



NTT DATA Payment Services Sdn. Bhd.
(formerly known as GHL Systems Sdn. Bhd.)
Group Anti-Bribery and Corruption Policy

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1. INTRODUCTION

- 1.1 NTT DATA Payment Services Sdn Bhd (the “Company”), its related corporations as defined under the Companies Act 2016, and any other entities within NTT DATA Group for which the Company provides management oversight and strategic direction as the regional headquarters, now and in the future (the “Group”) is dedicated to upholding the principles and standards of NTT DATA Group. NTT DATA Group refers to NTT DATA Group Corporation and its consolidated subsidiaries.

The Group is committed to opposing all forms of corrupt practices, conducting business in accordance with the highest ethical standards and in full compliance with all applicable anti-bribery laws and regulations, including but not limited to those as defined in the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 (collectively known as “MACCA”) and any other applicable local anti-bribery laws of the countries in which the Group operates.

Bribery has no place in the Group. The Group adopts a zero-tolerance approach to bribery and corruption. Employees are prohibited from offering (or agreeing to give), soliciting, or accepting (or agreeing to accept) bribes and other improper financial advantages:

- Employees may not provide anything of value to obtain or retain business or any advantage, financial or otherwise. “Anything of value” extends beyond cash or cash equivalents to include improper gifts, entertainment, travel and/or lodging, charitable and political contributions, and employment or internships for clients, government officials, or their related persons.
- The prohibition against the provision of anything of value applies to not only government officials and employees or officials of organizations with government ownership or control, but also includes clients, suppliers, and any person with whom the Group does or anticipates doing business. The Group expressly prohibits the provision of facilitation payments.

The Group expects all of its agents and suppliers to act at all times in compliance with applicable anti-bribery laws and regulations.

The Group requires its directors, employees, and any other persons associated with it (“Associated Persons”) to exercise the utmost vigilance, to follow the policy and procedures to mitigate bribery and corruption risks, and to identify and report suspected or suspicious transactions, arrangements, engagements, meetings, conversations, suggestions, or any similar or related circumstances.

This Group Anti-Bribery and Corruption Policy (“Policy”) sets out the guidelines and requirements of the Group relating to compliance with anti-bribery or corruption laws. While the parent company, NTT DATA Japan Corporation, is located in Japan, the Company is incorporated in Malaysia. The MACCA sets the minimum standard that must be complied across its businesses and operations within the Group in the ASEAN region. This Policy complements and should be read in conjunction with the Group’s Code of Business Ethics and the Group’s Whistleblowing Policy.

Notwithstanding the above, should there be any discrepancies between the anti-money laundering laws in any of the particular offices situated in other countries with MACCA, then the said anti-money laundering laws of that country shall prevail.

- 1.3 The MACCA –

- (a) criminalizes the giving, offering, receiving, promising, or soliciting of bribes;
- (b) covers bribery in both the public and private sectors;
- (c) makes no exceptions to Facilitation Payments as elaborated in Section 4.3 below;
- (d) creates a specific offence of bribing a “foreign public official” in order to influence them even if they are not influenced, or intended to be influenced to act improperly; and
- (e) holds the organization, its directors and senior management criminally liable if they fail to prevent bribery by “Associated Persons” unless they can show that they have “adequate procedures” designed to prevent bribery on their behalf.

2. AIMS

2.1 This Policy sets out the requirements that must be complied with by the Associated Persons and other third parties who deal with the Group in the conduct of its day-to-day operations.

2.2 The Policy aims to:

- (a) communicate the Group’s zero tolerance approach to incidents of bribery and corruption clearly to the Associated Persons and any third party who deals with the Group and to affirm the Board of Directors’ endorsement of that approach, as exemplified by the Code of Business Ethics
- (b) ensure that all Associated Persons are aware of their responsibilities in relation to:
 - (i) compliance with all relevant bribery and corruption laws and applicable regulations;
 - (ii) the avoidance, prevention and reporting of bribery and corruption; and
 - (iii) the monitoring and mitigation of bribery and corruption risks.
- (c) ensure that instances of actual or suspected bribery and corruption are appropriately dealt with
- (d) encourage the Associated Persons to report concerns to the Human Resources Department or through NTT DATA Payment Services Group’s whistleblowing channel at wb@whistleblowerghl.com or if this matter is serious enough to warrant involvement of NTT DATA Headquarters, contact NTT DATA Global Whistle Line at nttdata_whistleline@ogaso.com
- (e) require that the Group implement all procedures to regulate, monitor, record and report corporate gifts, hospitality and entertainment given or received, and to emphasize the risks associated with gifts, hospitality and entertainment, particularly when they involve significant value
- (f) require that the Group maintain appropriate oversight of its relationships with Associated Persons (including customers, suppliers and referrers of business) and other third parties (including through contractual terms) to mitigate, bribery and corruption risks, and to require compliance by associated persons with the relevant bribery and corruption laws and applicable regulations in relation to the services they provide to the Group. Furthermore, this oversight will enable the Group to take appropriate remedial action (including termination of any relevant contract) where necessary

