



Anti-Bribery and Corruption Policy

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1. Introduction

RGB International Bhd. and its subsidiaries (“**RGB**”) adopt a zero-tolerance approach towards bribery and corruption and are committed to conducting all aspects of their business professionally, fairly and with integrity wherever they operate. In upholding this commitment, RGB undertakes to develop, implement and enforce sound practices to prevent acts of bribery and corruption.

(a) Purpose

This Anti-Bribery and Corruption Policy (“**Policy**”) establishes RGB’s standards for compliance with The Malaysian Anti-Corruption Commission Act 2009 (“**MACC Act**”) and other anti-bribery and corruption laws, such as Republic Act No. 3019 – Anti-Graft and Corrupt Practices Act 1960, the Philippines (“**RA 3019**”), Prevention of Corruption Act 1960, Singapore (“**PCA**”), U.S. Foreign Corrupt Practices Act 1977 (“**FCPA**”), UK Bribery Act 2010 (“**UK Bribery Act**”) and international conventions in countries where RGB engages in business transactions. If local laws or regulations have stricter requirements, these supersede the requirements stated in this Policy.

RGB is committed to ensuring that all employees receive appropriate training to develop a basic understanding of this Policy and their responsibilities.

This Policy should be read in conjunction with RGB’s *Code of Ethics and Conduct, Whistleblowing Policy, Sustainability Policy* and other general management policies.

(b) Scope of application

This Policy is integrated with the obligations which RGB is already subject to by virtue of the applicable anti-bribery and corruption laws and regulations and in conjunction with existing policies and procedures in place.

This Policy thereby applies equally to all individuals, including directors and senior managers and employees (whether permanent or temporary) of RGB. Although this Policy is specifically written for RGB directors and employees, RGB expects that agents, consultants, suppliers, vendors and any third party intermediaries or representatives performing work or services for or on behalf of RGB will comply with it in relevant part when performing such transaction or services. Joint venture partners and the respective joint-venture companies in which RGB is a non-controlling co-venture as well as companies associated with RGB wherever located, are encouraged to adopt these or similar principles and standards. Each individual has a personal responsibility and obligation to conduct RGB’s business activities ethically and in compliance with the law.

(c) Effective date

The Policy was initially enforced on 1 August 2015 (“**Effective Date**”) and various amendments were made as and when necessary thereon.

2. Policy Overview

In alignment with the applicable anti-bribery and corruption laws and regulations in the jurisdictions where RGB operates, RGB prohibits bribery or other improper payments in any of its business operations. This prohibition applies to all business activities, whether involving Public Officials or private parties.

Improper payments prohibited by this policy include bribes, kickbacks, excessive gifts or entertainment, or any other payment made or offered to obtain an undue business advantage. These payments should not be confused with reasonable and limited expenditures for gifts, business entertainment and other legitimate activities directly related to the conduct of RGB's business.

In summary, RGB, its directors, officers, employees and third parties **shall not**, either directly or indirectly through a third party:-

- (i) authorize, offer, or pay anything of value to any entity or individual in particular any Public Official, political party or candidate, for the purpose of influencing or causing another person to influence any act or decision of the entity or individual in order to obtain or retain an advantage in the course of business;
- (ii) authorize, offer or pay anything of value to any official to facilitate or expedite a routine procedure;
- (iii) authorize, offer or pay anything of value while knowing or having reason to know that any portion of the payment will be used illegally;
- (iv) demand, solicit or accept an improper payment;
- (v) falsify books and records; or
- (vi) engage in any activity that might lead to a breach of this Policy.
- (vii) RGB to formulate a comprehensive program for implementing this Policy, through appropriate guidance, training, investigation and oversight.

(a) Key Definitions

(i) Gratification/Anything of Value

"Gratification" or "anything of value" includes both pecuniary and non-pecuniary benefit such as money, donation, gift, loan, fee, reward, commission, any valuable security or property, as well as any service, favour, advantage, employment, contract or benefit of any description, including any offer, undertaking or promise of such benefit, whether tangible or intangible.

