



CGF 12 - POLICY ON ANTI BRIBERY AND CORRUPTION

SUB POLICY OF THE PMF'S CORPORATE GOVERNANCE FRAMEWORK

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1.0 Introduction

This policy on Anti-Bribery and Corruption has developed in line with the Section 9.2 of the Listing Rules issued by CBSL on Corporate Governances to set out the principles for countering bribery and corruption and the management of bribery and corruption risk in PMF Finance PLC (the company) by preventing the company , company personnel (as defined below) and Third Parties (as defined below) by requiring them to commit to countering bribery and corruption in all forms in relation to transactions routed through or involving the company . The company has zero tolerance for any form of bribery and corruption, and will treat potential instances of bribery or corrupt behavior as a threat to its integrity and reputation as a business. The company has developed this Policy in accordance with these commitments as well as in adherence to the applicable laws and regulations with a view to promote a culture of compliance. As set out in this Policy, all employees are responsible for the prevention and mitigation of bribery and corruption within their own roles and responsibilities. The Policy does not relate to customers or their transactions to the extent where they are dealt in line with AML/CFT Policy of the company which focuses on Anti-Money Laundering risks and Combatting the Financing of Terrorism in connection with customer accounts, and related controls which focus on internal and external fraud and corruption risks by its customers. Through this Policy, the company strives to promote and achieve compliance with Anti-Bribery and Anti-Corruption Laws.

1.1 Scope

This Anti-Bribery and Anti-Corruption Policy (the Policy) is applicable to PMF Finance PLC, and its activities. The company's core values are incompatible with bribery and corruption.

Accordingly, this Policy applies to:

- The company and its operations
- All employees
- Third Parties

The company encourages and influences all of its non-controlled interests (such as contractors, sub-contractors, vendors, suppliers, service providers, consultants, representatives and others performing work or providing services for or on behalf of the company) to have and implement Anti-Bribery and Anti-Corruption policies and procedures to an equivalent standard as this Policy.

1.2 Definitions

Accountable Person

A person or an entity who is responsible and/or has an obligation for identifying, mitigating and managing bribery and corruption related risks associated with transactions with the company.

Personnel

All Directors, Consultants, Management, Officers and Employees (including permanent, probation, temporary or contract staff) of the company, and individuals (including trainees, seconded staff, casual workers, agency staff, interns) acting as an Accountable Person for the company.

Breach

Non-compliance with any of the requirements contained in this Policy where such non-compliance has not been approved by the Head of Human Resources Management or the Compliance Officer.

Bribery

Under the law, bribes and bribery have a very wide definition. Bribery involves improperly offering, authorizing, giving, agreeing to give, promising, soliciting, providing, receiving or agreeing to receive a benefit or something of value (gratification) to or from a public official (means any executive, official, or employee of a Governmental Authority, political party or member of a political party, political candidate, executive, employee or officer of a public international organization, or director, officer or employee or agent of a wholly owned or partially state-owned or controlled enterprise etc.), someone in business, any employee/ director in a private sector entity or a close relative of such a person (either directly or indirectly) in order to obtain or retain business or an advantage or to induce, influence or reward improper conduct or an improper decision. While a gratification may involve a monetary payment or offer, it covers anything of value such as:

- i. cash or cash equivalents (eg: gift vouchers, tickets to an event or loans);
- ii. some gifts, hospitality, entertainment or travel;
- iii. donations or scholarships;
- iv. offers of employment or favoring a hiring decision;
- v. the provision of favors (eg: discounted or 'free' use of services of the Company, facilities or property);
- vi. training;
- vii. sexual favors;
- viii. anything else that is of value to the recipient

Corruption

Corruption is the abuse of entrusted power, position and/or trust to get an improper advantage or gain, giving or receiving of any gratification or reward of any value for performing a task in relation to the person's job profile/job description.

Third Parties

This collectively includes, but is not limited to, customers, business partners, contractors, consultants, third party agents, third party introducers, referrers, persons acting in a fiduciary capacity, suppliers of the company.

1.3 Related Policies

This Policy should be read in conjunction with the other policies, key documents and guidelines of the Company listed below.

- AML/CFT Policy
- Compliance Policy
- Risk Management Policies
- Code of Conduct
- Conflicts of Interest Management Policy
- Procurement Policy
- HR Policy
- Whistleblowing policy
- Related Party Transactions Policy

2.0 Obligations

The company ensures that anti-corruption laws are not breached and ensures that reputation of the company is not damaged. The company categorically prohibit the use of company funds for the purpose of making or facilitating any political contribution. Company Personnel must comply with the related policies/guidelines/circular letters when undertaking any of the following activities on behalf of the Company.

- offering or accepting any benefits, including gifts, entertainment, meals, travel/accommodation, training or any other things of value;
- engaging and monitoring Third Parties;
- procuring goods and services;
- entering into new business ventures; and
- making charitable or community donations or sponsorships.

It is strictly prohibited for any Company Personnel to pay or accept bribes to obtain any improper business or other advantage. Corrupt conduct by Company Personnel is absolutely prohibited.

Company Personnel must comply with anti-bribery and anti-corruption standards established below by this Policy. All Company Personnel must not:

- pay, offer, promise or accept, directly or indirectly, any bribe, kickback, secret commission or other form of improper payment (however small) in order to obtain any improper business or other advantage for the Company, for themselves, or for others;
- make facilitation payments. 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;
- provide or accept benefits including gifts, hospitality, entertainment, meals, travel/accommodation, training or other things of value which are contrary to the standards in the related policies.

- provide or offer any gifts or benefits in circumstances where it is known or suspected that the recipient cannot accept the gift or benefit pursuant to law or to any duties/obligations that they owe others
- make charitable or community donations or sponsorships which are contrary to the Company policy.
- enter into or continue a business relationship with a third party if they cannot be satisfied that such third party will behave in a manner consistent with this Policy;
- engage or make a payment to a business partner, or any other third party, knowing or suspecting the business partner or third party may use or offer all or a portion of the payment directly or indirectly as a bribe, kickback, secret commission or other form of improper payment;
- falsify or mis-describe any book, record or account relating to business of the Company. All receipts and expenditures must be supported by documents that describe them accurately and properly;
- engage in a corrupt practice which is the offering, giving, receiving or soliciting, directly or indirectly, of anything of value to influence improperly the actions of another person.
- engage in a fraudulent practice by acting or omitting to act which includes misrepresenting or misleading a person to obtain a financial or other benefit or to avoid an obligation.
- engage in a collusive practice which is an arrangement between two or more parties designed to achieve an improper purpose, including to influence improperly the actions of another party.
- engage in an obstructive practice which is deliberately destroying, falsifying, altering or concealing of evidence material to an investigation or making of false statements to investigators.
- engage in a coercive practice which would impair, harm or threaten to impair or harm directly or indirectly any person or the property of any person to influence improperly the actions of that person
- prevent/ abate/ refrain another staff member from performing official duties due to being influenced by any corrupt conduct.
- cause or authorise any of the above conduct or any other conduct which is inconsistent with this Policy.

Company Personnel must not do any of the above in their ‘personal capacity’ in an attempt to evade the requirements of this Policy.

No Company Personnel will be penalised, or be subject to other adverse consequences, for refusing to pay bribes or engage in any other conduct which would be a breach of this Policy, even if that refusal may affect business of the Company.

Company Personnel must keep accurate and complete records of all steps that have been taken towards compliance with the requirements of this Anti-bribery and Anti-Corruption Policy.

Individuals and corporate entities associated with the Company including Third Parties, which act for or on behalf of the Company, or who perform functions in relation to or on behalf of the Company are expected to have and comply with policies managing bribery and corruption risk.

3.0 Non-Compliance with the policy

A breach of any of the provisions of this Policy may lead to disciplinary action and will be investigated in line with the HR Policy of the Company. It may be treated as gross misconduct and could render Company Personnel liable to summary dismissal. Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment.

Company Personnel must cooperate fully and openly with any investigation by the Company into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

4.0 Reporting suspected or actual breaches

If any Company Personnel becomes aware of any actual or suspected breach of this Policy, the standards or any relevant anti-corruptions laws, or any request or demand for any undue financial or other advantage, this must be immediately reported to the Branch Manager or the Business Unit Head and/or escalate it to the Compliance Officer required and in accordance with the Whistleblowing Policy of the Company.

Material breaches of the Policy will be reported to the Board Audit Committee in accordance with the Compliance Policy and in accordance with the requirements of Whistleblower Guidelines.

Channels of reporting any breach or allegations

<u>Any reportable conduct by</u>	<u>Reporting Authorities</u>
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

Where a staff member is uncomfortable to report to the immediate supervisor or to the responsible persons given in the reporting channel, he/ she is encouraged to report to one of the reporting authorities stated above with whom the staff member is comfortable in approaching.

Processes are in place to ensure that reports are logged, investigated and appropriate action is taken. Measures are in place to ensure that complaints are treated confidentially to the extent possible, and consistently with legislative protections.

