



WHISTLEBLOWING POLICY

Reviewed by:	Recommended by the Risk Management Committee:	Approved by the Board of Directors:
Chief Risk, Integrity & Governance Officer	Chairman	Chairman

A. Introduction

1. Policy Statement

- i. S P Setia Berhad and its group of Companies (collectively as the “Group”) are committed to the highest standard of integrity and maintaining high standard of accountability in the conduct of its businesses and operations. The Group aspires to conduct its affairs in an ethical, responsible and transparent manner which is vital to the success of the Group.
- ii. The Board of Directors of S P Setia Berhad (“Board”) has approved this Whistleblowing Policy (“Policy”) for the Group to provide a structured reporting channel and guidance to all employees and third parties to whistleblow on genuine concerns without fear of retaliation, victimization and/or subsequent discrimination.
- iii. The Policy will:
 - Govern the process through which employees and relevant stakeholders may report potential violations, improper conduct or concerns relating to relevant laws, rules, regulations, business ethics and conduct and policies, including any violations or concerns relating to immoral, illegal, misappropriation and fraudulent activities;
 - Establish a mechanism for responding to any reports from employees and third parties regarding such potential violations or concerns;
 - Prohibit retaliation against employees raising such potential violations or concerns; and
 - Establish procedures for the retention of records of reports (inclusive of investigation papers, evidences etc. related to the cases investigated).
- iv. Employees who whistleblow on improper conduct which described in paragraph 4(iii) below, will be protected against retaliation, or other adverse treatment provided that the whistleblowing is done in good faith. Such whistleblowing is a proper exercise of an Employees duty to enhance the prompt discovery of risks, improve the overall value of Group and promote good ethics. However, any whistleblowing which is not made in good faith and is found to be deliberately falsified with malicious intent or motivated by personal gain will be subject to disciplinary action by the Group in accordance with the Group’s disciplinary policy.

- v. The Board shall have overall responsibility for the establishment of the Integrity and Governance Unit (“IGU”) and the performance of its core functions. The administration of the Policy and the implementation of the core functions of the IGU shall be carried out by the Chief Risk, Integrity and Governance Officer (“CRIGO”). The Risk Management Committee (“RMC”) shall monitor the implementation of the IGU and assist the Board in overseeing the IGU to ensure it achieves its objective.
- vi. This policy is updated based on the International Standard: Whistleblowing Management System – Guidelines (ISO37002 – 2021)
- vii. Certain jurisdictions have specific laws in relation to whistleblowing.¹ Where this means that this policy needs to be amended for a specific jurisdiction, that amendment is described in the jurisdiction-specific annexure to this policy. In the case of inconsistency between this policy and an annexure, the annexure takes precedence.

2. Objective

- i. Encourage and facilitate reporting of improper conducts / wrongdoing via a trusted, friendly and effective whistleblowing system.
- ii. Support and protect whistleblowers and other interested parties involved.
- iii. Ensure complaints of improper conducts / wrongdoing are dealt with impartiality, in a proper and timely manner.
- iv. Improve Setia’s integrity culture and governance.

3. Functions of the IGU

In relation to the whistleblowing policy, the main functions of the IGU include to the following: -

- i. Welcome, accept and facilitate investigation on reports or complaints of improper conducts and criminal related allegation(s) lodged through the authorised whistleblowing channels;
- ii. Ensure and convince protection to potential whistleblowers against any form of retaliation or detrimental actions;
- iii. Conduct training and awareness programme related to this policy; and
- iv. Create, manage, maintain and promote the effectiveness of the whistleblowing channels.

¹ For the jurisdiction of Australia, please refer to the Australian Whistleblowing Annexure.

4. Definition of Whistleblowing

Unless otherwise defined herein, capitalized terms used in this Policy shall have the meaning as ascribed to such term in the Anti-Bribery and Corruption Policy. In addition, when used in this Policy, the following terms shall have the meanings as below:

- i. "Whistleblowing" is defined as the deliberate, voluntary disclosure or reporting of an individual or organizational malpractice by any person on an actual (past or present) or suspected improper conduct within the Group or organization based on his or her reasonable belief.
- ii. The person who reports, disclose or alerts the serious concerns of improper conduct is referred to as "Whistleblower".
- iii. "Improper Conduct" includes among others, the following:
 - violation of the Group's Code of Conduct and Business Ethics and other policies and procedures;
 - fraud, misappropriation or financial irregularity;
 - corruption, bribery, money laundering or blackmail;
 - criminal offences;
 - abuse of power, authority or position;
 - misuse of company property;
 - anti-competitive conduct;
 - failure to comply with legal or regulatory obligation;
 - risk of or actual damage to the environment;
 - workplace discrimination and harassment;
 - endangerment of an individual's health and safety;
 - concealment of any or a combination of the above; and
 - any other concerns that could subject any part of the Group to serious legal or reputational liability
- iv. The above list is not exhaustive and includes other acts or omissions, which if proven is deemed as:
 - an act of improper conduct or wrongdoing constituting a disciplinary offence under the S P Setia Code of Conduct and Business Ethics, the Group's Disciplinary policy, any employment agreement or service contract; or
 - an offence under any relevant legislation in force.
- v. Whistleblowing procedures are different from grievance procedures. Typically, whistleblowing does not affect the complainant personally. They are different from a normal grievance / complaint in which the complainant is personally affected.

5. Scope

- i. This Policy applies to all matters involving the Group's employees and any other stakeholders / persons providing services to the Group, including consultants, vendors, independent contractors, external agencies and/or any other party with a business relationship with the Group.
- ii. This Policy does not apply to grievances concerning an individual's terms of employment or an employee performance matter and such matters shall be dealt with in accordance with Group Human Resource guidelines and policies. Should it be determined during the preliminary investigation that the matter disclosed does not fall within the scope of this Policy, such matters will be transferred and dealt with by the appropriate personnel of the relevant department for appropriate procedures and actions to be taken.
- iii. No employee shall use his / her position to prevent other employees from exercising their rights or complying with their obligations as indicated in this Policy.

6. Who is a Whistleblower?

- i. Under the Policy, any of the following persons can be a Whistleblower:
 - Employees of the Group (this include full-time, part-time, or temporary employees, foreign or expatriate workers, interns, volunteers).
 - Any third party including but not limited to any joint venture partners and associates providing services to the Group such as vendors, contractors and consultants and ex-staff.
- ii. The Whistleblower is not expected to prove the truth of the allegation but should, in making the report, have the reasonable belief that an Improper Conduct was committed, is being committed or will be committed.
- iii. The following protections will be accorded to a whistleblower who lodges a complaint via Setia's whistleblowing channels in good faith:
 - Protection of identity unless requires by the law;
 - Protection from civil or criminal liability for the disclosure made; and
 - Protection from detrimental treatments.

7. Good Faith

- i. Since allegations of Improper Conduct may result in serious personal repercussions for the alleged perpetrator, any Whistleblower who intends to lodge any report of Improper Conduct must ensure that the report is made in good faith and in the best interest of the Group.
- ii. The Whistleblower who intends to make a report must have reasonable grounds for believing in its existence and has reliable information before reporting such improper conduct.

B. Receiving Complaints

8. Whistleblowing Channels

The whistleblowing channels provided are as follow: -

- i. Whistleblowing e-form;
- ii. E-mail to igu@spsetia.com (to be received and opened by authorized personnel only);
- iii. By phone via dedicated no;
- iv. Walk-in / appointment to IGU / RMC Chairman; and
- v. Write to Chairman of RMC / IGU, S P Setia Berhad

9. Information Required for Investigation

- i. As a guide, the information to be furnished by a whistleblower is set out in the whistleblower e-Form.
- ii. Where a whistleblower identifies themselves, the Group will maintain the confidentiality of the identity of the whistleblower to the extent that is practical and appropriate under the circumstances, having regard to all the relevant legal requirements. Whistleblowers are cautioned that it may be necessary to disclose their identities to facilitate investigations and may be also required to give evidence in disciplinary proceedings or legal proceedings, where relevant.
- iii. A whistleblower can enhance the efficiency of investigating concerns by providing complete and accurate information in the report. Information which would be useful in assessing the whistleblower's concerns include:
 - the details of improper conduct;
 - the date, time and location of the improper conduct;
 - the identity and designation (if any) of the alleged wrongdoer(s);
 - particulars of witnesses or other parties involved, if any;

- particulars or copies of documentary evidence, if any; and
 - any other details that are useful to facilitate screening and investigation.
- iv. As a further guide, it is permissible for a Whistleblower to make an anonymous report.

C. Assessing of Complaint

10. The Whistleblowing Management Committee (“the WB Management Committee”)

- i. The permanent members of this committee are:
- a. President & Chief Executive Officer (Chairman)
 - b. Chief Internal Auditor
 - c. Chief Risk, Integrity & Governance Officer (CRIGO)
 - d. IGU (Secretariat)
- ii. A minimum quorum of two (2) members inclusive of the President & Chief Executive Officer, is needed for the assessment process to take place. The committee may call upon any personnel to provide their views, professional opinion or expertise if required.
- iii. The roles and responsibilities of this committee are as follows:
- a. To conduct the pre-screening process and evaluate the complaint received particularly issues related to potential improper conducts or criminal offences (whether within the WB scope or others which will be dealt with under other relevant procedures).
 - b. To assess based on evidence shared (if any) and the related information.
 - c. To propose immediate actions related to:
 - Staff suspension and surrender of staff ID and related equipment / assets to facilitate investigation for a specified period;
 - Secure and protect evidence(s) produced or under the supervision of other personnel (from being compromised, destroyed, removed, hide, tampered etc.);
 - Avoid any interruptions to business or daily operations or unwanted media publicity;
 - Formation of a special investigation team to gather related information;
 - Ensure the safety of the whistle-blowers or the investigation team;
 - Propose next course actions and timeline; and
 - Propose other actions that the Committee think is necessary to do so.
 - d. Propose recommendations to the RMC for concurrence on next steps.

11. Roles and responsibilities of RMC for whistleblowing case

- i. The RMC will assess and concur if deemed appropriate, the proposal and recommendation(s) of the Management WB Committee on initial findings / observations and next steps;
- ii. For corruption / bribery or criminal cases, upon receiving the complaint (or upon full assessment or investigation), where the RMC is satisfied that there is sufficient evidence to support the case, recommendation will be made to the Board to lodge report with the MACC or other enforcement agencies within the jurisdictions where the Group operates (where applicable): and
- iii. To review and propose recommendation(s) to the Board on any form of retaliations or detrimental treatment faced or suffered by the whistleblowers or the related parties which may require emotional, financial, legal, reputational or other related actions or support from the Management.

D. Addressing of Complaint

12. Pre-Screening and Investigation Process

- i. The RMC will screen and assess the complaints made by the whistle-blowers based on the assessment / recommendations made by the Management WB Committee to determine nature and seriousness of the allegations. The RMC may instruct IGU and / or other relevant functions / subject matters experts to conduct preliminary or full investigation based on the evidence and nature of complaints.
- ii. The RMC will recommend to the Board on next course of actions based on the findings and nature of the case which may include:
 - a) formation of a special team which will be led by IGU to conduct full investigation or to engage external parties to assist in the investigation;
 - b) refer the complaints to other appropriate Business Unit (BU) / Corporate Functions (CF) for further actions;
 - c) report the case to the MACC or other enforcement agencies in the jurisdictions where the Group operates (where applicable); and
 - d) instruct the case to be closed or No Further Action (NFA) due to lack or insufficient evidence.
- iii. Where the Whistleblower's report involves the CRIGO or Executive Vice President and above (including the Board), the matter will be referred to the RMC Chairman to determine the next course of action and supervision of the investigation.

- iv. Where the disclosure involves the RMC Chairman, then the case will be referred to the Senior Independent Director (SID) of S P Setia Berhad for guidance and direction. In situation where the Chairman of RMC and SID is the same person, then the matter will be referred to the Chairman of the Board to determine the next course of action. The Board will review the report and decide on any appropriate action to be taken.
- v. Employees contacted by IGU or other authorized parties in relation to such investigations shall cooperate and shall not interfere in any investigations. Failure to cooperate may justify disciplinary action against the employees.
- vi. The investigation process aims to achieve the following objectives:
 - to gather relevant information in the most appropriate manner and to protect the information / document from sabotage / compromise;
 - to ensure that the proper procedures are carried out in the process of the investigation; and
 - to arrive at a fair conclusion and recommendation on the next course of action.
- vii. The scope of investigation will be determined to cover all possible angles, boundaries, limitations, initiatives, safety and security risks of the investigation teams and possibility of engaging external experts.
- viii. In the event that the Whistleblower's concerns involve certain S P Setia employees or management, the implicated person(s) shall be excluded from the processes of determining the appropriate course of action, including screening and any subsequent investigation.

13. Protection from Detrimental Treatment

- i. The Whistleblower will be protected from "Detrimental Treatment" within the Group as a consequence of his / her disclosure. The Group will not tolerate such detrimental treatment when concerns are raised in good faith. Such protection is accorded even if the investigation later reveals that the Whistleblower is mistaken as to the facts.
- ii. It is to be noted that any person who has not acted in good faith shall not be entitled to any protection under this Policy. If allegations are proven to be malicious or founded on bad faith, any protection provided may be revoked and parties responsible may be subject to appropriate action, including but not limited to legal action, where applicable.
- iii. Where such "detrimental treatment" takes place, the Whistleblower may report it to the IGU, and the appropriate actions may be taken against the relevant individuals.

- iv. For purposes of this policy, “detrimental treatment” includes but is not limited to:
 - a) any action causing injury, loss or damage to the Whistleblower;
 - b) any action of intimidation and harassment against the Whistleblower;
 - c) any direct or indirect retaliation or attempted retaliation, discrimination or victimization;
 - d) interference with the lawful employment or livelihood of the Whistleblower, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to the Whistleblower’s employment, career, profession, trade or business or the taking of disciplinary action; and
 - e) a threat to take any of the actions stated above.
- v. At any time, the IGU or anyone who is responsible or involved in receiving or investigating the Whistleblower’s report is not obliged to reveal the identity of the Whistleblower, informer or any person related to the investigation or information disclosed, to the Board of Directors or management of the Group under any circumstances, unless required by the law to do so.

14. Timeframe

- i. Concerns will be investigated as quickly as possible. It should also be considered that it may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. It should also be kept in mind that the seriousness and complexity of any complaint may have an impact upon the time taken to investigate a matter.
- ii. As a guide, the pre-screening process for each complaint should be addressed within 30 working days from the date the complaint was lodged.

15. Reporting of Outcome

- i. Subject to legal constraints, the Whistleblower and the alleged wrongdoer will be notified of the outcome of the investigation.
- ii. IGU, under the supervision of the CRIGO, will furnish a quarterly report to the RMC and Board for their information and/or action, where applicable. The report (in a specified format) then will be extended to Bahagian Pengurusan Integriti Agensi (BPIA) of Malaysian Anti-Corruption Commission twice a year or any other relevant authority (if any) in compliance with the requirement.
- iii. For cases with no further development within 3 months after the first report, the cases will be kept-in-view (KIV) and updates will only be included if there are new findings / observations for deliberation.

E. Concluding the complaint

16. The end process and execution of recommendations

Concluding a case designates the end of the complaint process. At this stage, upon final decision made by the Board, one or combination of the following actions may take place:

- i. Take actions in response to any recommendations made (e.g. policy or procedure review, disciplinary actions, report the case to the authority etc.);
- ii. Collect feedback from the whistleblower or other relevant parties on the whistleblowing process for continuous improvement;
- iii. Identify lessons learnt and organizational learning as a case study;
- iv. Acknowledgement or recognition to the whistleblower; or
- v. To re-open the case if warranted.

17. Safekeeping of Records

- i. For the purpose of this policy, records refer to any type of information or evidence related to complaint and investigation which may in the form of any relevant documents (physical or digital), audio or video clips etc.
- ii. All information, documents, records and reports relating to the complaint or investigation shall be maintained and securely kept by IGU. This information shall only accessible to limited personnel by IGU or other relevant parties to ensure confidentiality.
- iii. The relevant records must be kept for a period of minimum of seven (7) years from the date the case is finalized and concluded at the Board meeting.
- iv. Disclosure of reports to individuals who are not involved in the investigation will be viewed as a serious disciplinary offence which may result in disciplinary action, including termination of employment or dismissal.

18. Circulation and Review

- i. This Policy will be circulated to all employees of the Group.
- ii. This Policy will be reviewed regularly by the IGU. Any revisions, amendments to this policy will be communicated to all employees of the Group.

This policy has been approved by the Board on 18 August 2022.

Appendix I

WHISTLEBLOWING METHOD

1) Via Letter

- i. If a report is made by way of letter, it should be sealed properly and marked “**(STRICTLY CONFIDENTIAL - TO BE OPENED BY THE ADDRESSEE ONLY)**” on the envelope to ensure that no one else except the addressee as stated on the envelope opens it.

<p><u>(STRICTLY CONFIDENTIAL - TO BE OPENED BY THE ADDRESSEE ONLY)</u></p> <div style="text-align: center; padding: 20px 0;"> <p>S P Setia Bhd Corporate HQ No 12, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170, Shah Alam, Selangor, Malaysia</p> <p>Attention: <u>Integrity & Governance Unit</u></p> </div> <div style="text-align: right; border: 1px dashed black; padding: 5px; width: fit-content; margin: 10px auto;"> Stamp </div>

Appendix II

2) Via e-Form

SAMPLE OF e-FORM:

CONFIDENTIAL

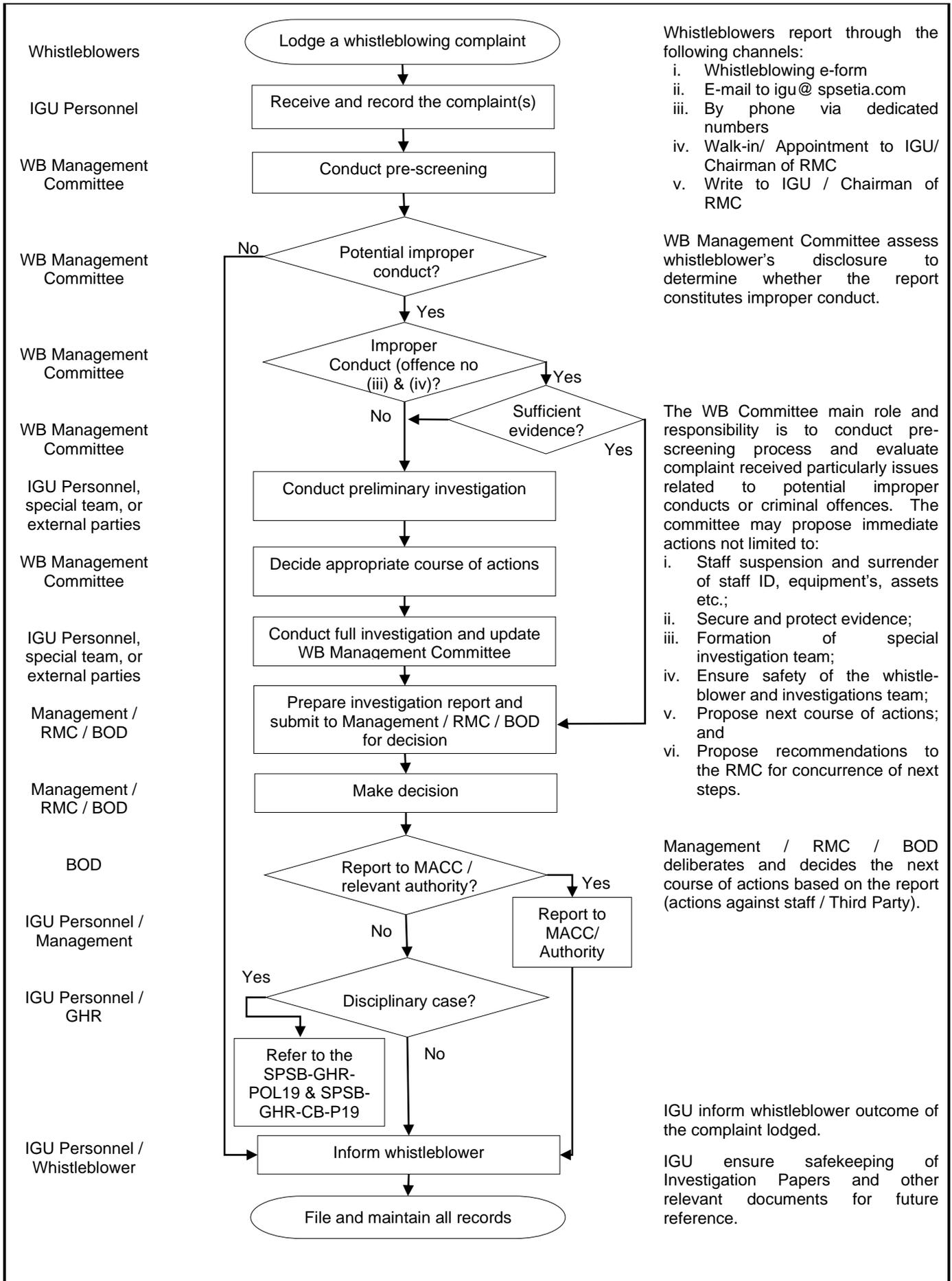
REFERENCE NUMBER: _____

A. PERSONAL PARTICULARS OF WHISTLEBLOWER	
1	Name:
2	I/c No. / Staff No.:
3	Correspondence Address:
4	Telephone No.: Home: Office: Mobile:
5	Email Address:
6	Designation / Occupation:
7	Preferred method of communication: <input type="checkbox"/> Mail <input type="checkbox"/> Email <input type="checkbox"/> Telephone
B. INFORMATION OF EMPLOYEE(S) INVOLVED IN IMPROPER CONDUCT	
Individual 1	
1	Name of employee:
	Designation / position of said employee in S P Setia or subsidiary / JV company:
	How do you know this S P Setia employee?
Individual 2	
2	Name of employee:
	Designation / position of said employee in S P Setia or subsidiary / JV company:
	How do you know this S P Setia employee?
Individual 3	
3	Name of employee:
	Designation / position of said employee in S P Setia or subsidiary / JV company:
	How do you know this S P Setia employee?

C.	DETAILS OF IMPROPER CONDUCT			
	Date:			
	Time:			
	Place:			
	Details of Improper Conduct:			
	Details of Witnesses (if any):			
	*Please submit supporting documents if available.			
	*Please attach additional sheets if necessary.			
	Have you lodged a complaint on this matter to another person / department/ authority before?		(cross X where applicable)	
	YES:		NO:	
	If YES, please indicate the person / department/ authority that the report was lodged: (cross X where applicable)			
	Date report was made:			
	Status of report made:			
D.	DECLARATION			
1	I declare that all information provided in this form is true, correct and complete to the best of my knowledge, information and belief.			
2	I hereby agree that the information provided herein to be used and processed for investigation purposes and further agree that the information provided herein may be forwarded to another department/ authority/ enforcement agency for purposes of investigation.			
	Signature:			
	Name:			
	Date:			
For Office Use Only:				
	Record No.:			
	Officer receiving this report:			
	Date:			

WHISTLEBLOWING PROCEDURE

Appendix III



Whistleblowers report through the following channels:

- i. Whistleblowing e-form
- ii. E-mail to igu@spsetia.com
- iii. By phone via dedicated numbers
- iv. Walk-in/ Appointment to IGU/ Chairman of RMC
- v. Write to IGU / Chairman of RMC

WB Management Committee assess whistleblower's disclosure to determine whether the report constitutes improper conduct.

The WB Committee main role and responsibility is to conduct pre-screening process and evaluate complaint received particularly issues related to potential improper conducts or criminal offences. The committee may propose immediate actions not limited to:

- i. Staff suspension and surrender of staff ID, equipment's, assets etc.;
- ii. Secure and protect evidence;
- iii. Formation of special investigation team;
- iv. Ensure safety of the whistleblower and investigations team;
- v. Propose next course of actions; and
- vi. Propose recommendations to the RMC for concurrence of next steps.

Management / RMC / BOD deliberates and decides the next course of actions based on the report (actions against staff / Third Party).

IGU inform whistleblower outcome of the complaint lodged.

IGU ensure safekeeping of Investigation Papers and other relevant documents for future reference.

