



SAPURA RESOURCES BERHAD

Registration No. 195701000235 (3136-D)

WHISTLEBLOWING POLICY

Dated : September, 2021

TITLE	Whistleblowing Policy (“WB Policy”)
VERSION	2.0
APPLICABILITY	Sapura Resources Berhad (“SRB”) and all its subsidiaries.
APPROVED BY	Board of Directors of Sapura Resources Berhad
APPROVAL DATE	
EFFECTIVE DATE	
POLICY SPONSOR	Integrity and Governance Unit (“IGU”)
SCOPE	This Whistleblowing Policy is applicable to SRB and across all subsidiaries of SRB, all levels and all business/support units in SRB.
REGULATORY REQUIREMENTS	Whistleblower Protection Act 2010

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ABBREVIATION

BARC	Means Board Audit and Risk Committee
Board	Means the Board of Directors of SRB
CFO	Means the Chief Financial Officer
IA	Means Internal Auditor
IGO	Means Integrity & Governance Officer
IGU	Means Integrity & Governance Unit
MD	Means Managing Director
SRB/Company	Means Sapura Resources Berhad
SRB Group	Mean Sapura Resources Berhad and its subsidiaries
SRB Management	Consist of the MD, CFO and all Senior Management.
Policy	Means this Whistleblowing Policy
The Act	Whistleblower Protection Act 2010 (Act 711)

1. INTRODUCTION

1.1. The objective of this Policy is to enhance corporate governance in SRB Group where integrity and ethical conduct is maintained and improper conduct, illegal conduct and wrongdoings can be exposed. This Policy is mainly to encourage all the Company's stakeholders including but not limited to the employees, vendors and customers to raise genuine concerns by reporting about suspected, attempted and actual improper conduct in the SRB Group in matters relating to corruption, bribery, compliance, governance, financial reporting, accounting controls, and other wrongdoings and malpractices. This Policy facilitates the reporting of such matters and also to protect the individuals making the report from detrimental action in accordance with the Whistleblower Protection Act 2010 (Act 711).

1.2. This Policy is designed to:

- (a) Promote ethical conduct and behaviour
- (b) Promote and maintain high transparency and accountability in the workplace;
- (c) Promote good corporate governance practices in the work place;
- (d) Ensure that employees can raise concerns without fear of reprisals and safeguard such person's confidentiality;
- (e) Protect the whistleblower from reprisal as consequence of making a disclosure;
- (f) Provide a transparent and confidential process for dealing with the report;
- (g) Protect the reputation of SRB;
- (h) Support SRB's values; and
- (i) Maintain a healthy working culture and efficient company.

1.3. The principles underpinning the Policy are as follows:

- (a) Internal procedures to facilitate whistleblowing, in a timely and responsible manner, are in place and made known to all stakeholders of the SRB Group;
- (b) Reports can be made to a trusted and independent whistleblowing channel;
- (c) All reports will be treated fairly and properly, and addressed in an appropriate and timely manner;
- (d) SRB will not tolerate harassment or victimisation of anyone raising a genuine concern;
- (e) The identity and personal information of the whistleblower will be protected and kept confidential, unless the individual agrees otherwise or unless otherwise required by law;
- (f) The whistleblower and the wrongdoer will be treated fairly. The whistleblower will be informed of the status of his/her report and the alleged wrongdoer will be given the opportunity to respond to all allegations at an appropriate time;
- (g) Personal information, including the identity of the whistleblower and the alleged wrongdoer shall only be revealed on a "need-to-know" basis;
- (h) SRB will ensure no one will be at risk of suffering reprisal as a result of raising concern even if the individual is mistaken. SRB, however, does not extend this assurance to someone who maliciously raises a matter he knows is untrue; and
- (i) Any form of retaliation against individuals who have reported a wrongdoing or who have facilitated with the investigations is a breach of the principal obligation of all staff members to uphold the highest value and integrity.

1.4. The Policy is therefore fundamental to SRB's professional integrity. In addition, it reinforces the value placed on employees to be honest and respected members of their individual professions. It provides a method of properly addressing bona fide concerns that individuals within SRB might have, while

also offering whistleblowers protection from victimization, harassment or disciplinary proceedings.

- 1.5. It should be emphasised that this Policy is intended to assist individuals who believe they have discovered malpractice or impropriety in the SRB Group. It is not designed to question financial or business decisions taken by SRB nor should it be used to reconsider any matters which have been investigated under the harassment, grievance or disciplinary policies and procedures. It should encourage individuals to come forward with credible information regarding illegal practices or violations of adopted policies of SRB and should explicitly protect the individuals from retaliation for coming forward with the information.

2. SCOPE

This Policy covers all of SRB Group's dealings with the public and private sectors and is applicable to all directors of SRB Group and all individuals employed by SRB Group including consultants, vendors, independent contractors, and/or any other party with a business relationship with SRB.

3. OWNERSHIP AND CONTROL OF THE WHISTLEBLOWING POLICY

- 3.1 The BARC has an overall responsibility of this Policy and shall oversee the implementation of this Policy. The ownership and control of this Policy is with the BARC.
- 3.2 The BARC has delegated the day to day running and implementation of this Policy to the Integrity & Governance Officer ("IGO").
- 3.3 The IGO who shall be responsible to do any amendments or updates to this Policy and bring it to the BARC for approval.

4. **WHAT IS WHISTLEBLOWING?**

Whistleblowing is defined as the reporting and deliberate voluntary disclosure of an individual by person who has information about an actual, suspected or anticipated improper conduct within the SRB Group.

Improper conduct may include but not limited to the following:

- Negligence in carrying out work obligations;
- Fraud, forgery;
- Corruption, bribery or blackmail;
- Criminal offences or any breach of the laws of Malaysia;
- Acceptance of gifts/favours beyond the threshold allowed by the company;
- Conflicts of interest;
- Misuse and/or misappropriation of the company's funds or assets;
- Failure to comply with a legal or regulatory obligations;
- Miscarriage of justice;
- Gross mismanagement within the company (including serious potential breach to the interest of society and environment)
- Breach of code of ethics of the Company, including sexual, physical or other abuse of human rights;
- Endangerment of an individual's health and safety; and
- Concealment of any, or a combination of the above.

This Policy does not apply to grievances concerning an individual's terms of employment, performance or personal grievances. Should it be determined during initial investigation that the matter disclosed does not fall within the scope of this Policy, such matter will be transferred to the relevant department for appropriate procedures and actions to be taken.

5. WHISTLEBLOWER PROTECTION

A. GOOD FAITH

Any allegations of improper conduct may have a serious implication for the person that has been alleged to commit the improper conduct, as such, any person who intends to report an improper conduct shall ensure that the report is made in good faith.

Such person making the report must have reasonable and probable grounds for making the report and must undertake that the report is done in good faith and in the best interest of the company and not for personal gain or motivation.

A person may not be acting in good faith if the following occurs:

- Does not have the facts nor the personal knowledge of the improper conduct
- Knows or should know that the report's contents are false
- Report is frivolous or vexatious
- Report made with malicious intent, ulterior motive or personal gain

B. PROTECTION OF CONFIDENTIAL INFORMATION

The identity and the personal information of the whistleblower will be protected and kept confidential, unless the whistleblower agrees otherwise or unless otherwise required by law.

Any person having knowledge of the report shall make all reasonable efforts to maintain the confidentiality of the report in particular the identity of the whistleblower and the alleged wrongdoer.

However, if there is a situation during investigations where it is necessary for the identity of the whistleblower to be disclosed, the Investigating Committee involved in the investigations shall inform the whistleblower that his/her identity is likely to be disclosed and to obtain his/her consent for the said disclosure.

During investigations, the whistleblower shall make efforts to maintain the confidentiality of the report which should include the fact that a report has been made, the nature of the improper conduct and the identity of the person who have allegedly committed the improper conduct.

C. PROTECTION AGAINST DETRIMENTAL ACTION

The Company will protect the whistleblower from retaliation, reprisal or any detrimental action as a result of disclosing an improper conduct.

The whistleblower will not be at risks to any form of employer's harassment which is not limited to threats, victimization, retribution or retaliation from their superiors or from management. Any attempt to retaliate, victimise or intimidate against the whistleblower making report in good faith is a serious violation of the code of conduct and shall be dealt with serious disciplinary action.

Any whistleblower who has been subjected to Detrimental Action may lodge a complaint to the IGO.

D. PROTECTION FROM DISCRIMINATION

Protection from discrimination means that the Company cannot retaliate by taking "adverse action" against whistleblowers, such as firing or laying off, blacklisting, demoting, denying overtime or promotion, disciplining, denial of benefits, failure to hire or rehire, intimidation, making threats, reassignment affecting prospects for promotion, reducing pay or hours.

The protection conferred to the whistleblower is not limited or affected in the event the disclosure of improper conduct does not lead to any disciplinary action or prosecution of the person against whom the disclosure of improper conduct has been made.

E. REVOCATION OF PROTECTION

The protection shall be revoked if in the course of the investigation it is discovered that:-

- i. The report was not made in good faith
- ii. The whistleblower himself/herself has participated in the improper conduct disclosed;
- iii. The whistleblower willfully made in his/her disclosure of improper conduct a material statement which he/she knew to be false or did not believe to be true;
- iv. The disclosure of improper conduct is frivolous or vexatious;
- v. The disclosure of improper conduct principally involves questioning the merits of SRB policy;
- vi. The disclosure of improper conduct is made solely or substantially with the motive of avoiding dismissal or other disciplinary actions.

If the whistleblower protection has been revoked, the IGO is to inform BARC and the actions to be taken against the whistleblower will be determined by the BARC. The actions may include disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services or monetary or other forms of punishment.

6. NON-IMMUNITY

- 6.1 The disclosure made under this Policy does not necessarily immune an individual against any criminal prosecution following his/her improper conduct or involvement in it.
- 6.2 The Company also has no power to provide protection from Detrimental Action to a whistleblower who is not an employee.

7. REPORT PROCEDURE

Any report by whistleblower must be made to any of the relevant Designated Person through the whistleblowing reporting channels as set out in the table below:

Reporting Channel

Alleged Wrongdoer	Designated Person	Email address
Chairman BOD	Chairman BARC	ChairmanBARC@sapura.com.my SRBethicsline@sapura.com.my
Director	Chairman BARC	ChairmanBARC@sapura.com.my SRBethicsline@sapura.com.my
Chairman BARC	Chairman BOD	ChairmanBODSRB@sapura.com.my SRBethicsline@sapura.com.my
MD & Senior Management	Chairman BARC	ChairmanBARC@sapura.com.my SRBethicsline@sapura.com.my
IGO	Chairman BARC	ChairmanBARC@sapura.com.my
Middle Management	IGO	SRBethicsline@sapura.com.my
Non-management	IGO	SRBethicsline@sapura.com.my

The whistleblower shall make the report of the improper conduct to the Designated Person in writing using the form (“the Whistleblower Reporting Form”) appended in this Policy as Appendix A. The report must provide full details of the improper conduct and where possible supporting evidence.

A. Reports by Employees

If any employee believes reasonably and in good faith that improper conduct or malpractices exists in the workplace or if the employee is instructed to participate in any improper conduct, the employee is advised to make a report of improper conduct using the Whistleblower Reporting Form and immediately report the information to the Designated Person. The information should be reported as soon as the individual becomes aware of the facts that are the basis of the potential irregularity or complaint. An employee reporting such information should be prepared to provide as much information as possible to ensure that the matter can properly be investigated. If the employee becomes directly involved in the improper conduct, the protection under this Policy may not be available to that employee.

Employee may submit the Whistleblowing Reporting Form on the basis of anonymity. Whilst SRB encourages whistleblowers to identify themselves, anonymous report will nevertheless be taken seriously and investigated fully. However, the effectiveness of any whistleblowing enquiry may be limited where an individual chooses not to be identified. Where concerns cannot be resolved without revealing the identity of the individual raising the concern (i.e. if the evidence is required in court), a dialogue will be carried out with the individual concerned as to whether and how the matter can progress further.

B. Reports by external parties who are not employees

For reports on improper conduct to be made by external parties, the report can be submitted in writing using the Whistleblowing Reporting Form and to be submitted via email to SRBethicsline@sapura.com.my

Upon the reports being received by the Designated Persons, the Designated Person shall forward the report to the IGO to log. The IGO is responsible to log the report into a centralized log. If the MD is not implicated in the report then the MD has to be informed of the report so that corrective measures can be

taken. If the alleged wrongdoer is the IGO, the Chairman of the BARC shall forward the report to the Internal Auditor to log.

8. INVESTIGATION PROCEDURE

A. Preliminary Investigation

The Designated Persons in receiving the report, shall form its own opinion as to whether he believes the report to be frivolous claim or is it a report that is credible and has merits and there are suspicious circumstances that requires further investigation. The Designated Persons shall give instructions to the IGO to conduct the preliminary investigation. If the IGO is being reported then the Chairman of the BARC shall give instructions to the Internal Auditor to conduct the preliminary investigation.

Preliminary Investigation is carried out by the IGO/Internal Auditor to determine merits to initiate a full investigation.

The IGO/Internal Auditor will submit the findings of the preliminary investigation to the BARC for a decision to close the case or to proceed with a full investigation.

Upon review of the findings of the preliminary investigation, the BARC may:-

- i. decide to close the case in the event the preliminary investigation shows there are no circumstances that warrants a full investigation; or
- ii. decide to commence full investigation in the event the preliminary investigation shows suspicious circumstances. If the BARC decides to commence full investigation, the investigation committee shall be as follows:

Alleged Wrongdoer	Proposed Investigation Committee "IC")
Management level and Director	Outsourced to external independent party
IGU/IGO	Outsourced to external independent party
Non-Management	IGU

In cases where in the preliminary findings discloses a possible criminal offence, BARC must consult legal advisor (internal/external) and decide whether the matter should be referred to the relevant authorities such as Police or MACC for further action.

If the matter is closed, the IGO/IA will inform the whistleblower that the matter is closed.

In the event a full investigation is to be carried out, the IGO/IA will inform the whistleblower of the conduct of the full investigation and the whistleblower shall give his full cooperation during the conduct of the full investigation.