(ii) Public Official

"Public Official" is defined as any officer or employee of a government, department, agency, or public body, as well as any person acting in an official capacity on behalf of such entities. This includes employees of government-owned or state-controlled entities, members of legislative bodies, members of legislative bodies, political parties, party officials, and candidates for public office and any person performing a public function.



(iii) Bribery and Corruption

“Bribery” or “corrupt conduct” means the offering, promising, giving, accepting or soliciting, directly or indirectly, of any gratification or benefit to improperly influence a decision, action or outcome, or to obtain or retain business or an undue advantage.

3. Compliance Procedures

(a) Gifts

The term “Gift” refers to anything of value given to show goodwill, friendship, appreciation or support. Giving or accepting gifts that could influence or appear to influence the business judgment of the recipient is not permitted by RGB and may incur criminal or civil penalties. However, exemption is given for gifts to business associates or customers for festivals and customary/national celebrations with prior approval from the relevant approving parties. Any employee who is offered/giving a gift in exchange for business or any type of service, must decline the offer and report to the respective Head of Department (“HOD”) and Compliance Officer or Compliance Committee immediately.

(b) Meals, Travel and Entertainment

Expenses relating to meals, travel and entertainment can be given as long as not extravagant and as per approved authority limit. The provision of the meals, travel and entertainment shall be in compliance with the Policy.

(i) Travel

Travel includes items such as airfare, accommodation and ground/ local transportation (i.e. to and from airport or business related events).

It is acceptable to incur travel expenses on behalf of any third parties if the travel expenses are bona fide/ legitimate, reasonable and directly related to the promotion, demonstration, or explanation of RGB products or services or to the execution or performance of a contract. The HOD and Compliance Committee shall review the nature of provision prior to the approval. Likewise, employees may accept travel expenses provided by third parties if the trip is for business purposes and prior approval has been obtained in writing from the HOD and Compliance Officer or Compliance Committee.

(c) Charitable Donations and Sponsorships

RGB recognizes that sustainability and corporate responsibility are integral to its business and, as such, supports and encourages participation in initiatives that benefit the community and environment.

In line with RGB’s vision, mission and core values, RGB is committed to integrating sustainability and corporate responsibility into its business strategy, contributing to the society and the environment in which it operates, for present and future generations. All contributions, donations and sponsorships must be carried out in compliance with RGB’s policies and procedures, as well as applicable anti-bribery and corruption laws and regulations.

Before making any commitment to a sustainability or corporate responsibility initiative, sponsorship or donation requested by external stakeholders, appropriate due diligence must be conducted to ensure that the requests are legitimate and that the funds will not be utilised in contravention of this Policy. The due diligence conducted shall also be sufficient to ascertain whether the proposed recipient is a government-

owned or state-controlled entities, or has affiliations with a Public Official (as defined in this Policy). Records shall be maintained of the due diligence procedures and outcomes of the review.

(d) Political Contributions

Political contributions encompass contributions to any political candidate for public office, any political party or Public Official or any form of political campaign and can include monetary items, non-monetary items as well as the use of company resources. As a matter of general policy, ***RGB does not make political contributions whether in cash or in-kind*** as this can be perceived as an attempt to gain an improper business advantage.

Employees may choose to make personal political contributions as appropriate at their own expense and in full compliance with applicable laws. ***RGB shall not compensate or reimburse any employee in any way for a personal political contribution.*** Employees are also **prohibited** from carrying out the following:-

- (i) using their position with RGB to try to influence any other person to make political contributions or to support politicians or their parties in any country; or
- (ii) making any donation or incurring any expenditure using RGB resources to benefit any political campaign, party or politician in any country; or
- (iii) using of company property including but not limited to, facilities and equipment, for purposes of political propaganda.

