



# Anti-Corruption Compliance Policy

**PropertyGuru Group Limited**

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## 1 Introduction

- 1.1 PropertyGuru Group Limited and its subsidiaries (together, “**PropertyGuru**” or the “**Company**”) are committed to conducting business activities in an ethical, lawful and socially responsible manner, and in accordance with applicable anti-corruption laws. PropertyGuru’s reputation as an ethical business organization is important to its ongoing success. Engaging in bribery and corrupt conduct is contrary to this commitment and constitutes a serious offence with criminal and civil penalties. It also exposes PropertyGuru to significant reputational damage.
- 1.2 This Anti-Corruption Compliance Policy (“**Policy**”) reflects PropertyGuru’s commitment to operating at the highest standards of ethical conduct and corporate governance relative to applicable laws and regulations. This Policy supports, and should be read together with, PropertyGuru’s Code of Business Conduct and Ethics.

## 2 Compliance with this Policy

- 2.1 This Policy applies to all PropertyGuru employees, officers, and directors, as well as third parties representing PropertyGuru (including our business associates, consultants, secondees, contractors, agents, vendors and suppliers) (together, “**personnel**”).
- 2.2 PropertyGuru requires all personnel to act with integrity and comply with all applicable anti-corruption laws, including but not limited to the anti-corruption laws in the countries in which PropertyGuru operates such as the Prevention of Corruption Act, Chapter 241 of Singapore and the Malaysian Anti-Corruption Commission Act 2009. Failure to comply with these laws could have significant consequences for PropertyGuru and PropertyGuru personnel. PropertyGuru will take appropriate action against PropertyGuru personnel who fail to comply with anti-corruption laws or this Policy, up to and including termination.
- 2.3 PropertyGuru personnel must:
- a. not engage in bribery or corrupt conduct or conceal such conduct;
  - b. comply with the laws and regulations which apply to PropertyGuru and its operations;
  - c. comply with this Policy and all anti-corruption procedures adopted by PropertyGuru, including undertaking all requisite training provided on this Policy and laws and regulations relating to bribery and corruption; and
  - d. report any concern or suspected or potential breach of the Policy immediately, using the reporting channels provided under PropertyGuru’s Code of Business Conduct and Ethics.
- 2.4 This Policy supports, and should be read together with, PropertyGuru’s Code of Business Conduct and Ethics.

## 3 What is bribery and corruption?

- 3.1 Bribery involves offering, promising or giving any money, benefit, favour, gift or **anything of value** with the intention of unduly influencing the behaviour of a person or a **Public Official** (defined below) in the performance of their duty, in order to obtain or retain business or any other improper advantage (whether commercial, personal or otherwise). Bribery also includes soliciting, receiving or agreeing to receive any gratification or anything of value as an inducement or reward for doing or forbearing to do anything in respect of any matter or transaction.
- 3.2 Corruption (or corrupt conduct) involves abuse of entrusted power for private gain, including but not limited to practices such as bribery, facilitation payments, fraud, extortion, collusion and money laundering.
- 3.3 For the purposes of this Policy:

**“Anything of value”** should be interpreted broadly, as bribes or improper payments can include both financial and non-financial advantages, such as cash, gift cards, entertainment, travel, educational expenses, employment (including internships), etc.

**“Public Officials”** include:

- individuals who hold a governmental position of any kind at any level (i.e., state, local, or national governments, government agencies, public international organizations, etc.), or who exercise a public function or act in an official capacity on behalf of a government;
- personnel at a state-owned enterprise or other entity that is owned or controlled by a government (e.g., state-owned telecommunications company, government-controlled university, etc.);
- officers or employees of a political party and candidates for political office;
- royal family members;
- military personnel; and
- members of a legislative body.

It should be noted that someone who might not typically be a Public Official in one country may be a Public Official in another country. If there is any doubt as to a party's Public Official status, please consult PropertyGuru's legal team.