If the matter is to be referred to the authorities, the IGO/IA will inform the whistleblower that the matter has been referred to the authorities.

B. Full investigation

In the event BARC decides on a full investigation, the IC will be appointed and shall conduct the investigation and complete the investigation within 1 month. If the IC is external parties, the terms of the appointment of the external parties shall be approved by the BARC. Any extension of time is subject to BARC's approval.

Conduct of Investigation

- (a) If required, the IC may interview the whistleblower to obtain more information on the Report made by the whistleblower.
- (b) The IC shall interview all relevant witnesses and gather all pertinent information and materials from all sources.
- (c) All interviews and activities must be documented in writing and filed for the purpose of record to support the findings and conclusion of the investigation.

Investigation Report

The Investigation Report shall include the following:

- (a) The allegation(s) of the improper conduct;
- (b) An account of all relevant information gathered in the course of the investigation;
- (c) Transcripts, records, statements, documents or any other evidences collected;
- (d) The conclusion reached after completion of the investigation;
- (e) Recommendation arising from the conclusion.

Care must be taken so as not to provide particulars or details of information that may lead to the identification of the whistleblower.

Findings and decision

Upon conclusion of the full investigation, the IC will prepare the findings and report to the BARC.

Findings	Review	Decision making
Where the MD is not implicated in the report	The Investigation report to be reviewed by MD and BARC.	BARC will identify the actions to be taken against the wrongdoer. BARC will inform MD of the decision. Disciplinary action against the wrongdoer.

Where the MD or the IGO is implicated in the report	The investigation report to be reviewed by BARC and Chairman BOD.	BARC will identify the actions to be taken against the wrongdoer. Chairman of the BOD will inform MD/IGO of the decision. Disciplinary action against the wrongdoer.
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The IGO/IA will then inform the whistleblower that the full investigation has been completed and the findings have been presented to the MD and/or the BARC. As findings are confidential, the details of the findings will not be disclosed to the whistleblower.

The Management shall carry out the decision of the MD and BARC in relation to the findings. Any disciplinary action to be taken against the employee shall be carried out in accordance to the procedures for disciplinary action.

9. CONFIDENTIALITY

The Company shall treat all disclosures made under this policy with strict confidence. The identity of the individual making the disclosure (whistleblower) will not be revealed unless required by law.

10. WHISTLEBLOWER PROTECTION ACT 2010

10.1 The Whistleblower Protection Act 2010 shall take precedence if there is any discrepancy between the Act and this policy.

10.2 No person entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action for reporting information in accordance with this Policy. Any person entitled to protection who believes that he or she is

the subject of any form of retaliation for such participation should immediately report the same as a violation of and in accordance with this Policy.

10.3 Any individual within the Company who retaliates against another individual who has reported a violation in good faith or who, in good faith, has cooperated in the investigation of a violation is subject to discipline, including termination of employment.

10.4 The adoption of a whistleblower policy can help to protect the Company from monetary losses, stakeholder fraud and damage to its reputation. When an individual or other constituent reports suspected impropriety to the corporation, rather than to outside agencies, the Company may avoid loss or damage by stopping the improper practice right away, and may also give the Company the opportunity to fix any errors or issues internally before a governmental investigation ensues. In addition, the adoption of a policy can demonstrate that the Company is committed to good governance and accountability practices.

APPENDIX A



STRICTLY PRIVATE & CONFIDENTIAL

WHISTLEBLOWING REPORTING FORM

	REFERENCE NUMBER:	
A.	DISCLOSURE DETAILS	
1.	PARTY INVOLVED IN CONCERN RAISED	
a.	Name of Alleged Wrongdoer	:
b.	Designation	:
c.	Division / Company	:
d.	How do you know this person?	
2.	DETAILS OF CONCERN (You may use additional sheets if necessary)	
a.	Date / Time / Location	:
b.	Description of Concern	:
3.	SUPPORTING INFORMATION TO ASSIST INVESTIGATIONS (Please attach supporting evidence to substantiate your disclosure and assist in investigation. You may use additional sheets for additional witnesses or supporting evidence if necessary)	
a.	Witness	Name: Department:
b.	Supporting Evidence	

B. REPORTING TO OTHER PARTIES	
1.	<p>Have you raised your concern to any other person / department / authority? (Tick whichever applicable)</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please state the person/department/authority the report was made/lodged and insert the date of the report. You may attach a copy of the report made.</p>
C. PARTICULARS OF WISTLEBLOWER (YOU ARE ENCOURAGED TO PROVIDE YOUR CONTACT DETAILS TO ENABLE US TO CONTACT YOU FOR FURTHER CLARIFICATION)	
a.	Name : _____
b.	Designation / Occupation : _____
c.	Contact Number : _____
d.	Email Address : _____
e.	Relationship with SRB Group (if not Employee) : _____