- (g) require that the Group implements appropriate procedures to regulate, monitor, record and report corporate donations and sponsorship and to assess the associated bribery and corruption risks
- (h) mitigate the potential risk of criminal liability, regulatory sanctions or reputational damage that the Group, its Board of Directors, its senior management, and the Associated Persons, may incur as a result of failing to comply with relevant bribery and corruption laws or regulations.

3. APPLICATION AND DEFINITIONS

3.1 APPLICATION

This Policy applies both to the Group as well as the Associated Persons of the Group. Companies in which the Company has a non-controlling interest are encouraged to adopt this Policy. The Associated Persons of the Group must:

- (a) comply with all applicable bribery and corruption laws and regulations and this Policy
- (b) take reasonable steps to detect and prevent actual or potential bribery and corruption including maintaining accurate records of all transactions and gifts (offered, given or received)
- (c) report any incident or any concern they may have about actual or suspected bribery or corruption, or any breach of this Policy, or circumstances which lead them to suspect that bribery or corruption may have occurred or that any action may involve bribery or corruption

The requirements in this Policy apply in addition to any local legal or regulatory requirements and must be observed even if the local law or regulation imposes less stringent requirements (or does not prescribe specific requirements). If the local laws or regulations impose more stringent requirements, the Associated Persons must comply with the more stringent requirements.

If in doubt, the Associated Persons must contact the Group's relevant Head of Department, Human Resource Department or the Group Legal, Compliance and Sustainability Department, rather than disregard this Policy without consultation.

3.2 DEFINITIONS

Term	Definition
Policy	Refers to this Policy and related guidelines issued from time to time.
Associated Person	An Associated Person is a person who performs services for or on behalf of the Group. This includes its directors, employees and other persons associated to it which will generally include suppliers of services, outsourced service providers, subsidiaries and associated companies.

Bribery	<p>Bribery is the giving, offering, promise, solicitation, request or acceptance of gratification in order to induce or reward a breach of, the improper performance of a duty or to influence a Public Official or a third party in the performance of his or her duties or office (even if that Public Official or third party is not influenced, or intended to be influenced, to act improperly).</p> <p>Generally, bribery is committed when a person directly, or indirectly through another person or organization, offers, gives, requests or receives a benefit with the intention or knowledge that the benefit will be used to induce someone to perform a dishonest or improper act, or to influence a Public Official or third party. An individual in a position to bribe or be bribed may be someone who is able to obtain, retain, confer or direct business or business advantages.</p>
Corruption	<p>Corruption is the abuse of public or private office to obtain an undue advantage. Often, but not always, bribery is a vehicle for, and enabler of, corrupt behavior.</p>
Gratification	<p>Any advantage or benefit of any kind (whether given to the person you are trying to influence (“A”) or to someone else (“B”) if giving the advantage to B is designed or likely to influence A which includes money, stock, securities, contractual rights or interests, real estate, personal property, gifts, meals, entertainment, contributions or donations, travel and related expenses, discounts beyond those generally available, preferential treatment, favours or access to services or opportunities, goods or services without commercially reasonable justification, or offers of employment, internships or similar arrangements.</p>
Public Official	<ul style="list-style-type: none"> • any officer, employee or representative of a government, whether national, federal or local • any individual exercising a legislative, administrative, judicial or other public or official function, whether appointed or elected • any officer, employee or representative of any entity controlled or owned by a government, state or sovereign, including but not limited to central banks, sovereign wealth funds, and any other business venture that is owned or controlled by a government entity • a candidate for, or holder of, public office; • any official of a political party; • any officer, employee or representative of a public international organization • any sovereign individual

4. POLICY REQUIREMENTS

4.1 REJECT ALL FORMS OF BRIBERY AND CORRUPTION

This Policy prohibits the Associated Persons from participating in bribery or corruption in any form, whether directly or via third parties, irrespective of whether bribes are being given, offered, promised, requested, solicited or received.