(e) Facilitation Payments

Facilitation payments are payments made for the purpose of a routine or administrative duty, and not to obtain or retain business or any improper business advantage.

RGB prohibits giving or accepting (either directly or indirectly) facilitation payments to or from any person for the benefit of the employee himself, any other RGB personnel or RGB itself as these would be perceived as a form of bribery or corruption. All RGB staff must not offer, promise, give, request, accept or receive any payment which is regarded as a form of facilitation payment. If a request for or an offer of, a facilitation payment is received, it must be reported to the HOD and Compliance Officer or Compliance Committee.

(f) Dealing with Third Parties

RGB from time to time engages the services of third parties to assist it in some aspect of its business, whether in local or foreign jurisdiction and could be liable for the acts of the third party, who acts on its behalf. In the context of this Policy, "third party" refers to any agent, consultant, contractor, supplier or vendor engaged by RGB to support its business activities, or business partners in joint ventures or other business structures or representatives of the above.

RGB's view is that these relationships are crucial as they provide valuable contribution to RGB and the dealings with third parties must be carried out in compliance with all relevant laws, regulations and values of RGB.



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RGB prohibits all forms of bribery, corrupt payments and facilitation payments to or received from the third parties, whether indirectly or directly. RGB expects that third parties, acting for or on its behalf, demonstrate its values and ethical business practices. It is the third party's responsibility to ensure their accountability for the same level of compliance to be practiced among their own employees and parties in their supply chain.

In the effort to promote and ensure third parties' compliance with this Policy, RGB undertakes to:-

- (i) only engage third parties after performing proper and appropriate integrity due diligence and notifying them of RGB's commitment to compliance with the provisions of this Policy and all applicable anti-bribery and corruption laws and regulations.
- (ii) conduct periodic monitoring and ongoing due diligence on the third parties engaged by RGB including imposing a requirement for third parties to update RGB in the event of any material changes to the nature of their business or key personnel (e.g. business owners, shareholders, management, board members, principal officers or employees who are key to the related transaction) that may have an adverse impact on their continual compliance with the applicable anti-bribery and corruption laws and RGB's policies and procedures;
- (iii) impose contractual anti-bribery and corruption provisions in the agreements entered into with third parties, and
- (iv) to extend a copy of RGB's Policy and Anti-bribery & Corruption Declaration Form to third parties for their acknowledgment.

(g) Record-keeping

It is a RGB policy to maintain accounting books and financial records in reasonable detail to reflect accurately and fairly all business transactions and dispositions of assets. This Policy prohibits the mischaracterization or omission of any transaction in RGB's books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission.

Employees must follow applicable standards, principles, laws and RGB's Standard Operating Procedures ("SOPs") for accounting and financial reporting. In particular employees must be timely and complete when preparing all reports and records required by management. In connection with dealings with any third parties, employees must obtain all required approvals in line with internal authorizations as per RGB's Delegation of Authority as well as any additional approvals stipulated in this Policy, or as deemed necessary by management. Prior to paying or authorizing a payment to any third parties, employees should ensure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in RGB's books and records.

RGB also expects third parties to maintain and keep books and records which accurately and fairly record all transactions, services and payments.

This Section should be read in conjunction with RGB's *Code of Ethics and Conduct*.

4. Reporting of Violations and Concerns

All RGB directors, employees and stakeholders have a duty to help prevent, detect and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing.



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RGB is committed to conduct its business and operations professionally, ethically and with highest standard of integrity and accountability. Please refer to RGB's *Whistleblowing Policy* for further information at www.rbggames.com

(a) Procedures for Reporting

Employees and stakeholders who have concerns pertaining to any issue regarding this Policy or suspicions that a bribe or improper payment has been made, promised or authorized or that any other violation of this Policy or applicable anti-bribery and corruption laws and regulations may have occurred, must notify the Compliance Committee as soon as possible. The Compliance Committee has a direct reporting line to the Audit Committee (“AC”) of RGB.

