



# **POLICY**

## **ON ANTI-BRIBERY AND CORRUPTION**

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This document is issued under the authority of the Board of Directors of Malwatte Valley Plantations PLC (“the Company”) in compliance with the Listing Rules of the Colombo Stock Exchange (“CSE”). Duplication and distribution of this document without an authorized release is strictly prohibited.

### **Document Control**

Title of the document	POLICY ON ANTI-BRIBERY AND CORRUPTION
Date of approval by the Board	01.10.2024
Date of release	01.10.2024
Custody of the document	HR Department
Version No.	1.0

### **Document Change Approvals**

Section / Page No.	Description of Amendment	Reason for amendment	New Version No. & effective date	Amendment done by	Approved by

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## 1. OVERVIEW

The Board of Directors of the Company have adopted this Policy on Anti-Bribery and Corruption in conformity with the Listing Rules to promote an ethical corporate culture, that is accomplished by observing the highest standards of fair dealing, honesty, and integrity in the business activities of the Company.

In conducting its business, the Company and all Relevant Persons will abide by this Policy and comply with Applicable Law including the Anti-Corruption Act.

## 2. DEFINITIONS

The following words and expressions shall have the respective meanings given against each such word unless such meanings are inconsistent with or repugnant to the subject or context:

“**Anti-Corruption Act**” means the Anti-Corruption Act No. 09 of 2023, as amended from time to time;

“**Applicable Law**” includes the Companies Act, the Listing Rules, the Articles and any other law, regulations and rules that may apply to the Company;

“**Articles**” means the articles of association of the Company;

“**Board**” means the board of directors of the Company;

“**Bribery**” means the offer, solicitation or acceptance of any gratification in contravention of any provision of Part III of the Anti-Corruption Act;

“**Companies Act**” means the Companies Act No. 07 of 2007, as amended from time to time;

“**Company**” means Malwatte Valley Plantations PLC;

“**Directors**” means the directors presently serving on the Board of the Company, and includes alternate directors appointed in accordance with the Articles.

“**Listing Rules**” means the Listing Rules of the Colombo Stock Exchange.

“**Managing Director**” means an employee of the Company performing the functions of the managing director of the Company;

“**Policy**” means this policy on Anti-Bribery and Corruption;

“**Relevant Persons**” means the persons to whom the Policy applies as identified in section 4 below.

“**Whistleblower Protection Officer**” means a Designated Officer to receive complaints/disclosures in accordance with the Policy on Whistleblowing.

### **3. PURPOSE**

This Policy has been established to ensure that the Company conducts its business in a transparent, fair and ethical manner with zero tolerance of Bribery and corruption in its dealings with internal and external stakeholders.

The Company encourages the reporting of any instances of suspected bribery and/or corruption involving the Company's business.

This Policy, as updated from time to time, will be provided to all employees and officers of the Company including any future employees and officers upon the commencement of their employment or engagement with the Company.

### **4. SCOPE**

This Policy applies to the Company and any person who is, or has been, any of the following with respect to the Company:

- Employee.
- Director or any other officer.
- Service providers (including employees of service providers)
- Suppliers (including employees of suppliers)
- Consultants.
- Auditors.
- The spouse or a dependent of any of the above (including dependent children).

### **5. PERMISSIBLE AND RESTRICTED PAYMENTS**

5.1 Directors and employees must refrain from offering/receiving money or anything else of value either directly or through indirect means, to or from a government official or an individual or entity in the private sector, in order to obtain an improper advantage.

5.2 Employees and officers of the Company may provide modest gifts to government officials/private individuals that are legally and directly related to the Company's business activities with the approval of the Managing Director, depending on the circumstances, so long as such gifts will not result in a contravention of Applicable Law including the Anti-Corruption Act.

The Company must take reasonable steps to verify that any donation/sponsorships made by the Company does not constitute an illegal payment to a government body/official, private entity or individual, in violation of this Policy.

5.3 Directors and employees must act in the best interests of the Company at all times. Using the Company's property, information or position, either directly or indirectly through a third-party intermediary, for personal gains is strictly prohibited.

## **6 BOOKS AND RECORDS**

- 6.1 The Company must ensure that all Applicable Law, applicable accounting standards and internal procedures are followed in recording, maintaining and reporting financial records.
- 6.2 All expenses must be accurately accounted for, include adequate supporting documentation and be promptly entered into company records, before any reimbursements are made.

## **7 EXTERNAL STAKEHOLDERS**

- 7.1 The Company's external stakeholders including its agents, consultants, distributors, subcontractors or any other third-party representative working with or on behalf of the Company must act with the highest level of business, professional and legal integrity.
- 7.2 Any and all payments made to third parties, including, but not limited to, commissions, compensation, reimbursements must be invoiced/receipted and accurately documented.

## **8 MAKING A DISCLOSURE**

- 8.1 Employees who witness or have reason to believe that this Policy has been violated must report such violations to the Whistleblower Protection Officer in accordance with the procedure for reporting set out in the Company's Policy on Whistleblowing.
- 8.2 The alleged violation will be reviewed/investigated and may lead to disciplinary action.
- 8.3 Any person who makes a disclosure will be offered protection as detailed in the Policy on Whistleblowing provided that (i) such disclosure was made without malicious intent and (ii) such person had, at the time of making the disclosure, reasonable grounds to believe that the information provided is true and warranted an investigation.
- 8.4 The Company will investigate all matters reported under this policy as soon as practicable, after the matter has been reported. For the avoidance of doubt, investigations into any complaint made under this Policy will be carried out in terms of the Company's Policy on Whistleblowing.
- 8.5 Any individual who provides false information or files a complaint under this Policy with the intent to deceive or without reasonable belief that such information constitutes a violation of the Policy, will be subject to disciplinary action.

## 9 MISCELLANEOUS

- 9.1 In so far as this Policy imposes any obligations on the Company, those obligations are not contractual and do not result in or confer any contractual rights to any person whomsoever.
- 9.2 To the extent that this Policy describes benefits and entitlements for employees, they are discretionary in nature and are also not intended to be contractual. The terms and conditions of employment that are intended to be contractual are set out in an employee's written employment contract.

## 10. REVIEW AND MONITORING

- 10.1 The Company's Human Resources Division in consultation with the Board will from time to time review this Policy, monitor its implementation to ensure continued effectiveness and compliance with regulatory requirements and good corporate governance practice and make recommendations on any proposed revisions as may be required to the Board for its review and final approval.
- 10.2 Upon the Board's approval, the said revision or amendment will be deemed to be effective and form part of this Policy.
- 10.3 Employees are encouraged to read this Policy in conjunction with the Applicable Law and other relevant Company policies, including:
- (i) Code of Conduct;
  - (ii) Human Resources Policy;
  - (iii) Policy on Whistleblowing; and
  - (iv) Policy on Environmental, Social and Governance Sustainability.

Issued By .....  
  
*Frits Bogtstra – Chairman*

*Effective from 1st October, 2024*

