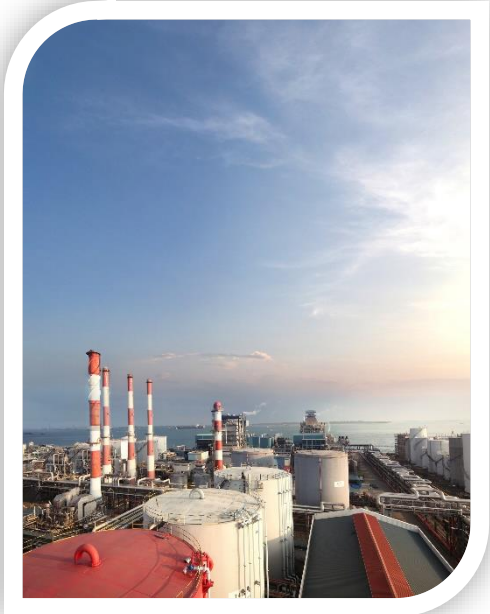




**Group  
Anti-bribery  
and Corruption  
Policy**



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## 1. Policy Statement

The Group Anti-bribery and Corruption Policy (“Policy”) sets out the guiding principles and standards that Sembcorp Industries Ltd and its subsidiaries (“Sembcorp”) are committed to, with regard to conducting business with integrity and the highest ethical standards. We adopt zero-tolerance towards all forms of bribery and corruption and uphold all laws applicable to bribery and corruption. This includes the US Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act 2010 (“UKBA”)<sup>1</sup>.

### 1.1 Scope and Application

This Policy applies to all persons, including Sembcorp’s Board of Directors and all employees (permanent, temporary, contract) working in Sembcorp, including joint ventures and associates where Sembcorp has management control.

Employees seconded to companies where Sembcorp does not have management control are also expected to abide by this Policy.

Joint ventures and associates for which Sembcorp does not have management control are strongly encouraged to adopt this Policy or incorporate key elements of best practices in this Policy into their existing policy.

Any deviation from this Policy or subsequent changes must be approved by the Policy Owner.

### 1.2 Consequences to Violations

A violation of this Policy or the Company’s Code of Conduct could result in disciplinary actions including termination of employment.

## 2. General Principles

The Policy prohibits all forms of bribery including the offering, promising, authorising, providing or receiving anything of a value to or from any customer, business partner, vendor, government official or government entity or other third party in order to induce or reward the improper benefit or performance of an activity connected with a business. Personal funds should not be used to accomplish what is otherwise prohibited by this Policy.

<sup>1</sup> The FCPA and UKBA may apply to conduct outside the United States or the United Kingdom

### 3. Facilitation Payments

The Company prohibits facilitation (or expediting) payments made for the purpose of expediting, facilitating or securing the performance or a service of a particular routine governmental action by a government official.

### 4. Gifts, Entertainment and Travel

The Gifts, Entertainment and Travel Policy outlines the principles and guidance that should be followed when giving or accepting gifts, entertainment, travel or accommodation between Sembcorp and persons acting on behalf of Sembcorp to or from external parties.

Any giving or receiving of gifts, entertainment and travel must be given or accepted for a legitimate business purpose, reasonable, not too frequent, and free of any intent or understanding, express or implied, that any business decision will be influenced thereby, and must not create the appearance of any such intent or understanding.

Gifts or hospitality in the form of cash or cash equivalent are prohibited.

### 5. Contributions, Community Investment, and Sponsorship

#### 5.1 Community Investment (CI) and Sponsorship

All CI and sponsorship initiatives made must adhere to the following principles:

- CI or sponsorships should not be made directly to an individual including a government official or their personal bank accounts, and there should not be any indication that the CI or sponsorships will be redirected to the individual (including government officials) for personal use
- CI or sponsorship donations to private charities or organisations should not be made in the name or in honour of an individual or government official or a related party
- CI or sponsorships donations should not be made in exchange for a purchasing or other decision affecting Company interests
- CI or sponsorships donations must be reported and documented accurately in the Company's books and records

#### 5.2 Political Contributions

Sembcorp is politically neutral and no funds or non-monetary support can be made to any political party, politician, elected official or candidate for public office in any country or jurisdiction. For other bona fide and legitimate purposes, where local law permits, contributions may be made only with prior written approval as set out in our Group Community Investment and Sponsorships Policy.

## 6. Counterparties

Sembcorp employees who wish to do business with a counterparty or vice versa are responsible to ensure the identity and background of the counterparty are assessed and satisfactorily verified through our Know-your-counterparty (KYC) screening and due diligence process prior to contracting with the counterparty. This is to mitigate the risks associated with financial crimes which includes money laundering, terrorism financing, bribery and corruption and other illegal corruption schemes.

“Counterparty” refers to a legal entity or a person on the other part of a trade or financial transaction. This can include, but is not limited to joint venture partners, suppliers, customers, third party representatives or intermediaries, beneficiaries, third party payers and collateral providers.

Vendors or suppliers working for Sembcorp are expected to adhere and comply with the [Sembcorp Supplier Code of Conduct](#) and with this Group Anti-bribery and Corruption Policy.

## 7. Conflict of Interest

Sembcorp employees and contracted third parties are required to declare to the Company any conflict of interest situation and recuse themselves if requested by the Company.

All declarations will be reviewed by the Sembcorp Group Ethics & Compliance division to determine if a conflict of interest exists and advise the right course of action.

See Appendix A for Counterparty Conflict of Interest form.