All reports of known or suspected bribery or corruption will be handled by RGB sensitively and with appropriate confidentiality. RGB will act swiftly in evaluating all such reports. Disclosure of reports to individuals who are not involved in the investigation will be viewed as a serious disciplinary offence which may result in disciplinary action, up to and including termination of employment or dismissal.

(b) Whistleblower Protection

RGB is committed to ensuring that employees can speak up with confidence when raising concerns in good faith under this Policy. RGB will not permit retaliation against any person who, in good faith, reports a suspected violation of this Policy.

5. Penalties for Violations

In addition to the federal civil and criminal fines and penalties under the applicable anti-bribery and corruption laws and regulations, violations of this Policy may be subject to disciplinary measures imposed by RGB that may include, but is not limited to, verbal or written warnings, suspension from work, or other disciplinary action up to and including employment termination or dismissal.

RGB reserves the right to dismiss or terminate an employee, after due inquiry, for violation of this Policy or any applicable anti-bribery and corruption laws and regulations. All disciplinary actions taken by RGB shall comply with established procedures as stipulated in RGB's internal policies as well as current legislation.

6. Training and Certification

It is RGB's goal to provide all employees with a basic understanding of the requirements of this Policy. A copy of this Policy will be disseminated to all new employees as part of the induction process by HR Department and in addition, all employees will be required to confirm, on a yearly basis, that they have understood and complied with the provisions in this Policy as well as applicable anti-bribery and corruption laws and regulations in the jurisdictions which they perform their duties.

RGB recognizes that certain employees are more likely to be exposed to anti-bribery and corruption risks in the course of performing their duties. As such, training, including e-learning or online training where applicable, will provide at least once a year to all employees throughout RGB to support them in complying with their duties and responsibilities under this Policy.

RGB also undertakes to communicate its zero-tolerance approach to bribery and corruption to all third parties at the outset of the business relationship and, as appropriate, thereafter. This Policy shall be shared with all third parties engaged by RGB to ensure that they are aware of, and comply with, the



provisions of this Policy and applicable anti-bribery and corruption laws and regulations. Any exception to this requirement must be properly justified, documented and subject to the approval of the Compliance Committee.

7. Monitoring and Review of Policy

The AC will monitor the effectiveness and review the implementation of this Policy regularly considering its suitability, adequacy, and effectiveness. Any improvements identified will be proposed to the Executive Committee for deliberation prior to the AC approval.

If appropriate, RGB may also seek internal or external audit reviews from time to time to obtain assurance regarding compliance with the Policy.

This Policy shall be read together with Part 1 and Part 2 of the Anti-Bribery and Corruption Procedures and the related forms issued thereunder. The Compliance Committee may approve administrative or non-material amendments to the Procedures and related forms from time to time, where necessary, provided that such amendments do not materially alter the principles and requirements of this Policy. This includes, but is not limited to, the digitalisation and automation of ABC related forms and processes, as part of RGB's ongoing compliance enhancement initiatives.

8. Responsibilities

RGB's AC has overall responsibility for ensuring this Policy complies with RGB's legal and ethical obligations, while being able to delegate authority to carry out the necessary compliance monitoring activities and to ensure adequate compliance procedures are in place to prevent the occurrence of corrupt practices in relation to the business activities. For the operationalisation of this Policy, the Compliance Committee will report to the AC on a half yearly basis or as and when need arises for any major material change.

All RGB employees are responsible for the success of this Policy and should ensure that they use it to raise concerns and disclose any suspected violation or wrongdoing. Employees are also responsible for avoiding situations where personal, family, financial or other interests conflict, or appear to conflict, with the interests of RGB, and for declaring any actual, potential or perceived conflict of interest in accordance with RGB's applicable policies and procedures.

Employees are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Committee.

RGB reserves the right to amend this Policy from time to time.

Date: 29 May 2026