4.2 GIVING AND/OR RECEIVING GIFTS AND/OR ENTERTAINMENT

This Policy strictly prohibits giving or receiving of any gift and/or entertainment in whatsoever manner and/or form which may influence, or be perceived to influence a business decision, thereby giving rise to the risk of an act of bribery or corruption. Any gift and/or entertainment may only be given or received in accordance with the Guidelines on the Giving and/or Receiving of Gifts and Entertainment appended in **Appendix A** of this Policy.

4.3 FACILITATION PAYMENTS

A “facilitation payment” (or “grease” payment) is a payment which is not officially required or sanctioned but which is made to a Public Official to speed up, or otherwise smoothen, the performance of a duty or function which that official is required to perform in any case. Examples include a payment made to a customs official to ensure the speedy completion of customs clearance procedures. Facilitation Payments are a form of bribery and are strictly prohibited even where such payments may not be expressly prohibited under any local laws, local practice or custom in certain jurisdictions.

When encountering any such requests for payments, the Associated Persons must immediately refuse such requests even if there would be negative business consequences. The Associated Persons must immediately report to the relevant Head of Department or the Human Resource Department as soon as possible and if ever in doubts to immediately clarify and report with the relevant Head of Department or the Human Resources Department and/or directly to the Group CEO.

4.4 SUPPLIERS OF SERVICES

Suppliers of Services are third parties that provide goods and services for and on behalf of the Group under an approved contractual arrangement and who are deemed to be Associated Persons.

To mitigate bribery and corruption risks associated with the Suppliers of Services, an employee who is responsible for the relationship with the Suppliers of Services must ensure that appropriate due diligence has been carried out at the time of on-boarding of such a supplier and, before the goods and services are provided by the supplier, all such due diligence must be adequately documented, and must include:

- (a) the collection of basic information about the Supplier of Services including the beneficial owners of the third party, the business rationale for the relationship, and the third party's qualifications for providing the services
- (b) identification of the individuals responsible for managing the relationship, both within the Group and within the Suppliers of Services
- (c) process of payment to the Suppliers of Services and a determination as to, whether the accounts used for payment are in fact controlled by the Suppliers of Services and whether the mode of payment represents any bribery and corruption risks
- (d) appropriate contractual language which has been reviewed, agreed upon, and adequately documented by the Group Legal, Compliance and Sustainability Department

4.5 PAYMENTS TO THIRD PARTIES

Payments to persons who are not a party to a contractual relationship with the Group are not generally permitted unless the reasons for the payment have been properly investigated and recorded and the arrangement has been assessed and determined not to involve bribery or corruption.

Payments are recorded in books and records accurately, fairly and transparently, in such a way as to allow for review to be carried out on the recipient and rationale of payment.

Requests for cash payments are thoroughly investigated and, where approved, the reasons for approval are duly recorded.

4.6 SPONSORSHIPS AND DONATIONS

As part of its Corporate Social Responsibility programme, the Group is committed to investing in, and sponsoring events and organizations in, the communities in which it operates. It is important that such sponsorships and donations are not used in any way as improper inducements to influence Public Officials or third parties. All such sponsorships and donations must not be used as a means of bribery or corruption, and must be free from any suspicious or inference that they are designed to give rise to any expectation that a quid-pro quo is expected.

Providing charitable donations and sponsorships as an inducement for obtaining improper advantage is strictly prohibited. Charitable donations and sponsorships must be subject to appropriate due diligence so as to identify potential connections with persons who may be in a position to benefit the Group. Proper internal assessment, record keeping and reporting must be conducted to ensure such sponsorship and donations are free from any suspicion of bribery or corruption.

The Group requires employees to use good judgment and common sense in assessing the requests. When in doubt, employees should seek further advice from the relevant Heads of Department or escalate the matter to Group Legal, Compliance and Sustainability Department or the Group CEO to determine the authenticity of such requests.

4.7 POLITICAL DONATIONS OR FAVOURS

The Group will not undertake any political donations or favours. These are therefore strictly prohibited, whether to influence a Public Official so as to obtain or retain business or a business advantage for the Group, or otherwise. There are no exceptions to this policy.

4.8 MERGERS, ACQUISITIONS AND JOINT VENTURES

The Group must ensure that bribery and corruption risk is included in due diligence process in relations to any proposed mergers, acquisitions and/or joint ventures.