## 8. Accounting and Record-keeping

All financial transactions must be properly authorised and recorded. Benefits received, payments and other compensation made to vendors, customers and third parties should be approved in accordance with the Company’s authorisation matrix and accurately recorded in the Company’s corporate books, records, and accounts in a timely manner and in reasonable detail.

Proper reporting should include clear notation regarding the nature of each expense, identification of all recipients and / or participants, and the necessary approvals received for the expense.

False, misleading, incomplete, inaccurate, or artificial entries in the books, records, or accounts of the Company are a violation of this Policy and anti-bribery laws and are strictly prohibited as these can lead to consequences as stipulated in Section 1.2.



## 9. Training and Certification

All of Sembcorp's existing and new employees are mandated to complete the Code of Conduct and anti-bribery and corruption training yearly to ensure they are up to date on the requirements and obligations of the anti-bribery and corruption laws and this Policy. Post training, employees are required to declare that they have understood the content and meaning of the Code and undertake to comply with the Code and all its related policies and procedures. In addition, targeted training sessions are provided to employees who operate in higher risk areas of the businesses as well as those with significant compliance responsibilities.

## 10. Monitoring

The Group Ethics and Compliance division periodically monitors the effectiveness and implementation of this Policy through the review of the policy, risk, controls, systems, procedures, and the use of data analytics to determine any trends and anomalies that may require further action. The monitoring process is guided under the Integrated Assurance Framework (IAF) with Key Risk Indicators (KRIs) established and reported periodically to the senior leadership council and Audit Committee.

## 11. Reporting of Suspected or Actual Bribery Concerns

All stakeholders including employees who observe or suspect any suspicious internal or third party who may be acting in contravention to this Policy, are encouraged to report it to either the Group Ethics and Compliance division at [compliance@sembcorp.com](mailto:compliance@sembcorp.com) or to Sembcorp's whistleblowing portal at <https://wbportal.sembcorp.com/home/index> or email Group Integrated Audit at [gia.cases@sembcorp.com](mailto:gia.cases@sembcorp.com)

All cases reported will be treated as confidential to the extent permitted by law, investigated with appropriate follow-up actions and in accordance with Sembcorp's Whistleblowing Policy. There will be no retaliation taken against anyone who reports a violation or suspected misconduct in good faith.

Any Sembcorp employee who fails to report a violation of this Policy may be subject to a disciplinary action up to and including termination of employment.

## 12. Inquiries

For any inquiries relating to Sembcorp's Group Anti-bribery and Corruption Policy, please email to Sembcorp's Group Ethics and Compliance division at [compliance@sembcorp.com](mailto:compliance@sembcorp.com)

*Note: This is an abridged version of the Group Anti-bribery and Corruption Policy. Employees should refer to the full version of this Policy available in the employee intranet.*

## Appendix A

### **Counterparty Conflict of Interest Declaration Form**

Counterparties conducting business with Sembcorp Industries and its affiliated Companies must complete and submit the Conflict of Interest Declaration Form if there is a potential, perceived or actual conflict of interest.

Please submit a signed copy of this form to Group Ethics & Compliance (compliance@sembcorp.com). We will review, assess your declaration submitted and will advise for any mitigation actions to be taken. The relevant Sembcorp personnel or department impacted will be contacted and informed. In other situation, Sembcorp may contact you for further details where required.

Company Name (Full Legal Name):	
Country of Incorporation:	
Registered Address:	
Contact (Email):	
Contact (Phone):	

To the best of my knowledge and belief,

- The owner, director or senior management of my company / business (sole proprietor) or the company I work in, is currently an employee or a director of Sembcorp or its subsidiaries?

Yes                      No

If yes, please provide details in the table below

- The owner, director or senior management of my company / business (sole proprietor) or the company I work in, has a 'Closely Related Persons' to an employee or a director of Sembcorp or its subsidiaries?

Yes                      No

If yes, please provide details in the table below

**'Closely Related Persons'** is defined as the individual's family members, including but not limited to those living in the same household as the individual. This can include but not be limited to spouse, parents, children and the spouses of the children, step children and the spouses of the step children, adopted children and the spouses of the adopted children, siblings and the spouses of such siblings, parents-in-law, grandparents, grandparents-in-law etc.

	Details	
Name (Employee of your Company):		
Position/Title in your Company:		
Name (Employee of Sembcorp):		
Position/Title in Sembcorp:		
Relationship:		
Sembcorp Business Unit Name:		

- Other COI

Yes                      No

If yes, please provide details in the table below

	<b>Details</b>	
Individual/ Company name		
Please describe the situation that has or may give rise to an actual, potential or perceived conflict of interest.		

By signing this document, the undersigned, being duly authorised to complete this declaration form, hereby certify the following:

- consent Sembcorp to store, process and transfer the above information in accordance to applicable laws and regulations;
- acknowledge that Sembcorp may seek to independently confirm the statements made in this document;
- represent that the facts and information provided in this document is, to the best of his/her knowledge is accurate, current and complete as of the date of disclosure;
- ensure the undersigned or personnel comply with the Sembcorp's Supplier Code of Conduct, when carrying out the obligations under the Contract with Sembcorp. In particular, the Counterparty must immediately disclose to Sembcorp any conflict or potential conflict of interest that arise and acknowledge the obligation to recuse and /or mitigate any actual, perceived or potential conflict of interest.

Signed by the authorised representative of the Company:

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Signature and Date

Name & Designation: