

PHARMANIAGA BERHAD

Name of Policy	Whistleblowing Policy		
Companies	Pharmaniaga Berhad & Subsidiary Companies		
Scope	All directors and employees		
Version	3.0	Effective Date	28 June 2023

1.0 POLICY STATEMENT

- 1.1 Pharmaniaga Berhad and its subsidiary companies (*hereafter referred to collectively as the Group*) are committed towards ensuring the highest standards of integrity, accountability and professionalism in the conduct of its businesses to protect and preserve the Group's interests and reputation. This is consistent with the Group's core values of **RESPECT, INTEGRITY, TEAMWORK** and **EXCELLENCE**.
- 1.2 This Whistleblowing Policy (*hereafter referred to as the Policy*) is established to facilitate the disclosure of Improper Conduct occurring within the Group (*hereafter referred to as Improper Conduct and further elaborated as per Item 3.4 of this Policy*).
- 1.3 Subject to item 1.4 below, the Policy is intended to encourage and to provide an avenue for employees to lodge reports of Improper Conduct that would endanger the safety and health of the employees, business integrity, environmental management, human rights and workplace environment. The Group shall pursue to the fullest extent of the law all acts of wrongdoing without facing any adverse consequences such as victimization, recrimination and discrimination.
- 1.4 This Policy is not intended as an alternative for any other grievances or complaints procedures e.g. employment related grievances, concerning terms of employment, performance assessments or other aspects of the working relationship. If the matter is a human resource issue, it shall be referred to the Group Human Capital Management Department, the relevant Human Capital Management Department or other designated parties, for the appropriate action.
- 1.5 This Policy is aligned to the principle of the Whistleblower Protection Act 2010.

2.0 OBJECTIVES OF THE POLICY

- 2.1 This Policy sets out the framework for the disclosure of any Improper Conduct and the protection of the party making the disclosure (*hereafter referred to the Whistleblower*).

- 2.2 The Policy aims to:-
- i) Promote standards of good corporate practices. The Group aims to enhance its accountability in preserving its integrity and to withstand public scrutiny. This in turn enhances and builds the Group's credibility to all stakeholders.
 - ii) Provide a safe and confidential avenue for employees of the Group (*hereafter referred to as the Employees*) and members of the public to disclose any Improper Conduct.
 - iii) Reassure that the Whistleblowers will be protected from reprisals, discrimination or victimisation for the disclosure of any Improper Conduct made in good faith and with sound judgement to avoid baseless allegations.
 - iv) To provide a formal mechanism so as to allow management to address the disclosure in an appropriate and timely manner.

3.0 DEFINITION

- 3.1 **The Group** refers to Pharmaniaga Berhad and its subsidiaries or related companies.
- 3.2 **Policy** refers to this Whistleblowing Policy.
- 3.3 **Enforcement Agency** refers to Malaysian Anti-Corruption Commission ("MACC"), Royal Malaysian Police, Royal Malaysian Customs, Immigration Department of Malaysia, and Road Transport Department
- 3.4 **Improper Conduct** is defined as conduct or actions which are unlawful and/or in breach of the Group's Code of Ethics and Conduct, Letter of Undertaking, rules, regulations, policies, procedures, both written and implied.
- 3.5 **IGU** refers to the Integrity and Governance Unit of Pharmaniaga Berhad.
- 3.6 **Whistleblower** refers to a person or group of persons who makes a Report of Improper Conduct. Such person or group of persons may include employees and/or third party stakeholders.
- 3.7 **Report of Improper Conduct** is defined as the disclosure of information of any acts of wrongdoing, including acts of any form which may adversely affect the Group's interest and reputation in specified formats (as detailed per Item 7.2) by which the information is disclosed through any of the following:
- i) Complaint Form
 - ii) E-mails
 - iii) Telephone calls
- 3.8 **Parties Involved** refer to the person or group of persons who is/are alleged of having committed any acts of Improper Conduct.

4.0 SCOPE

- 4.1 This Policy shall supplement, and be read in conjunction with the Group's Code of Ethics and Conduct, Letter of Undertaking, rules, regulations, policies and procedures.
- 4.2 Matters to which this disclosure may relate include:-
- i) Malpractice, impropriety and fraud
 - ii) Bribery
 - iii) Attempt of Bribery
 - iv) Failure to comply with legal or regulatory obligations
 - v) Failure to comply with health, safety and environment regulations
 - vi) Abuse of power or criminal breach of trust
 - vii) Improper conduct or unethical behaviour
 - viii) Miscarriage of justice
 - ix) Sexual harassment
 - x) Attempts to conceal any of the above

This list is not intended to be exhaustive and any matters raised under this Policy will be considered seriously.