## **4 What behaviour is prohibited by this Policy?**

### **4.1 Bribes, kickbacks, and other improper payments**

- a. Offering, making or receiving a bribe is strictly prohibited.
- b. PropertyGuru prohibits bribes, facilitation payments, kickbacks, or other improper or illegal payments of anything of value from being directly or indirectly offered, given, authorized, promised, solicited, or accepted in any way related to our business, whether it involves Public Officials or private parties.
- c. PropertyGuru prohibits bribery to influence a Public Official, to obtain or retain business from any party, or to secure an unfair business advantage (e.g., securing a contract or business licenses or reducing tax obligations).
- d. PropertyGuru personnel shall not accept or obtain or attempt to accept or obtain, solicit, offer, promise or give facilitation payments of any kind to/from any person to secure or expedite the performance by a person performing a routine or administrative duty or function.
- e. All PropertyGuru personnel must avoid any activity that might lead to, or suggest, that a facilitation payment or “kick-back” is made or accepted by PropertyGuru.

### **4.2 Gifts, meals, travel, and entertainment may not be used as bribes, quid pro quo, or to improperly influence**

- a. Offering, making or receiving a gift, business courtesy or hospitality can create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices. PropertyGuru personnel must not give, seek or accept in connection with our business any gifts, meals, refreshments, travel or entertainment (**“Hospitality”**) which goes beyond common courtesies associated with ordinary and proper course of business. You must avoid everything that could reasonably be construed as a bribe or improper inducement.

- b. PropertyGuru personnel may not use Hospitality as a quid pro quo, bribe, or to otherwise improperly influence, induce, or reward business decisions. Hospitality must have a legitimate business purpose; be reasonable and modest in value and frequency; comply with local law; and accurately recorded. PropertyGuru personnel should also ensure Hospitality could not potentially embarrass PropertyGuru. Please refer to PropertyGuru's Gifts, Entertainment and Sponsorships Policy, which sets out monetary limits for spending on Hospitality in each country where PropertyGuru operates.
- c. PropertyGuru provides Hospitality to Public Officials only in compliance with applicable law, including laws limiting what Public Officials can accept. To ensure compliance, Hospitality for Public Officials that is greater than 50 USD must be approved in advance by the PropertyGuru's legal team.

#### 4.3 **Improper dealing of accounting records**

PropertyGuru's financial books and records must be complete, accurate and transparent and accurately reflect all transactions and payments. Falsified or fictitious records are strictly prohibited, as are "off the books" transactions. PropertyGuru personnel must comply with PropertyGuru's accounting and internal controls procedures.

#### 4.4 **Money laundering, proceeds of crime and Sanctions**

PropertyGuru strictly prohibits personnel from doing anything that could result in PropertyGuru (or any of its employees or officers or representatives):

- a. breaching the laws against money laundering or the regulations on the proceeds of crime; or
- b. being knowingly engaged in any dealings or transactions with or involving Sanctioned Areas or any person that at the time of the dealing or transaction is or was the subject or the target of Sanctions without the prior clearance of PropertyGuru's legal team and confirmation that the transaction is permitted under applicable laws and regulations.

For these purposes, "**Sanctions**" means any sanctions administered or imposed by the U.S. Treasury Department's Office of Foreign Assets Control (**OFAC**), the U.S. Department of State, the U.S. Department of Commerce, the European Union, the United Nations Security Council or any other relevant governmental agency or international organisation. A "**Sanctioned Area**" includes Cuba, Iran, North Korea, Syria, the Crimea region, the so-called Donetsk People's Republic, and the so-called Luhansk People's Republic and any other country or territory sanctioned by OFAC.

#### 4.5 **Donations, Sponsorships and Political Contributions**

- a. Sponsorships and donations must not be used as a quid pro quo or bribe.
- b. Donations can present a bribery risk as they involve payments made to a third party without tangible returns and may be used as a subterfuge for bribery. Employees must notify their manager or Human Resources of any request for a donation of any kind. Prior approval from the Chief Financial Officer (or his or her designee) must be obtained before making donations on behalf of PropertyGuru.
- c. Donations must not be related to, or dependent on, or made in order to win or influence a business deal or decision. Reasonable steps must be taken to verify that donations to charities and other recipient organisations do not constitute and are not disguised as illegal payments to any individual or entity in violation of this Policy or any relevant laws or regulations
- d. Sponsorships are only permitted if there is a clear business case and for specific objectives. Prior approval from PropertyGuru's legal team and, in certain circumstances, the Chief Financial Officer, must be obtained before giving or accepting any sponsorships.