In circumstances where the bribery or corruption relates to customers, the Company may have obligations to report the conduct to the Financial Intelligence Unit (FIU) at the Central Bank of Sri Lanka. These obligations are detailed in the AML/CFT Policy of the Company. Where potentially relevant, Company Personnel should consider whether the Company has additional reporting obligations in line with these requirements.

The Company will not permit retaliation of any kind against any Company Personnel where they have reasonable grounds to suspect a violation of this Policy. Any actual or attempted retaliation is also a breach of this Policy.

Company will use an appropriate channel to inform its customers, on the ability to raise their concerns on Bribery or Corruption related activities that they are aware of with the Compliance Officer / the Head of HR of the Company.

5.0 Responsibility for the policy

The prevention, timely detection and prompt reporting of bribery and corruption are the responsibility of all Company Personnel. Hence, all Company Personnel are responsible for complying with this Policy and other related policies/ guidelines.

In addition, in accordance with its risk management approach, the Company adopts the three Lines of Defense (**LOD**) approach to ensure effective governance and management of bribery and corruption risk, as described below.

Structure	Responsibilities
1. Business Units	<ul style="list-style-type: none"> • Takes primary accountability for the identification, ownership, management and control of bribery and corruption related risks including management of gifts and entertainment registers. • Undertakes enhanced due diligence where required in accordance with this Policy and the standards. • Notifies the Compliance team where a bribery and corruption risk has been confirmed by enhanced due diligence and the action proposed to be taken to address such risk. • Monitors controls to ensure the bribery and corruption risk related controls are continually implemented and followed. • Ensures all staff complete required anti-bribery and corruption training, have a practical understanding of this Policy and the standards and, within the ambit of their role, are competent in detecting and responding to bribery and corruption. • Implements and follows procedures for notifying the Compliance team of bribery and corruption (suspected or actual), or Procurement team where the bribery and corruption relates to suppliers. • Collaborates with 2nd LOD on implementing and improving processes and controls for the management of bribery and corruption risks.
2. Compliance	<ul style="list-style-type: none"> • Responsible for compliance and ensuring that the Policy remains up-to-date and relevant to the business of the company. • Responsible for this Policy and ensuring that it remains up-to-date with legislative changes. • Advises on the compliance obligations under anti-bribery and corruption legislation and associated regulatory

	<p>guidance, assists the business to assess its bribery and corruption risk with the support of Risk Management team, and provides oversight of activities of the company in respect of bribery and corruption risks.</p> <ul style="list-style-type: none"> • Monitors the progress of actions identified in Management Action Plans arising from annual compliance risk assessments. • Assists company Personnel to identify activities (including procedures and controls) to mitigate bribery and corruption risks. • Monitors the effectiveness of the controls designed to address bribery and corruption risks. • Develops anti-bribery and corruption training materials and delivers training. • Acts as the contact point for relevant authorities, regulators and law enforcement with regard to bribery and corruption related matters.
<p>3. Internal Audit</p>	<ul style="list-style-type: none"> • Provides the business with independent objective assurance on the overall effectiveness of the design and operation of internal controls to deal with bribery and corruption risk. • Conducts periodic independent testing and evaluation that risk management practices and internal controls are functioning as intended in accordance with the company Audit.

6.0 Training and Guidance on the Policy

Company Personnel will receive or be provided with access to a copy of this Policy, and will be provided with appropriate training on bribery and corruption awareness. This Policy will be hosted in the corporate website and Intranet of the company. The company will ensure that company Personnel are adequately informed about the requirements of this Policy.

Additional training will be provided to company Personnel identified for specific anti-bribery and anti-corruption training. Any questions or clarifications in relation to this Policy should be directed to the Compliance Officer.

7.0 Governance

When a weakness or a gap is detected during a breach, or where there are new developments in the industry, laws or regulations, improvements on the policies and procedures of the company, a process review exercise shall be considered and/or necessary modifications will be made to the Policy promptly. In the event of any inconsistency between this Policy and other policies of the company, provisions in this Policy shall prevail.

Internal Audit shall review the anti-bribery and anti-corruption compliance and measures to assess its compliance, performance, efficiency and effectiveness. The audit report shall be presented by Internal Audit to the Board Audit Committee for review.

Compliance Department shall undertake periodic reviews on the company's implementation of and adherence to the Anti-Bribery and Anti-Corruption Policy. The report shall be presented by the Compliance Department to the Board Integrated Risk Management Committee for review in accordance with the requirements of the company.

8.0 Policy Review

This policy should be reviewed at least once in every two years or as & when required to accommodate for any changes in regulatory or other requirements. The policy should be submitted to the Board of Directors for approval.