

SUEZ CAPITAL SDN BHD

WHISTLEBLOWING POLICY

Approved by Board of Directors

17th September 2020

1. Introduction

- 1.1 The Suezcap Group strives to conduct its business in a transparent, fair, and ethical manner, for which the Suezcap Group has a Anti-Bribery and Anti-Corruption Policy (“**ABC Policy**”). The Suezcap Group recognizes the importance of combating the actual, alleged or suspected improper conduct committed within the Company.
- 1.2 In line with the Suezcap Group’s commitment to combat improper conducts in particular of Bribery and Corruption, the Whistleblowing Policy provides a safe avenue for the Whistleblower (as defined hereafter) to make or facilitate a genuine disclosure in relation to any actual, alleged or suspected improper conduct without fear of reprisal, retaliation and repercussion.
- 1.3 The Suezcap Group strictly prohibits false, malicious or vindictive disclosure and abuse of whistleblowing channel to adjudicate any personal disputes and commercial decision by the Suezcap Group.
- 1.4 All the information disclosed by the Whistleblower will be treated with the strictest confidentiality. The disclosure made by the Whistleblower will be handled in a confidential, expeditious and professional manner.

2. Scope

- 2.1 This Whistleblowing Policy should be read in conjunction with the ABC Policy. The Whistleblowing Policy applies to the disclosure of genuine concern of which the Whistleblower has an honest and reasonable belief that the alleged or suspected improper conduct is substantially true. The improper conduct listed below is not exhaustive:

- (a) Bribery and Corruption;
- (b) Breach of the Suezcap Group's policy or procedures;
- (c) Fraud, theft, embezzlement or money laundering;
- (d) Abuse of power;
- (e) Misuse, disclosure or leak of confidential information;
- (f) Sexual harassment;
- (g) Gross negligence;
- (h) Discrimination;
- (i) Intimidation;
- (j) Forgery or alteration of any document or account belonging to companies within Suezcap Group;
- (k) Making profit for oneself or others as a result of insider knowledge of Suezcap Group activities;
- (l) Any act that poses health hazard and safety;
- (m) Any act that causes harm to environment;
- (n) Any conduct which is a criminal offence or a breach of law; and
- (o) concealment of all the above.

2.2 Provided that the Whistleblower makes the disclosure in good faith and with reasonable belief that the alleged or suspected improper conduct is substantially true, the Whistleblower will not face any consequences even if the disclosure is not or cannot be proven to be true.

2.3 The list of improper conduct under this section 2 is not exhaustive and shall include other act or omission which will constitute an act of misconduct which the Whistleblowing Committee will decide.

NOTE:

However, this Policy is not intended to cover the following:

- i. Customers' or shoppers' complaint about Suezcap Group's products and services; and
- ii. Personal grievances of an individual's terms and conditions of employment contract such as bullying, fight which will be handled and dealt with by Suezcap Group's Human Resource Department pursuant to the Employee Handbook.

3. Definition

In this Whistleblowing Policy, unless the context otherwise requires –

Accused Person	The person against whom a disclosure of an actual, alleged or suspected improper conduct is made.
Detrimental Action	<p>Includes:-</p> <p>(a) action causing injury, loss or damage;</p> <p>(b) intimidation or harassment;</p> <p>(c) interference with the lawful employment or livelihood of any person, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to a person's employment, career, profession, trade or business or the taking of disciplinary action; and</p> <p>(d) a threat to take any of the actions referred to in paragraphs (a) to (c).</p>
Whistleblowing Committee	A committee appointed by the Board of Directors of Suezcap to receive, investigate and determine the genuineness of disclosure of alleged or suspected improper conduct; and make recommendation on further action to be taken against the Accused Person if applicable.
Whistleblower	Any person who makes a disclosure of actual, alleged and suspected improper conduct to the Whistleblowing Committee.
Investigation Team	Any employee(s) who has been appointed by the Whistleblowing Committee or the Board of Directors of Suezcap to conduct investigation on the facts of improper conducts as alleged in the Whistleblowing Report.

4. Whistleblower's Responsibilities

4.1 Prior to making a disclosure, a Whistleblower is responsible to ensure that the disclosure is **not** –

- (a) frivolous and vexatious;
- (b) made with malicious intent or ulterior motive;
- (c) made for personal gain or agenda; and/or
- (d) premised on false or misleading information

4.2 If the Whistleblower fails to observe the responsibilities above and the disclosure has an adverse impact on the profitability and/or reputation of the Suezcap Group, Directors, Employees and Associates, the Suezcap Group reserves the right to take disciplinary action against the said Whistleblower, including but not limited to blacklist, termination of employment and termination of commercial relationship, as the case may be.

5. Whistleblower Protection

5.1 A Whistleblower is conferred with –

- (a) Protection of confidential information including identity, occupation, residential address, work address, whereabouts of the Whistleblower;
- (b) immunity from disciplinary action; and
- (c) protection against Detrimental Action.

5.2 The identity of the Whistleblower will only be made known to the Whistleblowing Committee and disclosed on a “need to know” basis. If the disclosure of Whistleblower’s identity is required by law, the Suezcap Group shall seek prior consent from the Whistleblower before proceeding with the matter.

6. Revocation of Whistleblower Protection

6.1 The Whistleblower Protection may be revoked if the Whistleblower is found to -

- (a) have made the disclosure with malicious intention;
- (b) have participated in the improper conduct disclosed;
- (c) have made a disclosure which is frivolous or vexatious;
- (d) principally questioned the merits of government policy, including policy of a public body;
- (e) have made the disclosure solely or substantially to avoid dismissal or other disciplinary action; and/or
- (f) have committed an offence under the Whistleblower Protection Act 2010 in the course of making the disclosure or providing further information.

7. Reporting Channels

7.1 The Whistleblower is required to fill up the Whistleblower Disclosure Form annexed herewith where sufficient details must be provided to facilitate the investigation. If the Whistleblower Disclosure Form is incomplete, the Whistleblower may run the risk of not having their disclosure investigated due to lack of clarity, information or evidence.

7.2 The Whistleblower Disclosure Form can be submitted to Whistleblowing Committee via:-

- (a) By email to whistleblowingcommittee@suezcap.com; or
- (b) By post to the Chairman of Whistleblowing Committee at **Suez Capital Head Office, L3.01 & L3.02 KL Gateway Mall, No. 2, Jalan Kerinchi, Gerbang Kerinchi Lestari, 59200 Kuala Lumpur, Malaysia** (marked "*Private and Confidential*"); or
- (c) By hand to the Chairman of the Whistleblowing Committee.

7.3 If the subject matter of the Whistleblower Disclosure Form involves and implicates any member of the Whistleblowing Committee ("**Accused Member**"), the remaining Committee members shall consult the Board of Directors and appoint another person of similar seniority to substitute the Accused Member. The Accused Member shall be abstained from having access to such Whistleblower Disclosure Form and involved in the subsequent investigation, if any.

8.0 MAKING A REPORT

8.1 A Whistleblower may make a disclosure on an improper conduct via e-mail to whistleblowingcommittee@suezcap.com.

- 8.2 The disclosure shall include:
- i. a description of the improper conduct and the parties who are involved;
 - ii. a background of the incident, including the dates and location of the incidents;
 - iii. how the Whistleblower discovered or found out the alleged improper conduct committed by the parties;
 - iv. reason(s) why the Whistleblower is particularly concerned about this (e.g. it may result in loss of Suezcap Group's assets/funds); and
 - v. particulars or production of proof i.e. documentary evidence and witnesses, if any.
- 8.4 The Whistleblower may also use the attached form as in Appendix 2 when making the disclosure.
- 8.5 The Whistleblower may identify himself/herself when submitting a complaint or making a disclosure, which include name, contact details, department and company name.
- 8.6 Anonymous disclosure may be considered at the discretion of the Whistleblowing Committee. In exercising this discretion, the factors to be taken into account would include:
- i. the seriousness of the issue raised the credibility of the concern, and
 - ii. the likelihood of confirming the allegation from other sources
- 8.7 The Whistleblower shall need to demonstrate that there are reasonable grounds for his/her complaint/disclosure and provide sufficient information for the Whistleblowing Committee to take appropriate steps.
- 8.8 The Whistleblower shall not attempt to personally conduct any investigations, interviews or interrogations related to the matter being disclosed.

9. Investigation

- 9.1 Upon receiving a report from a Whistleblower, the Whistleblowing Committee must review and evaluate the said report and to decide on the next course of action as stated in 9.2 below.
- 9.2 The Whistleblowing Committee shall, within 7 days from the date of receipt of the Whistleblower Disclosure Form, notify the Whistleblower of the receipt, and convene a meeting to discuss and determine whether the disclosure warrants an investigation by having regard to paragraphs 4.1 and 6.1 above and the ABC Policy which includes making a police report immediately or otherwise.
- 9.3 If the answer is affirmative and the Whistleblowing Committee is of the view that an investigation is required, the Whistleblowing Committee may appoint any person it deems competent and suitable to conduct investigation, where practicable and applicable, including interviewing the Accused Person and witnesses and collecting documentary evidence and set a timeframe for the investigation to be completed. The Whistleblowing Committee shall make sure that all investigations are conducted in a confidential, fair and prompt manner.
- 9.4 The Whistleblowing Committee shall contact the Whistleblower whose identity was disclosed within three (3) days from the date of receipt of his/her report/disclosure explaining what actions will be or have been taken.
- 9.5 The Whistleblowing Committee shall inform the Whistleblower as follows:
- i. Not to contact the suspected employee(s) in an effort to finding facts or demand surrender to the company; and
 - ii. Not to discuss the matter complained of by him/her, facts, suspicions or allegations with anyone except the Whistleblowing Committee member(s) or the appointed investigation team.

- 9.6 Upon the conclusion of the investigation by the Whistleblowing Committee or by the appointed Investigation Team as stated in paragraph 10 below, it shall submit a report on the findings to the Whistleblowing Committee within the timeframe set for investigation to be completed. The Whistleblowing Committee shall then prepare an investigation report to state the investigation finding in the form of “guilty” or “not guilty” supported with reasoning.
- 9.7 The Whistleblowing Committee shall notify the Board of Directors of the investigation report. If the subject matter of the Whistleblower Disclosure Form involves and implicates any Director, the Whistleblowing Committee shall notify only the unaffected Directors, and the unaffected Directors shall carry out the duties and responsibilities in paragraph 9.8 below.
- 9.8 If the Accused Person is found guilty, the Whistleblowing Committee shall also make recommendation in writing to the Board of Directors on the reasonable and proportionate disciplinary action to be taken against the Accused Person. The Board of Directors should either act on the recommendation or decide on the appropriate disciplinary action meted out to the Accused Person.
- 9.9 The Suezcap Group has a duty to report the Accused Person and the corrupt practices to the Malaysian Anti-Corruption Commission (MACC) and to provide assistance in the MACC’s investigation.

10. CONDUCTING AN INVESTIGATION BY THE INVESTIGATION TEAM APPOINTED BY THE WHISTLEBLOWING COMMITTEE

- 10.1 Upon the appointment of an Investigation Team, the Investigation Team shall maintain objectivity, impartiality and fairness through the investigation process and conduct its investigation competently and with the highest levels of integrity.