5.0 APPLICABILITY AND SEVERABILITY

- 5.1 This Policy shall supplement, and be read in conjunction with the Group's Code of Ethics and Conduct, Letter of Undertaking, rules, regulations, policies and procedures, both expressed and implied.
- 5.2 For the avoidance of doubt, any whistleblowing mechanism and procedures by a subsidiary company within the Group shall only act as a supplement to this Policy, and in the event of any conflict, this Policy shall prevail.
- 5.3 Any terms, provision or stipulation in this Policy which is illegal or unenforceable shall be ineffective to the extent of such illegality or unenforceability without invalidating the remaining provisions of this Policy.

6.0 PROTECTION TO THE WHISTLEBLOWER

6.1 Confidentiality

This Policy provides the utmost assurance that the Group will protect the confidentiality of identity and information pertaining to any person who makes a Report of Improper Conduct at all times. All reports of wrongdoing and information received shall be treated in confidence to the fullest extent possible to protect the identity of the Whistleblower and will only reveal information on a "need to know"

basis or if required by law or authority as stipulated in Section 8 (1) and (2) of Whistleblower Protection Act 2010 (as amended from time to time).

- i) If a situation arises where the Whistleblower's identity is necessary to resolve the matter (e.g. in a court proceeding), this matter shall be resolved through consultation with the Whistleblower.
- ii) Any Improper Conduct and/or matters related thereto shall not be disclosed or discussed with any party other than those who have a legitimate need to know. This is important in order to avoid damaging the reputation of persons suspected but subsequently found innocent of wrongful conducts, and to protect the Group from potential civil liability.

6.2 Protection From Detrimental Action

- i) For the purpose of this Policy, “detrimental action” includes:
 - Any action causing injury, loss or damage to the Whistleblower;
 - Any action of intimidation and harassment against the Whistleblower;
 - The termination of the Whistleblower’s employment, the withholding of salary or any payment due and payable under his/her contract, refusal to enter into a subsequent contract, the taking of any disciplinary action or adverse treatment in relation to the Whistleblower’s career; or
 - A threat to take any of the actions stated above.
- ii) The Group shall not tolerate any detrimental actions and shall take appropriate action possible to protect the Whistleblower.
- iii) A Whistleblower who feels that he/she has been harassed, discriminated and/or victimized may report the same to IGU.
- iv) Any employee who threatens retaliation against a Whistleblower shall be subject to disciplinary action, which may include termination of employment.
- v) A Whistleblower who raises his/her concern under this Policy shall not be at risk of losing his/her job or suffer any form of retribution as a result, provided that:
 - The disclosure is made in good faith.
 - He/she reasonably believes that the information, and any allegations contained in it are substantially true.
 - He/she is not acting for personal gain.

Notwithstanding, the act of making a report will not in itself protect the Whistleblower from the consequences of Improper Conduct in which he/she may have been involved or committed.

6.3 Anonymous Disclosure

Anonymous disclosure is not encouraged as they prevent the Whistleblower from being accorded with the necessary protection. Anonymity may also hinder investigations and IGU's ability to ensure that the disclosure is genuine. Notwithstanding, IGU reserves its right to investigate any anonymous disclosures.

6.4 Untrue, False, Malicious, Mischievous, Vexatious and/or Reckless Allegations

- i) The making of untrue, false, malicious, mischievous, vexatious or reckless allegations and the abuse of this whistleblowing mechanism are prohibited.
- ii) Should it be found that the Whistleblower had acted in such a manner, he/she may be subjected to disciplinary action.

6.5 Exception and Exclusion

- i) This Policy, in no way whatsoever, protects the Whistleblower against disciplinary action following from the Whistleblower intentional misconduct, which includes, willfully making malicious allegations through the whistleblowing mechanism that the Whistleblower knows to be false or makes with an intent to misinform.
- ii) The right of the employee (Whistleblower) for protection under this Policy does not include immunity for any involvement in the matters that are the subject of the allegations and the subsequent investigation. If the employee was or is involved in the wrongdoing, the employee is encouraged to make a disclosure and the voluntary admission will be given due consideration.
- iii) Any aspects and element relating to employee protection and employer employee rights, benefits and obligations do not apply to any other person who is not an employee of the Group.
- iv) Any other persons, who have business dealings with the Group, and are found to have made false or malicious allegations or who retaliate against Whistleblowers, may have their contract(s) terminated or be declared ineligible to participate in the Group's financed or supported activities.