4.9 BUSINESS PARTNERS

All Business Partners must be made aware of this Policy. Whenever commercially possible, Business Partners must be required to declare their awareness of and undertake to comply with this Policy by executing a Declaration of Integrity.

5. RECORD KEEPING, AUDIT AND REPORTING

This Policy requires the Associated Persons to ensure that fair, accurate and transparent records of all transactions are maintained and that these records are readily accessible. Such records should identify the relevant counterparty, contractual relationship under which the transaction occurs, date and amount of any exchange of payments pursuant to the contractual relationship and, where relevant, details of any associated arrangements.

6. TRAINING

Training for the employees of the Group will be carried out by Group Legal, Compliance and Sustainability Department and/or Human Resource Department in line with the requirements of this Policy.

Such training will be provided to new and existing employees which will enable these employees to understand:

- a) their obligations under this Policy
- b) what bribery and corruption is
- c) the effect of misconduct on the Group
- d) how to identify, report and appropriately manage any issues relating to bribery and corruption

7. INCIDENT MANAGEMENT

The Associated Persons who identifies actual, potential or suspected breach of this Policy or applicable law or regulation must report it immediately to the Human Resource Department. If necessary, the Associated Persons may use the Group's whistleblowing channel at wb@whistleblowerghl.com to make such a report or if this matter is serious enough to warrant involvement of NTT DATA Headquarters, contact NTT DATA Global Whistle Line at nttdata_whistleline@ogaso.com.

If such a report involves an actual or suspected bribery or corruption, then escalation to the Group Legal, Compliance and Sustainability Department and the Group Internal Audit is mandatory. Both

the Group Legal, Compliance and Sustainability Department and the Group Internal Audit will conduct an investigation, the outcome of which will be reported to the Board of Directors and the senior management.

Staff who report actual, potential or suspected bribery or corruption in good faith will be protected from discrimination, bullying or other potential repercussions irrespective of whether their suspicions prove to be valid.

8. CONSEQUENCES OF NON-COMPLIANCE

Employees who engage in or facilitate bribery, or who fail to comply with all applicable anti-bribery laws, regulations, and this Policy, may be subject to disciplinary action, up to and including termination of employment. NTT DATA Payment Services Group reserves the right to terminate immediately any business relationship that violates our high ethical standards.

In addition, criminal liability on the NTT DATA Payment Services Group and the Associated Persons, including fines and/or imprisonment, may arise as a result of breaching relevant bribery and corruption laws.

9. REVIEW OF THIS POLICY

This Policy and any of its appendices may be reviewed and updated every three (3) years by the Group Legal, Compliance and Sustainability Department. Reviews will take into account changes in laws and regulations, changes in the Group's businesses and operations, as well as changes in the general business environment.

APPENDIX A

GUIDELINE ON THE GIVING AND/OR RECEIVING OF GIFTS AND ENTERTAINMENT

1. INTRODUCTION

It is to be noted that this guideline is to be read subject to paragraph 4.2 of the Group Anti-Bribery and Corruption Policy. The giving and/or receiving of Gifts and Entertainment (“G&E”) which are deemed to be reasonable, in appropriate occasion, and/only for legitimate business purpose only which is to build goodwill and strengthen business relationships are allowed but subject to the guidelines stated herein.

Any giving and/or receiving of G&E that is excessive and or lavish in nature and/or which may pose or perceive to be a form of bribery and corruption in whatsoever manner are strictly prohibited as they will cause potential reputational risk to the Group. Therefore, proper oversight of giving and/or receiving of G&E is important in managing such risks.

2. AIMS

This Guideline meant merely as a tool to guide the Group on:

- (a) giving and/or receiving of G&E;
- (b) monitoring the giving and/or receiving of G&E so as to ensure that all G&E activity meets the requirement set out in this Guidelines;
- (c) eliminating bribery and corruption risks in line with the Group Anti-Bribery and Corruption Policy; and
- (d) protecting the Group’s reputation by conducting business with integrity.

3. APPLICATION

This Guideline applies to all the Directors and/or employees of the Group.