- 10.2 All investigations or whistleblowing reports received shall be conducted by the appointed Investigation Team only.
- 10.3 The Whistleblower shall give his/her cooperation with the Investigation Team.
- 10.4 The members of the Investigation Team shall have access to all relevant information and records.
- 10.5 All employees in Suezcap Group are expected to give full cooperation and provide assistance to the Investigation Team.
- 10.6 The Investigation Team may decide to meet with the employee(s) under investigation and if it deemed appropriate, recommend temporary suspension from their current duties pending investigation or outcome of the investigation. Reference shall be made to Suezcap Group's policy and procedures on disciplinary action on suspension.
- 10.7 The Investigation team may schedule meetings with other persons (employees or otherwise) suspected to have been involved or to have any knowledge of the alleged improper conduct. All such meetings shall be conducted confidentially and all matters discussed shall be documented by the Investigation Team.
- 10.8 Upon completion of the investigation, the Investigation Team shall submit a written report of its findings and recommendation. The Investigation Report shall contain the following:
 - i. The specific allegation(s) of improper conduct;
 - ii. Relevant information, supporting evidence (audio, graphic, oral or in writing) obtained during the investigation; and
 - iii. Conclusion made and justification.
- 10.9 Based on the findings, disciplinary action, if any, should be taken (including but not limited to a domestic inquiry in accordance with Suezcap Group's policy and procedures on employee's disciplinary action/the Employee's Handbook).
- 10.10 The offending employee(s) shall be informed of the decisions made.

11. Record

- 11.1 The Whistleblowing Committee may notify the Board of Directors, if deemed fit, of the disclosure received, the outcome of the investigation and action taken.
- 11.2 The Whistleblowing Committee shall retain the documents relating to the disclosure and the investigation report for a minimum period of 7 years.
- 11.3 All records of disclosures shall be managed in compliance of the provisions of the Personal Data Protection Act 2010 and other applicable laws.

This Whistleblowing Policy is approved by the Board of Directors on 17th September 2020.

WHISTLEBLOWING REPORTING AND INVESTIGATION PROCESS

ACTIVITY	RESPONSIBILITY
<p>Start</p>	
<p>Lodge a report on improper conduct by an employee</p>	<p>Whistleblower</p>
<p>Receive report, review complaint/disclosure and make a decision on the next course of action</p>	<p>Whistleblowing Committee</p>
<p>Investigation required?</p>	<p>Whistleblowing Committee</p>
<p>NO Whistleblower will be informed of action taken.</p>	
<p>YES</p>	
<p>Whistleblowing Committee may conduct investigation itself or appoint an Investigation Team</p>	<p>Whistleblowing Committee or Investigation Team</p>
<p>Whistleblower informed of the next course of action</p>	<p>Whistleblowing Committee or Investigation Team</p>
<p>Conduct investigation</p>	<p>Whistleblowing Committee or Investigation Team</p>
<p>Report investigation findings</p>	<p>Whistleblowing Committee or Investigation Team</p>
<p>Deliberate on investigation findings and make decision on further action required on the offending employee</p>	<p>Whistleblowing Committee or Investigation Team</p>

ACTIVITY	RESPONSIBILITY
<pre> graph TD Start([Action]) --> Q{Is Disciplinary Action on employee(s) required?} Q -- YES --> A[Obtain approval from the Management to instruct HR Department to conduct Domestic Inquiry] A --> B[Whistleblower will be informed of action to be or have been taken] Q -- NO --> B B --> C[If necessary, the Whistleblowing Committee notify the Board of Directors of the Disclosure, outcome of investigation and action has been taken] </pre> <p>The flowchart outlines the process for taking disciplinary action on a whistleblower. It begins with an 'Action' step leading to a decision point: 'Is Disciplinary Action on employee(s) required?'. If the answer is 'YES', the process moves to 'Obtain approval from the Management to instruct HR Department to conduct Domestic Inquiry', followed by 'Whistleblower will be informed of action to be or have been taken'. If the answer is 'NO', it bypasses the approval step and goes directly to the notification step. Finally, 'If necessary, the Whistleblowing Committee notify the Board of Directors of the Disclosure, outcome of investigation and action has been taken'.</p>	<p>Whistleblowing Committee</p> <p>Whistleblowing Committee</p> <p>Whistleblowing Committee or Investigation Team</p> <p>Whistleblowing Committee</p>