



GROUP WHISTLEBLOWING POLICY AND PROCEDURES

19 February 2020



Group Whistleblowing Policy and Procedures

(A) Objective

1. The Group Whistleblowing Policy (**Policy**) addresses the commitment by IGB Berhad and all its subsidiary companies (**IGB Group**) towards maintaining the highest standards of accountability, ethical conduct, fairness, integrity, probity, professionalism and transparency (**Values**) as well as the requirement for all IGB Group employees to conduct themselves with the highest level of accountability, integrity, impartiality, professionalism and transparency, at all times.
2. The Policy seeks to maintain the Values and standards expected of employees of the IGB Group at all levels, whether permanent, probationary, temporary or contractual (**Employees**), and is designed to encourage and facilitate all Employees, applicants for employment, business partners, contractors, customers, guests, professional advisors, consultants, suppliers, shareholders, tenants, vendors, all other parties which deal with the IGB Group in any capacity and members of the general public (**Stakeholders**), who have or may have genuine concerns in relation to any alleged, suspected or actual serious acts of misconduct or illegal activities (as defined hereinbelow) by any Employee at any level, to disclose or report such alleged or suspected serious acts of misconduct or illegal activities by such Employee, without fear of harassment, punishment, inequitable treatment, repercussion, retaliation, retribution or victimisation.
3. The Policy provides a framework for a formal and safe avenue and platform for Employees and Stakeholders to disclose or report any alleged or suspected serious acts of misconduct or illegal activities by an Employee, and -
 - (a) establishes processes to receive, act upon and resolve such disclosures and reports systematically and expeditiously;
 - (b) enables applicable directors and senior management to be informed at an early stage of acts of any alleged, suspected or actual serious acts of misconduct or illegal activities;
 - (c) protects Employees and Stakeholders from harassment, punishment, inequitable treatment, repercussion, retaliation,

retribution or victimisation for disclosing and reporting concerns in good faith in accordance with these procedures; and

- (d) maintains a culture of accountability, integrity, impartiality, professionalism and transparency.
4. All references to **Group Chief Executive Officer, Senior Independent Non-Executive Director, Board of Directors** and **Director** shall be that of IGB Berhad.

(B) Whistleblowing

1. Whistleblowing is a specific means by which an Employee or Stakeholder (collectively, **Whistleblowers**) are provided a formal and safe avenue and platform to disclose or report any alleged or suspected serious acts of misconduct or illegal activities (as defined hereinafter) by an Employee at any level.
2. The term **whistleblowing** refers to a mechanism where a Whistleblower has or may have genuine concerns in relation to any alleged, suspected or actual serious acts of misconduct or illegal activity (as defined hereinafter) by an Employee at any level, and elects to disclose or report such alleged or suspected serious acts of misconduct or illegal activity by such Employee.
3. A Whistleblower acts merely as a disclosing or reporting party of any alleged, suspected or actual serious acts of misconduct or illegal activity (as set out below) by an Employee at any level, and is not an investigator or finder of fact, nor does he or she determine any appropriate, corrective or remedial action that may be warranted.

(C) Policy

1. The Policy assists and supports Whistleblowers who have or may have genuine concerns in relation to any alleged, suspected or actual serious acts of misconduct or illegal activities (as defined hereinafter) by an Employee at any level, to disclose or report such alleged or suspected serious acts of misconduct or illegal activities by an Employee.
2. The subject matter of whistleblowing may include the following serious acts of misconduct or illegal activities, but is neither intended to be exhaustive nor limited to -
 - (a) acts of breach of the IGB Group's prescribed professional code of conduct and business ethics;
 - (b) infringement of any IGB Group policy;