- e. All donations and sponsorships must be properly documented, including for audit purposes.
- f. PropertyGuru does not engage in corporate political contributions. PropertyGuru personnel must not make any direct or indirect political contributions to any political party or candidate on behalf of PropertyGuru. Any appearance or making of such contributions or expenditure to any political party, candidate, or campaign is also prohibited.

## **5 Risks posed by third parties**

- 5.1 In addition to prohibiting bribery directly by PropertyGuru, PropertyGuru also prohibits *indirect bribery*, including bribery via our agents, partners or other third parties, as well as consultants, advisors, attorneys or any vendors who interact with Public Officials on PropertyGuru's behalf, and corrupt payments by or through third parties.
- 5.2 PropertyGuru expects its third parties to comply with applicable anti-corruption laws and it will take all appropriate actions against third parties who violate applicable anti-corruption laws or contractual provisions related to anti-corruption compliance. PropertyGuru personnel must be aware of the potential risks associated with engaging and doing business with third parties and must exercise appropriate due diligence before engaging them.
- 5.3 Where relevant and depending on the risks posed by the circumstances, PropertyGuru will conduct appropriate due diligence prior to engaging or entering into business relationships with third parties such as business associates, partners, agents and intermediaries. Such third parties may be required to complete such due diligence questionnaires as may be required by PropertyGuru from time to time. The purpose of this due diligence is to ensure that the entity or individual that the Company deals with will behave in a manner consistent with this Policy. The Company may also obtain from that entity or individual certain assurances of compliance with this Policy and adherence with relevant anti-bribery and corruption laws.
- 5.4 PropertyGuru must also consider anti-corruption compliance when undertaking mergers and acquisitions or joint ventures, and conduct appropriate, risk-based due diligence in such transactions.
- 5.5 PropertyGuru shall monitor all third party conduct for indications of improper conduct or other corruption red flags, both during the due diligence process and during the business relationship. Any potential improper conduct or corruption red flags should be escalated through the reporting channels described in this Policy before engaging in the contemplated relationship or taking further action with the third party.
- 5.6 PropertyGuru personnel should refer to this Section 5 before entering into or renewing relationships with third parties who (i) will interact with PropertyGuru's suppliers and distributors or Public Officials on PropertyGuru's behalf; or (ii) were recommended by a Public Official or customer.

## **6 Policy Implementation**

- 6.1 PropertyGuru's Legal Counsel is responsible for the implementation of this Policy, under the direction of the Board of Directors, and shall have access to the Board of Directors as appropriate. The Policy shall be periodically reviewed to ensure it addresses PropertyGuru's corruption risks and any updates to legal or regulatory requirements.

## **7 Education and training**

- 7.1 PropertyGuru will provide periodic training and education to officers, employees and other relevant personnel in relation to the issue of bribery and corruption and this Policy. The purpose of the education and training will be to assist officers, employees and personnel in their understanding of what conduct is prohibited and unlawful and how to recognise and manage instances of bribery or corruption.

## **8 Review and Monitoring**

- 8.1 PropertyGuru shall conduct or arrange for periodic reviews of PropertyGuru's operations to ensure compliance with the requirements set forth herein and with applicable anti-corruption laws.

## **9 Reporting Potential Violations**

- 9.1 PropertyGuru personnel must report actual or suspected non-compliance with anti-corruption laws or this Policy as provided by PropertyGuru's Code of Business Conduct and Ethics. Any suspected breaches of this Policy will be thoroughly investigated. Material breaches of this Policy will be reported to Audit, Finance and Risk Committee and the Board of Directors.
- 9.2 In circumstances where a breach of this Policy is established, appropriate disciplinary and remedial actions will be taken. In the event a business associate, partner, agent and/or other third party representing PropertyGuru breaches this Policy, PropertyGuru may terminate the business relationship with such business associate, partner, agent and/or other third party, subject to applicable laws.
- 9.3 PropertyGuru reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of any law.
- 9.4 PropertyGuru does not tolerate retaliation against personnel for escalating questions or concerns. For further information, please refer to PropertyGuru's Whistleblower Protection Policy.

## **10 Further Information**

- 10.1 This Policy should be read together with PropertyGuru's Gifts, Entertainment and Sponsorships Policy and Government Engagement Policy.
- 10.2 Any questions about this Policy or compliance with applicable anti-corruption laws, or any requests for further information, should be directed to PropertyGuru's legal team.