



WHISTLE BLOWING POLICY

1.0 Introduction

- 1.1 The Board of Directors and Management of Marine & General Berhad ("M&G" or "the Company") are committed to the highest standards of quality, honesty, openness, and accountability. An important aspect of accountability and transparency is a mechanism to enable employees of the Company and its subsidiaries ("M&G Group" or "the Group") or any members of the public with knowledge of any wrongdoing to voice legitimate concerns in a responsible and effective manner.
- 1.2 This Whistle-Blowing Policy ("Policy") seeks to enhance corporate governance by fostering an environment where integrity and ethical behavior is maintained and any illegality, improper conduct and/or wrongdoing in the Company and/or the Group may be exposed and investigated.
- 1.3 The Policy allows the Company and/or the Group to take appropriate preventive and corrective actions internally without the negative effects that come with public disclosure, such as loss of image or reputation, financial distress, loss of investor confidence or drop in value of share prices. Through this Policy, employees and the public are encouraged to disclose concerns about illegal, unethical or improper business conduct within the Company and/or the Group which otherwise may not be easily detected through normal processes or transactions.
- 1.4 It should be emphasized that this Policy is intended to assist individuals who believe they have discovered malpractice or impropriety. It is not designed to question financial or business decisions taken by the Company and/or the Group nor should it be used to reconsider any matters which have already been properly addressed under other procedures or means.

2.0 Definition

Whistle-blowing is basically a form of disclosure. It involves a person, i.e. the whistle-blower, raising serious legitimate concerns at an early stage about possible wrongful activities or to report a wrongdoing.

3.0 Objectives of the Policy

- 3.1 The purpose and objective of this Policy are as follows;
 - a) To encourage and enable employees and any members of the public with knowledge of any wrongdoing to raise genuine and legitimate concerns internally (and also to define clearly the situations in which they may raise the matter externally), as early as possible and in a responsible manner;
 - b) To address a disclosure in an appropriate and timely manner. When disclosure matters are addressed, they may then be prioritized according to the nature and gravity of the alleged wrongdoings or reported risks and the magnitude of the repercussions;

- c) To protect whistle-blowers from reprisals or victimization as a direct consequence of making a disclosure, and to safeguard such person's confidentiality;
- d) To provide avenues for employees and any members of the public with knowledge of any wrongdoing to raise concerns in confidence, in an independent and unbiased manner and to receive feedback in relation to any action taken;
- e) To treat both the whistle-blower and the alleged wrongdoer fairly. The alleged wrongdoer will be informed of the allegations (though not necessarily at the start of the investigation) and will be given an opportunity to answer the allegations. The identities and personal information of the whistle-blower and the alleged wrongdoer will be revealed to persons involved in the investigations or any other processes on a "need to know" basis only;
- f) To deter serious malpractice, and
- g) To promote accountability throughout the Group.

4.1 Scope of the Policy

4.2 A report of improper conduct may be made by:

- a) Any employee who has knowledge of an improper conduct committed by another employee; and
- b) Any member of the public that has knowledge of an improper conduct committed by an employee.

Employee within the context of this Policy shall have the same meaning as defined under the Employment Act 1955.

4.3 A disclosure may be made if it relates to one or more of the following wrongdoings by any person in the conduct of the Group's business or affairs;

- a) Corruption or fraud;
- b) Criminal offence;
- c) Misuse of the Group's funds or assets;
- d) Gross mismanagement within the Group;
- e) Serious financial irregularity or impropriety within the Group;
- f) Serious breach of the Group's or a subsidiary company's (where it differs from the Group's) approved policies, such as the Employee Code of Conduct, Anti-Bribery and Corruption Policy, Corporate Disclosure Policy and Financial Authority Limits;
- g) Serious breach of internal controls;
- h) Improper conduct; serious non-professional or non-ethical behaviour;
- i) An act or omission which creates a substantial and specific danger to the lives, health or safety of the Group's employees or the public, or the environment;
- j) Deliberate concealment of any of the above, and
- k) Knowingly directing and advising a person to commit any of the above wrongdoings.

4.4 This Policy is not intended to replace existing complaint procedures and normal work communication channels for routine issues which may arise from day-to-day business, and shall exclude matters that are;

- a) trivial or frivolous or malicious or vexatious in nature or motivated by personal agenda or ill will;
- b) pending or determined through the Group's disciplinary proceedings; and
- c) pending or determined through any other tribunal or authority or court, arbitration or other similar proceedings.

The Policy is also not an appeal mechanism for other approved policies or procedures, unless, exceptionally, when there is an indication that the process under the other approved policies or procedures have been compromised.

- 4.5 The Policy has been established to enable employees and the public to raise concerns about such malpractices at an early stage and in the right way.

5.0 Oversight of the Policy

- 5.1 The Audit Committee has overall oversight for this Policy.

- 5.2 Employees who suspect any wrongdoing as outlined in paragraph 4.2 are advised to contact the Audit Committee. In the event further investigation is required, the Audit Committee will instruct Management or any appropriate person to investigate.

6.0 Safeguards

6.1 Protection

This Policy is designed to offer protection to whistle-blowers who disclose such concerns, provided the disclosure is made:

- a) in good faith
- b) in the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety.

6.2 Confidentiality

All such disclosures will be treated in a confidential and sensitive manner. The identity of the individual making the allegation shall be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required.

In raising a concern about wrongdoing, the whistle-blower may assume that only the Audit Committee and person(s) assigned to investigate the complaint will know the whistle-blower's identity. The whistle-blower's identity shall not be revealed outside of this group except:

- a) Where there is a legal or regulatory obligation to do so, or where requested by a competent regulatory authority (i.e. any court, governmental body or regulatory authority having authority over the Group or its businesses)
- b) Where that information is already in the public domain
- c) On a strictly confidential basis to a professionally qualified lawyer or accountant for the purposes of obtaining advice; or
- d) To the police or as otherwise required by any competent regulatory authority.

6.3 Anonymous Allegations

A whistle-blower under this Policy should identify himself / herself with name and contact details to facilitate further examination and notification whenever deemed necessary. Concerns expressed anonymously are much less credible and less capable of being addressed, but they may be considered at the discretion of the Audit Committee.

In exercising this discretion, the factors to be taken into account will include:

- a) The seriousness of the issues raised
- b) The credibility of the concern
- c) The ability of the Audit Committee/Management or any persons appointed to investigate the matter to discover the facts
- d) Justification for maintaining anonymity
- e) The likelihood of confirming the allegation from attributable sources

6.4 Untrue and Malicious Allegations

If an individual makes an allegation in good faith, but the allegation is not confirmed by subsequent investigation, no action would be taken against that individual. In making a disclosure, the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them other than via the proper channels, disciplinary action may be taken against that individual where applicable and appropriate.

6.5 Employee Rights

An employee would not be disciplined for raising a genuine and legitimate concern, provided that he/she does so in good faith and follows the whistleblowing procedures.

If a whistle-blower was or is involved in the wrongdoing, he or she is encouraged to make a disclosure and voluntary admission and such voluntary admission would be given due consideration. The protection provided by this Policy may not usually apply depending on the nature or gravity of the whistle-blower's involvement or the wrongdoings.

7.0 Procedures

7.1 Reporting Concerns

All matters or concerns may be raised directly with the Audit Committee. This can be done as follows:

- a) in writing, via letter marked Private and Confidential, addressed to the Audit Committee and delivered either by hand or by post to the Registered Office of the Company at Level 22, Axiata Tower, No. 5, Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Wilayah Persekutuan; or
- b) in writing, via e-mail to whistleblower@marine-general.com.my .

Please make it clear that you are raising your concern as part of the Whistle-Blowing Policy.

It is not advisable for you to investigate the matter before raising the concern. You would however be expected to demonstrate that there are reasonable grounds for raising concern under the whistle blowing Policy.

All concerns are better raised in writing. The written format should set up the following aspects:

- a) The background and history of the concern
- b) The nature of malpractice that is alleged Relevant dates and witnesses where possible
- c) The reason for the concern
- d) The names of individuals against whom the allegations are made

On receipt of the concern / complaint, the Audit Committee will instruct Management or other appropriate parties to investigate. Management or a designated representative thereto will write to the whistle-blower:-

- a) acknowledging that the concern raised has been received
- b) indicating how the Audit Committee/Management propose to deal with the matter
- c) giving an estimate of how long it will take to provide a full response
- d) stating whether any initial enquiries have been made
- e) supplying information on support available to the whistle-blower, if any
- f) stating whether further investigation will take place and if not, why not.

All matters shall then be referred to the primary internal person or external resource (as the case may be) overseeing the internal audit functions, within 3 working days.

Management or a designated representative appointed thereto has a responsibility to act on the concerns raised.

7.2 How we will handle the matter

Once a disclosure under this Policy has been made, the Audit Committee shall look into it carefully and thoroughly to assess what action, if any, should be taken. Depending on the nature of the concern raised, this may mean an internal inquiry or a more formal investigation. The whistle-blower shall be informed of a point of contact to ensure accessibility in the event further assistance is required. If the whistle-blower has a personal interest in the matter, he/she should disclose that at the outset.

If there is evidence of criminal activity, then Management and/or the appointed investigating officer should inform the police. Any internal investigation shall not hinder a formal police investigation.

