



# POLICY ON ANTI BRIBERY & CORRUPTION

This policy is the property of Overseas Realty Ceylon PLC (ORCL) and should not be used without the express written permission of the Company.

Company Secretary

# Contents

- 1 Purpose .....1
- 2 Scope.....1
- 3 Definitions .....1
- 4 Policy .....1
- 5 Exceptions..... 2
- 6 Policy Administration & Implementation ..... 2
- 7 Reporting & Protection ..... 3
- 8 Training and Awareness ..... 4
- 9 Penalties and Disciplinary Action..... 4
- 10 Contact Information ..... 4
- 11 Review and Revise ..... 4

## 1. Purpose

This Anti-Bribery & Corruption Policy (“Policy”) sets out the principles for countering bribery and corruption by the Company. ORCL has a zero-tolerance position regarding bribery and corruption and complies with all applicable anti-corruption laws and regulations. Bribery and other corruption of any kind will not be tolerated, and conduct violating this Policy can be cause for investigation which may result in disciplinary action or even dismissal.

## 2. Scope

This Policy applies to ORCL Board of Directors and its employees, as well as any third parties acting on its behalf.

## 3. Definitions

**Bribery** is offering, giving, promising, soliciting, or accepting anything of value (financial or non-financial) to a government official or any other person, directly or indirectly through a third party, to improperly influence that person in the performance of a duty or to obtain or retain business or any undue business advantage.

**Corruption** is the abuse of entrusted power for personal gain. Bribery and fraud are considered corrupt practices. All Employees and Third Parties are prohibited from engaging in any acts of bribery or corruption, either directly or through a third party.

**Facilitation payments** are payments (typically of low value) made to a public official with the purpose of expediting or facilitating the performance of a routine governmental action.

## 4. Policy

All employees are expected to refrain from committing any acts of bribery and corruption. This includes the following:

- a. Giving, promising, offering, or authorizing payment of anything of any value to obtain or retain business or secure any other improper advantage or to improperly influence the government Officials or any other person.
- b. Making political contributions to improperly influence a government official, or in exchange for any improper favor or benefit.
- c. Influencing of third parties to secure improper advantages.
- d. Requesting third parties to secure improper advantages on behalf of the Company.
- e. Provide or offer entertainment, hospitality, and gifts that are intended to improperly influence a decision or gain an improper advantage over the value of Rs. 100,000/-.

If in doubt of any relevant aspect of the policy as it pertains to the work assigned to any director, employee or third party, it is the duty of the director, employee or third party to seek guidance from the Responsible Officer.

## 5. Exceptions

Entertainment and hospitality may be appropriate in some situations which should not exceed Rs.50,000/- per person. Gifts and Hospitality received above the value of Rs. 50,000/- should be reported to the Finance Department in the following format every quarter.

Employee No	Employee Name	Department	Description of Gift	Approx. Value	From

Expenses incurred in relation to Gifts and Hospitality above the value of Rs. 50,000/- should be disclosed on a quarterly basis to the Finance Department, together with the claim Voucher.

Employee	Employee Name	Department	Description	Person Entertained	Value

## 6. Policy Administration & Implementation

Responsibility for compliance with this Policy is the duty of individuals at every level of the organization.

Area of Responsibility	Person Responsible
<ul style="list-style-type: none"> <li>Providing periodic communication and guidance regarding the Policy.</li> </ul>	HR
<ul style="list-style-type: none"> <li>Assisting management to ensure that employees and third parties acting on behalf of ORCL are fully informed of the requirements of this Policy, including arranging for an appropriate level of anti-corruption training.</li> </ul>	HR
<ul style="list-style-type: none"> <li>Reviewing and updating this Policy and any related compliance procedures in light of changes in ORCL business activities or the applicable legal standards</li> </ul>	Company Secretary/Group Financial Controller
<ul style="list-style-type: none"> <li>Induction and other staff training programs address expected behavior in terms of the company's ethics, codes, policies and procedures.</li> </ul>	HR
<ul style="list-style-type: none"> <li>Ongoing communication through employee handbooks and letters of appointment (employees sign their respective letter of appointment at recruitment level,</li> </ul>	HR

which includes the Group’s Code of Conduct) reinforce our commitment to our values and expected behavior.	
<ul style="list-style-type: none"> <li>• Conducting Anti Bribery and Corruption risk assessment for all departments to assess roles at risk and additional training needs, safeguards or other risk mitigation strategy</li> </ul>	Audit Committee
<ul style="list-style-type: none"> <li>• Getting the employees to annually accept that they comply with this policy</li> </ul>	HR
<ul style="list-style-type: none"> <li>• Compliance with the policy</li> </ul>	Directors All employees Third Parties acting on behalf of ORCL

7. Reporting & Protection

Employees encouraged to discuss or report any actual or potential corruption red flags that may arise as set out below:

Reportable conduct committed by	Reporting Authority
Chairman	Board of Directors
Managing Director/CEO or other Director	Chairman
Senior Management	Audit Committee Chairman
Other Officer or Employee	Managing Director/CEO or Group Financial Controller
Third Party	Managing Director/CEO or Group Financial Controller

If there is doubt, employees are advised to seek clarification from the Head of HR and such queries will remain confidential.

If staff members are uncomfortable reporting to the Responsible Officer, they may instead report directly to the “Chief Executive Officer and/or Chairman of the ORCL Board of Directors”

ORCL absolutely prohibits retaliation of any type or kind against any person who raises in good faith any questions or concerns, reports an actual or potential violation, or assists in an investigation under this Policy.

Employees will not suffer demotion, penalty, or other adverse employment action as a result of refusing to pay bribes or kickbacks, even if the Company may lose business opportunities as a result of that decision.

No officer, director, manager, or supervisor may ask, pressure, require, or encourage any employee to violate this Policy. Obeying a superior’s orders to engage in conduct that violates this Policy will not excuse any such violation.

## 8. Training and Awareness

- a. Training on Anti Bribery and Corruption Policy will be included in the induction process for all new employees and should be conducted within 90 days from start date.
- b. All existing employees will be notified in writing of the new policy through a memo and will be reinforced by Department Heads at the next quarterly meeting.
- c. Add directors will be provided with a copy of this policy.
- d. Additional training will be provided to employees based on a risk assessment of needs relative to job function. A separate annual risk assessment for Anti-Bribery and Corruption will be carried out annually by the Internal Audit Team.

## 9. Penalties and Disciplinary Action

Any employee who violates the applicable anti-corruption laws, this Policy, or any related policies or procedures will be subject to appropriate disciplinary action, up to and including termination.

## 10. Contact Information

Reportable conduct committed by	Reporting Authority	Contact Number
Chairman	Board of Directors	0112 346 333
Managing Director/CEO or other Director	Chairman	0112 346 333
Senior Management	Audit Committee Chairman	0112 346 333
Other Officer or Employee	Managing Director/CEO or Group Financial Controller	0112 346 333
Third Party	Managing Director/CEO or Group Financial Controller	0112 346 333

## 11. Review and Revise

This policy shall be reviewed periodically to ensure alignment with corporate governance best practices and regulatory requirements. Amendments may be made when necessary.