commitment to the highest standards of integrity and accountability. Therefore, it is our responsibility to promptly report any suspected contraventions of this Policy.
- 20.1 Personnel who are in the course of their activities relating to their employment at Agromate, encounter actual or suspected violations of this Policy are required to report their concerns.
- 20.2 If business associate or an employee makes a report or disclosure about any actual or perceived bribery and corruption in good faith and belief without malicious intent, that a breach or violation as aforesaid may have occurred or may about to occur, the business associate or employee will be accorded protection of confidentiality, to the extent reasonably practicable, notwithstanding that, after investigation, it is shown that the personnel was mistaken.
- 20.3 Employees who whistleblow internally will be protected against detrimental action for having made the disclosure, to the extent reasonably practicable.
- 20.4 Any Agromate's Employee who fails to report known or suspected violations may be subject to disciplinary action including termination of employment. In Malaysia, any person who knows and fails to report an act of giving and offering of bribes is committing an offence under Section 25 (1) and (2) of the MACC Act 2009.

This Policy shall be read and understood together with the Agromate Whistleblowing Policy which is available on the Company's website at www.agromate.com.my.

21. RECORD KEEPING

- 21.1 Agromate shall keep financial records and have appropriate internal controls in place which will evidence the business reasons for making payments to, and receiving payments from, any person.
- 21.2 Agromate's employees must ensure that all expense claims relating to hospitality, gifts or expenses incurred to Associates and/or any person are submitted in accordance with the Company's applicable policy and



specifically record the reason for such expenditure. Agromate's employees shall further ensure that all expense claims shall comply with the terms and conditions of this policy.

21.3 All accounts, invoices, contracts and other documents and records relating to dealings with the business associates and/or any person shall be prepared and maintained with strict accuracy and completeness.

21.4 No records shall be kept "off-book" to facilitate or conceal improper payments. All record keeping shall be fully in-line with the respective Agromate Group's Business Unit operating policies.

22. CHANGES TO THIS POLICY

Any deviation or waiver from this Policy must be approved by Agromate's senior management and the Board of Directors.