7.3 Timescales

Due to the varied nature of these sorts of complaints, which may involve internal investigators and / or the police, it is not possible to lay down precise timescales for such investigations. Management and/or the investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

Management and/or the investigating officer, should as soon as practically possible, send a written acknowledgement to the complainant and thereafter report back to them in writing the outcome of the investigation and on the action that is proposed.

8.0 Investigation

8.1 Investigation Procedures

If the concerns raised require a more formal investigation, the matter would be investigated thoroughly and in a timely manner and appropriate corrective action would be pursued.

A suitable person, namely senior managers who have the required skills and experience, may be appointed to carry out any investigation, according to the nature of the issue. If these skills are not readily available, external expertise would be sought.

The designated investigation officer and/or Management would conduct a full investigation to establish whether wrongdoing has occurred, with the assistance where appropriate, of other individuals / bodies. The format of the investigation may vary depending upon the circumstances.

Role of the investigation officer:

- a) Hold a formal meeting with the complainant to discuss the matter;
- b) Arrange individual interviews with relevant witnesses;
- c) Ensure the complainant and any witnesses have the right to be accompanied by a representative/work colleague at any meeting;
- d) Establish the facts/obtain statements/collect documentary evidence;
- e) Maintain detailed records of the investigation process;
- f) Report findings in writing to the Audit Committee;
- g) Make any recommendations for action; and
- h) Act as a witness at any subsequent disciplinary hearing if required.

The investigating officer would confirm in writing to the complainant:

- a) how the matter would be dealt with;
- b) the names of any other investigating officers;
- c) the estimated timescale to respond to the concerns raised;
- d) whether the complainant would be required to attend an investigatory interview and the right to be accompanied by a representative or work colleague; and
- e) any further information or evidence that the discloser is required to provide;

Where a complaint or disclosure refers to the conduct of a particular individual or group, the investigating officer would be responsible to ensure that those people are:

- a) informed individually in writing of the disclosure, the seriousness of the allegations and provided with any supporting evidence;
- b) advised in writing of the procedure to be followed;
- c) given an opportunity to respond in person and in writing to the claims made and provide any relevant evidence;
- d) informed of their right to be accompanied at any interview by a representative or work colleague; and
- e) given details of employee support mechanisms.

If the complainant is not satisfied that his/her concern is being properly dealt with by the investigating officer, he/she has the right to raise it in confidence with the Audit Committee.

8.2 What happens after the investigation?

Findings of the investigation shall be communicated to:

- a) Whistle-blower;
- b) The individual(s) under investigation; and, if appropriate,
- c) The designated Management of the M&G Group and the Audit Committee Members or other external authorities who may need to consider whether action should be taken on the basis of the findings.

The records relating to the matters which have been resolved may be destroyed after 7 years from the completion of the investigation.

8.3 Support after an investigation

Where necessary the Company and/or Group may offer support, counselling or mediation to any employee subject to investigation in order to ensure normal working relationships are resumed as effectively as possible.

9.0 Responsibilities

9.1 Employees working at M&G Group

- a) to be aware of the Policy and procedures; and
- b) in making any disclosures to tell us if you have direct personal interest in the matter.

9.2 Managers

- a) to make their staff aware of this Policy and procedures;
- b) to encourage a positive open working culture for staff and others working at M&G Group to express easily their concerns;

9.3 Audit Committee

A summary of the findings of all investigations under this process would be reported to the Audit Committee. Audit Committee shall:

- advise Management and recommend on the appropriate course of action to be taken and with whom to raise concerns when they arise; and
- provide support, if necessary, to employees at any stage of the process.

10.0 External Contacts

The rules and regulations set out in the Group Communication Policy as well as other relevant handbooks require that you do not disclose confidential, false or misleading information. In considering taking a concern outside the Group, you should be aware of your duty of confidentiality and you should consider whether reporting the concern externally, without first giving the Group the opportunity to look into the matter, is the reasonable course of action.

We hope this Policy gives you the assurances you need to raise concerns internally, but if you still feel uneasy, we would rather you raised with the appropriate regulator than not at all. Provided you are acting in good faith and you have evidence to back up your concerns, and as provided by law, employees may report illegal or unethical practices directly to the statutory bodies such as:

- a) Malaysian Anti-Corruption Commission
- b) The Securities Commission Malaysia
- c) The Royal Malaysian Police
- d) Other relevant government agencies

11.0 Monitoring the Policy

Confidential records would be kept of all matters raised through this Policy and the Audit Committee and other appropriate committee would receive reports with an assessment of the effectiveness of the Policy.

This Policy would be reviewed periodically, subject to any timeframe that may be prescribed by a competent regulatory authority. Any change must be put forth to the Audit Committee for feedback and endorsement before escalation to Board for final approval.



MOHD NOOR ISMARDI BIN IDRIS

Chief Executive Officer

24th December 2020