7.0 PROCEDURES FOR MAKING A DISCLOSURE OF IMPROPER CONDUCT

7.1 Lodging a Report of Improper Conduct

All reports of Improper Conduct can be made through the following channels:

- i) In writing through the completion of the prescribed Complaint Form (*as per Appendix "A"*) addressed to the Integrity and Governance Unit, Pharmaniaga Berhad, No 7, Lorong Keluli 1B, Kawasan Perindustrian Bukit Raja Selatan, Seksyen 7, 40000 Shah Alam Selangor.
- ii) E-mail to;
 - a) Senior Independent Director
 - b) Chairman of Audit Committee
 - c) whistleblow@pharmaniaga.com

- iii) Whistleblowing hotline: 1-800-18-2082

In the event there is no action taken on the reports lodged, the Whistleblower may channel the reports to Boustead Group Integrity and Governance through alert@boustead.com.my or directly to MACC or any other relevant Enforcement Agency.

7.2 Information Required When Lodging A Report

- i) The particulars of the Whistleblower to facilitate further investigation
- ii) A description of the wrongdoing and the identity of Parties Involved (to state whether they are employees of the Group or outside parties).
- iii) A background of the modus operandi, including the relevant dates and location that benefits to the Parties Involved.
- iv) Related evidence or reference to documents that may be evidence of the wrongdoing.
- v) The impact of the wrongdoing to the Group.

8.0 PROCEDURES FOR INITIAL ASSESSMENT

- 8.1 All Reports of Improper Conduct will be acknowledged within twenty four (24) hours and shall be logged in the Whistleblowing Register maintained by IGU (*please refer to Appendix B on the Flow Chart Process*).
- 8.2 In the event that a Report of Improper Conduct is received by other than IGU, the person must forward the report to IGU, who shall in turn log it in the Whistleblowing Register.
- 8.3 All reports of Improper Conduct shall be duly assessed, regardless of the length of service, position/title, relationship or connection of the Alleged Wrongdoer to the Group.
- 8.4 Upon logging the Report of Improper Conduct, IGU shall deliberate the report to determine whether or not it comes under the scope of this Policy;
 - i) Alternatively, if the Report of Improper Conduct is clearly a human resource issue, it shall be referred to Human Capital Management or the relevant Human Capital Management Unit for the appropriate action.
 - ii) If the Report of Improper Conduct is within the scope of this Policy, IGU shall proceed with the initial assessment.
- 8.5 The initial assessment shall be conducted by the IGU on a covert basis.
- 8.6 The IGU shall then submit a report on the findings and recommendation of the initial assessment to the Audit Committee for further direction.
- 8.7 In the event multiple Reports of Improper Conduct are received, IGU shall exercise judgment in prioritizing the order of the assessment.

- 8.8 In addition, the Audit Committee has the authority to make referrals to the relevant enforcement agencies as to allow for proper investigation to be carried out if an employee wishes to make a disclosure of Report of Improper Conduct pursuant to the Act.

9.0 PROCEDURES FOR INVESTIGATION

- 9.1 Upon consultation with the Audit Committee, the IGU shall appoint the Investigation Team and shall direct, guide and assist the activities of the Investigation Team to ensure satisfactory completion of the investigation. The investigation shall be executed in an expedient manner.
- 9.2 The IGU may instruct any or all of the following actions to be taken immediately to limit further losses to the Group and to facilitate the full investigation:
- i) If deemed appropriate, temporarily withdraw all access rights to the premises and computer systems, and temporarily withdraw any authority that the Parties Involved may have had to act on behalf of the Group.
 - ii) If deemed appropriate, request the Head of Human Capital Management to temporarily suspend them from their current duties, until such time as the investigation either confirms their involvement in the wrongdoings or clears them of suspicion.
 - iii) Issue a notice to the Parties Involved that an investigation is undertaken against them and advise them to make themselves available and provide full cooperation to the Investigation Team.
 - iv) For more serious cases, the following may need to be considered:
 - Inform all relevant business partners (suppliers, customers, banks, etc.) that the Parties Involved are no longer authorized to conduct further transactions on behalf of the Group.
 - Request for cooperation from all relevant business partners (suppliers, customers, banks, etc.) to facilitate the investigation and introduce the Investigation Team Leader who will be contacting them.
 - Seek legal advice if legal action needs to be taken.
 - Make a police report, if necessary.
- 9.3 The leader for the Investigation Team shall update the IGU progressively.
- 9.4 IGU shall contact the Whistleblower (if not anonymous), explaining that actions are being taken or will be taken on the report made.
- 9.5 The Whistleblower shall also be informed of the following:
- i) Not to contact the Parties Involved in an effort to determine facts or demand reinstatement without the knowledge of IGU.
 - ii) Not to discuss the case, facts, suspicions or allegations with anyone except with IGU.
- 9.6 Investigation Team shall have the following authority and rights in conducting a full investigation:

- i) Access to all records, facilities and premises within the scope of their investigation.
 - ii) Access to the Whistleblower. Meetings can be arranged off-site to protect the identity of the Whistleblower. The amount of contact will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided.
 - iii) Schedule meetings with other persons suspected to have been involved or to have any knowledge of the wrongdoing. All such meetings are confidential, and shall be fully documented by the Investigation Team.
 - iv) Be provided with an enclosed room.
- 9.7 Members of the Investigation Team shall adhere to the following in conducting a full investigation:
- i) All original documentary information that provides proof of the Improper Conduct must not be destroyed, altered, marked or removed, and must be properly secured.
 - ii) Where any meeting is arranged with the Whistleblower;
 - The Whistleblower shall, if he/she so wishes, has the right to be accompanied by another person.
 - At least two members of the Investigation Team should be present.
 - iii) The meeting must be recorded by way of voice recording or minuted.
 - iv) Refer to fraud examiners' manual issued by the Association of Certified Fraud Examiners for best practices in investigation procedures and tools to facilitate fraud investigation.
- 9.8 All employees in the Group are expected to cooperate and provide the necessary assistance to the Investigation Team, failing which they will be subjected to disciplinary action. This also applies in cases of withholding information or providing false/misleading information.
- 9.9 No department/division in the Group shall conduct its own investigation without the directive of the IGU, hence the need for expedient elevation of any Report of Improper Conduct to IGU.
- 9.10 Upon completion of the investigation, the Investigation Team shall submit a written report of its findings and recommendation to the IGU who will in turn report to the Audit Committee.
- 9.11 The IGU shall upon reviewing the investigation findings, recommend the appropriate course of action to the Audit Committee.
- 9.12 The Audit Committee shall inform IGU of the decision made, which will be updated in the Whistleblowing Register.
- 9.13 The investigation of the Reports shall be completed no later than three (3) months from the receipt date of the Reports by IGU. Notwithstanding the said three (3) months' time frame, it can be extended to a further reasonable time frame as deemed necessary taking into consideration of among others, the length/complexity of the reports, complete disclosure of the Whistleblower and evidence provided by the Whistleblower.

9.14 The IGU shall be required to keep track of the progress of execution of the decision and update it in the Whistleblowing Register.

9.15 The IGU shall provide a status report to Audit Committee at its quarterly meetings.

10.0 NOTIFICATION TO THE WHISTLEBLOWER

Upon the completion of the whistleblowing process and other related processes and procedures, the Whistleblower will be notified of the outcome; such notification however may be limited to the status and/or selected information and may exclude specific details due to confidentiality.

11.0 COMMUNICATION

- i) During the investigation stage, information must be managed and restricted internally on a “need to know” basis only.
- ii) Employees must always be reminded of the confidentiality clauses embodied in their employment contracts, where appropriate.
- iii) In the event that the matter becomes public information or results in negative publicity and/or image, IGU will work with Corporate Communication Department.

12.0 SAFEKEEPING OF RECORDS

- i) All reports, its supporting evidence, findings of investigations and monitoring of corrective actions shall be centralized, logged and monitored by IGU.
- ii) 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.

13.0 AMENDMENTS

Upon recommendation from IGU, the Board of Directors reserves the right to amend or modify this Policy and its procedures, either in whole or in part, at any time without assigning any reason whatsoever and the same shall be informed or communicated through the Group’s normal channel of communication.