- (c) acts of dereliction of duty, dishonesty, gross carelessness or negligence, impropriety, improper conduct, misrepresentation or unethical behaviour which may not be specifically addressed in the IGB Group's prescribed professional code of conduct and business ethics, but which affects or is likely to affect and tarnish the reputation and standing of the IGB Group;
- (d) violation of any laws, by-laws, regulations, regulatory requirements, rules or guidelines or requirements of a binding nature;
- (e) criminal offences of any nature, including fraud;
- (f) endangerment to the health, safety or well-being of an individual;
- (g) violence or damage to property;
- (h) abuse of position and/or status;
- (i) abuse of benefits and/or privileges;
- (j) alcohol abuse and consumption of non-prescribed substances;
- (k) any form of harassment, including sexual, racial or bullying;
- (l) use of abusive or inappropriate language;
- (m) acts or attempted acts of coercion, interference, intimidation, punishment, reprisals, retaliation or threats, against any Employee or Stakeholder who discloses or reports any alleged, suspected or actual serious acts of misconduct or illegal activities by an Employee; or
- (n) any act, behaviour or conduct which may bring or brings the reputation of the IGB Group into disrepute;
- (o) any concealment or attempt to conceal any of the above,

in respect to any business, financial, management and operational affairs of the IGB Group, whether already occurred, which is believed to have either occurred or is likely to occur (**Misconduct**).

3. The Policy is not designed to further any personal disputes, question business, financial, management or operational decisions by the IGB Group or used to reconsider any matters which have been addressed under prescribed grievance procedures already in force.

4. The Policy does not affect or amend the IGB Group's policies and procedures for Employees' grievances or complaints relating to work performance and terms and conditions of employment, which remain under the purview of the Group Human Capital Division.
5. Only genuine concerns in relation to any alleged, suspected or actual Misconduct by an Employee will be considered. Anonymous disclosures and reports may be considered and investigated by the Committee, taking into account the credibility, likelihood and plausibility of such disclosures. Any disclosures or reports must be made in good faith with a reasonable belief that such alleged, suspected or actual Misconduct by an Employee are substantially true. False, frivolous and malicious allegations will not be considered, will be viewed seriously and if proven, may result in termination of employment (for Employees) or commercial blacklisting (for applicants for employment, contractors, professional advisors and consultants, suppliers and vendors).
6. All disclosures and reports by Whistleblowers shall be –
 - (a) treated with the strictest of confidence, and
 - (b) promptly, professionally and fully investigated.

(D) Procedures

1. General

- (a) The Policy assumes all Whistleblowers will act in good faith and do not make any false, frivolous or malicious claims when disclosing or reporting any alleged, suspected or actual Misconduct by any Employee.
- (b) No action will be taken against any Employee who genuinely discloses or reports any alleged, suspected or actual Misconduct by another Employee, even if such disclosure or report cannot be ultimately proven. It is sufficient that such disclosure or report was made in good faith and with a genuine or reasonable belief that such alleged, suspected or actual Misconduct by an Employee is true, or substantially true.
- (c) An Employee who knowingly, maliciously or recklessly makes disclosures or reports Misconduct by another Employee in bad faith may be subject to disciplinary proceedings, in addition to possible legal proceedings by the wrongly-accused Employee.