4. DEFINITIONS

- a) Cash or Cash Equivalents
Cash or items that have a monetary value such as gift cards, prepaid cards, digital/crypto currencies, precious metals, gems or jewelry, coupon or vouchers that can be used as payment towards any products or service.
- b) Gift and Entertainment (G&E)
 - i. Items or benefits or hospitalities given or received between parties. This can take many forms such as gifts, food and beverage, meals, entertainment such as sporting matches, concerts or events, travel or accommodation
 - ii. Third Party Sponsored Event.
- c) Third Party
Any person who is not part of the the Group such as a client, a counterparty, an external provider, a product provider, a sub-contractor or a public official.

d) Third Party Sponsored Event

An event which is sponsored or organized by a Third Party to which the Group Director(s) / employee(s) are invited (e.g. seminars, conferences, forums, workshops or trainings).

5. ROLES AND RESPONSIBILITIES

5.1 Directors/Employees

All the Directors/employees of the Group are required to:

- a) understand their obligations under this Guideline and comply with the Guidelines at all times;
- b) act with integrity, honesty and transparency at all times;
- c) take full accountability for their G&E activity;
- d) exercise good judgment at all times in deciding whether the giving and/or receiving of the G&E is appropriate;
- e) consult with the Group Legal, Compliance and Sustainability Department when unsure about the applicability of any aspects of this Guideline; and
- f) report violations or suspected violations to the Group Legal, Compliance and Sustainability Department.

5.2 Country CEOs and/or Heads of Department

All Country CEOs and/or Heads of Department are required to:

- a) lead by example in complying with this Guideline; and
- b) take responsibility for approving G&E requests which are above the limits imposed under this Guideline.

5.3 Reporting Managers

All the managers are required to:

- a) monitor all of the G&E activity involving the employees reporting directly under their purview;
- b) provide guidance to the employees reporting directly under their purview on their compliance to this Guideline; and
- c) report violations or suspected violations to the Group Legal, Compliance and Sustainability Department

5.4 Group Legal, Compliance and Sustainability Department

The Group Legal, Compliance and Sustainability Department are responsible for:

- a) advising on queries about this Guideline;
- b) reviewing this Guideline against the local laws and regulatory requirements and providing any modifications as needed; and
- c) ensuring that the necessary reporting requirements for any G&E expenditure are met

6. PERMITTED G&E

Subject to the Guidelines, all Directors and/or employees of the Group may receive G&E from or give G&E to a Third Party, provided that the G&E:

- a) is to foster goodwill and strengthen business relationships;
- b) does not create the perception that the gift giver or gift receiver is entitled to any sorts of preferential treatment, an award of business or to better pricing is reasonable and appropriate in the context of the business occasion; and
- c) is given or received according to a cultural/religious tradition or custom.

The value of the permitted G&E to/from a Third Party must not exceed Ringgit Malaysia Two Hundred (RM200), singly or cumulatively.

Regardless of the value, all G&E, must be reported to the Group Legal, Compliance and Sustainability Department. The Group Finance Department will flag any submission of claims made without prior approval and/or proper reporting. In case of doubt, Directors and Employees may refer to the Group Legal, Compliance and Sustainability Department.

7. PROHIBITED G&E

The following types of G&E are strictly prohibited and must not be given or received by any Director or employee of the Group:

- a) G&E that is likely to cause harm or health and safety risk;
- b) G&E involving gaming or gambling activities;
- c) G&E that may be offensive, discriminatory or sexually explicit;
- d) G&E that is illegal or does not comply with applicable laws and regulations; and
- e) G&E that is otherwise illegal, unlawful or inappropriate in any context or location.

8. REPORTING AND APPROVAL REQUIREMENTS

8.1 Reporting Requirements

All G&E, regardless of value, must be reported via email to the Group Legal, Compliance and Sustainability Department. The report must include the following details:

- a) Date of the G&E
- b) Name of the company within the Group
- c) Name of the person reporting
- d) Whether it is a giving or receiving activity
- e) Name of the third party
- f) Purpose of G&E
- g) Value of the G&E
- h) Approval status and name of the approver (where applicable, for G&E above RM200)

8.2 Approval Requirements

All G&E with a value of RM200 or more, whether singly or cumulatively, given to or received from a third party, require prior approval. Such approval must be in accordance with the Limits of Authority.

8.3 Calculating Monetary Value

The threshold for the giving and/or receiving of G&E is per individual per activity (the per head value).

Where the exact value of G&E received is not known, refer to the market or retail value. An estimate is acceptable.

9. CONSEQUENCES OF NON-COMPLIANCE

A breach of this Guideline is regarded as a serious matter and may lead to disciplinary action up to and including dismissal. Depending on the severity of the breach, it may lead to criminal prosecution and/sanctions.