PHARMANIAGA BERHAD

COMPLAINT FORM / BORANG ADUAN

A. DETAILS OF INDIVIDUAL LODGING THE REPORT / MAKLUMAT INDIVIDU YANG MEMBUAT ADUAN

Name/Nama _____

Designation/Jawatan _____

Department/Jabatan _____

Company/Syarikat _____

Location/Lokasi _____ Date/Tarikh _____

Telephone Number/
Nombor telefon _____ E-mail Address
Alamat e-mel _____

B. NATURE OF YOUR CONCERN / PERKARA YANG BERKENAAN

Please mark (X) where applicable/Sila tanda (X) pada yang berkenaan

- | | |
|--|---|
| <input type="checkbox"/> Commission of fraud, bribery and/or corruption.
(Perlakuan jenayah, rasuah dan/atau korupsi) | <input type="checkbox"/> Non-compliance with company's policies and breach of the company's Code of Ethics and Conducts.
(Tidak mematuhi dasar syarikat dan melanggar kod etika dan tata laku) |
| <input type="checkbox"/> Negligence
(Kecuaian) | <input type="checkbox"/> Disclosure of company's confidential information including products and/or services without authorization.
(Pendedahan maklumat sulit syarikat termasuk produk dan/atau perkhidmatan tanpa kebenaran) |
| <input type="checkbox"/> Mismanagement and/or abuse of authority.
(Salah urus dan/atau penyalahgunaan kuasa) | <input type="checkbox"/> An act that endangers the lives, safety and health of company's assets and employees or the public or the environment.
(Tindakan yang membahayakan keselamatan, kedudukan aset dan pekerja atau orang awam atau persekitaran) |
| <input type="checkbox"/> Unauthorized or misuse of company's fund, and/or facilities.
(Penggunaan tanpa kebenaran dan penyelewengan dana syarikat dan/atau kemudahan) | <input type="checkbox"/> Commissions of an act with the intention to hurt, intimidate, harass and/or victimize any employees of the Group.
(Perlakuan dengan niat untuk menyakiti, mengancam, mengganggu dan/atau menganiaya kakitangan syarikat) |
| <input type="checkbox"/> Financial irregularity.
(Pengurusan kewangan tidak tetap) | <input type="checkbox"/> Conflict of Interest.
(Percanggahan kepentingan) |

C. COMPLAINTS / ADUAN

1. Please describe the nature of your complaint. Include the details of the party or parties involved, date(s), time(s), location(s) etc. and any other relevant details. Please use additional papers, if necessary/*Sila huraikan aduan anda. Sertakan maklumat mengenai pihak atau pihak – pihak yang terlibat, tarikh, masa kejadian, tempat kejadian dsb, serta maklumat – maklumat lain yang berkenaan. Sila gunakan kertas tambahan sekiranya perlu.*

2. Please provide details of witness(es) or individual(s) who can support your complaint e.g. name, position, company etc/*Sila kemukakan maklumat mengenai saksi atau individu yang boleh menyokong aduan anda contohnya nama, jawatan, syarikat dsb.*

APPENDIX A

Strictly Confidential/Sulit

3. Please state and attach documents and other evidences to support your complaint, if any/*Sila nyatakan dan kepitkan dokumen dan bukti-bukti lain bagi menyokong aduan anda sekiranya ada.*

D. DECLARATION / PENGESAHAN

I hereby declare that this complaint is made voluntarily and that to the best of my knowledge, the details and information provided are true/*Saya mengesahkan bahawa aduan ini dibuat dengan secara sukarela dan di sepanjang pengetahuan saya, maklumat yang diberi adalah benar.*

Signature/Tandatangan _____ Date/Tarikh _____

Name>Nama _____ IC No. / No. KP: _____

Witness to this declaration (if any) / *Saksi kepada pengesahan ini (sekiranya ada)*

Signature/Tandatangan _____ Date/Tarikh _____

Name>Nama _____ IC No. / No. KP: _____

E. FOR OFFICIAL USE BY THE COMPANY / UNTUK KEGUNAAN SYARIKAT

Date received/Tarikh diterima _____

Nature of complaint (please X)

Whistleblowing complaint HR- Related complaint Others _____

Remarks/Nota _____

Signature/Tandatangan _____ Date/Tarikh _____

Name>Nama _____ Designation/Jawatan _____

APPENDIX B
PHARMANIAGA BERHAD
FLOWCHART PROCESS ON THE INITIAL ASSESMENT AND INVESTIGATION