2. Disclosure/report

- (a) A Whistleblower may disclose or report any alleged, suspected or actual Misconduct by any Employee that may adversely affect the IGB Group and the IGB Group's Stakeholders. Such adverse effect includes but is not limited to business, operational or financial loss and damage to reputation and standing.
- (b) The disclosure or reporting by any Whistleblower of any alleged, suspected or actual Misconduct by any Employee should be made in writing, by telecommunication or in person, and preferably in the prescribed form. All disclosures or reports are encouraged to be made in writing, to facilitate a clear understanding of the allegations made.
- (c) A Whistleblower who makes such disclosure is required to identify himself or herself and provide contact details, to facilitate requests for additional information and clarification, at the risk of not having their disclosure or report properly investigated due to lack of clarity, information or evidence.
- (d) A Whistleblower who discloses or reports any alleged, suspected or actual Misconduct by any Employee is neither expected nor required to prove the truth of his or her disclosure or report. It is sufficient that such Whistleblower demonstrates good faith and reasonable grounds for disclosing or reporting any alleged, suspected or actual Misconduct by any Employee.
- (e) All disclosures and reports by Whistleblowers of any alleged, suspected or actual Misconduct by any Employee shall be addressed to the whistleblowing committee appointed by the Board of Directors (**Committee**), and if by post, marked 'Confidential : To be opened only by addressee' -
 - (i) The Senior Independent Non-Executive Director
IGB Bhd
Level 32, The Gardens South Tower, Mid Valley City,
Lingkar Syed Putra, 59200 Kuala Lumpur.
Email : director-whistleblowing@igbbhd.com
 - (ii) The Whistleblowing Committee
Level 32, The Gardens South Tower, Mid Valley City,
Lingkar Syed Putra, 59200 Kuala Lumpur.
Email : whistleblowing@igbbhd.com
 - (iii) IGB Feedback Unit
DID - (603) 2289 8338/8368
Email - feedback@igbbhd.com

- (f) Where the subject matter of a disclosure or report of any alleged, suspected or actual Misconduct is made against -
 - (i) any member of the Committee (**Accused Member**), the remaining Committee members shall, in consultation with the Group Chief Executive Officer (**Group CEO**) and the Senior Independent Non-Executive Director (**Senior INED**) (collectively, **Reporting Directors**) –
 - (a) appoint another person of similar seniority to substitute the Accused Member; and
 - (b) ensure that such disclosure or report of any alleged, suspected or actual Misconduct against the Accused Member is kept confidential from the Accused Member.
 - (ii) a Director or an Employee who is more senior in rank and status than any members of the Committee, the Committee members shall notify the Reporting Directors, and the Reporting Directors shall -
 - (a) appoint persons of similar seniority as the Director or Employee accused in the disclosure or report, to substitute any Committee member(s) who is/are junior in rank to the affected Director or Employee; and
 - (b) ensure that such disclosure or report of any alleged, suspected or actual Misconduct against affected Director or Employee is kept confidential from the affected Director or Employee, and where necessary, the Committee.

For the avoidance of doubt, where a disclosure or report of any alleged, suspected or actual Misconduct is made against a Reporting Director, the Committee shall notify only the unaffected Reporting Director, and such Reporting Director shall undertake the duties and responsibilities set out in Paragraph D2(f)(ii).

- (g) Where the Accused Member is found guilty of any alleged, suspected or actual Misconduct against him or her, he or she shall be automatically removed as a member of the Committee, without prejudice to any disciplinary proceedings against him or her.
- (h) The remaining Committee members shall, in consultation with the Reporting Directors, appoint either the Substitute Member or another person of similar seniority as the Committee as a permanent member of the Committee.

- (i) If a Committee member discloses or reports any alleged, suspected or actual Misconduct against an Employee, the provisions in Paragraph D2(f)(i) above shall apply, and such Committee member shall not be involved howsoever in the investigations arising from his or her disclosure or report.

3. Investigations

- (a) Either a Committee member or the IGB Feedback Unit shall notify a Whistleblower who discloses or reports any alleged, suspected or actual serious Misconduct by any Employee, receipt of such disclosure or report within 5 business days, by acknowledging receipt of such disclosure or report.
- (b) The Committee may -
 - (i) appoint any person it deems appropriate and suitable to investigate the disclosure or report of any alleged, suspected or actual Misconduct by any Employee; and
 - (ii) require any persons it deems necessary to assist in the investigations into the disclosure or report of any alleged, suspected or actual Misconduct by any Employee.
- (c) The Committee shall ensure as far as possible that all investigations into disclosures or reports of alleged, suspected or actual Misconduct by any Employees are conducted in a confidential, detailed, fair, impartial, professional and prompt manner.
- (d) The Committee may resolve any disclosures or reports of alleged, suspected or actual Misconduct by any Employees by mutually agreed action, without the need for investigations. Disclosures or reports of alleged, suspected or actual Misconduct by any Employees affecting specific standard operating procedures (**SOPs**) within the IGB Group will be referred for consideration under such SOPs.
- (e) Depending on the nature of the disclosures or reports of alleged, suspected or actual Misconduct by any Employees and the seniority of such Employees, the Committee may notify the Reporting Directors of the disclosures or reports, the nature of such accusations, the investigations conducted and the action taken, save where such disclosure or report is made against either of the Reporting Directors, whereby only the unaffected Reporting Director shall be notified.

- (f) The Committee shall, subject to Paragraph D3(e) above, report its activities to the Reporting Directors on a periodic basis, or whenever appropriate.

(E) Roles and responsibilities

1. Whistleblowers

Whistleblowers should act in good faith and must not knowingly, maliciously or recklessly make baseless or frivolous disclosures or reports against an Employee.

2. Accused Employees

- (a) Accused Employees are required to fully cooperate with investigations arising from disclosures or reports of alleged, suspected or actual Misconduct against him or her.
- (b) The Committee reserves the right to draw its own conclusions, presumption of guilt included, where an Employee accused of Misconduct fails, neglects or refuses to cooperate with investigations arising from disclosures or reports of alleged, suspected or actual Misconduct against him or her.
- (c) The accused Employee is presumed innocent of the disclosures or reports of alleged, suspected or actual Misconduct against him or her, unless or until proven otherwise.

3. Committee

The Committee shall -

- (a) handle all disclosures or reports of alleged, suspected or actual Misconduct by any Employees in a confidential, detailed, fair, impartial, professional and prompt manner;
- (b) treat all Whistleblowers who in good faith disclose or report alleged, suspected or actual Misconduct against an Employee in a fair, impartial and professional manner; and
- (b) ensure the identity of all Whistleblowers and accused Employees remain confidential at all times.

4. Investigators

- (a) All investigators investigating disclosures or reports of alleged, suspected or actual Misconduct by any Employees shall conduct

investigations in a confidential, detailed, expeditious, fair, impartial, professional and prompt manner.

- (b) The Committee shall ensure that all investigators are experienced and senior professionals, with the ability to conduct investigations in the manner described in Paragraph E(3)(a) above.

5. Witnesses

All Employees who are interviewed or asked to provide information arising from investigations into disclosures or reports of alleged, suspected or actual Misconduct against an accused Employee must -

- (a) fully cooperate in such investigations; and
- (b) ensure full confidentiality of their role and refrain from disclosing or discussing their role with any person, save for members of the Committee and the investigator.

(F) Protection and confidentiality

1. Whistleblowers

- (a) It is a cornerstone of this Policy that all Whistleblowers who in good faith disclose or report alleged, suspected or actual Misconduct against an Employee shall be protected against harassment, punishment, inequitable treatment, repercussion, retaliation, retribution or victimisation.
- (b) The identity of all Whistleblowers who in good faith disclose or report alleged, suspected or actual Misconduct against an Employee shall remain confidential at all times.
- (c) The identity of a whistleblowing Employee who in good faith disclose or report alleged, suspected or actual Misconduct against another Employee must not be divulged without such whistleblowing Employee's consent. Where circumstances require the disclosure of the identity of the whistleblowing Employee, such as legal proceedings against an Employee found guilty of Misconduct, the IGB Group shall take all reasonable steps to ensure that the whistleblowing Employee suffers no harassment, punishment, inequitable treatment, repercussion, retaliation, retribution or victimisation.
- (d) Any harassment, punishment, inequitable treatment, repercussion, retaliation, retribution or victimisation of any Whistleblowers who in good faith disclose or report alleged, suspected or actual Misconduct against an Employee shall

constitute an act of gross misconduct, which if proven, may lead to termination of employment.

(G) Revisions

This Policy may be revised by the Board of Directors from time to time, in consultation with the Group CEO and the Senior INED.

This Policy was reviewed, updated and approved by the Board of Directors of IGB Berhad on 19 February 2020.