



IOI GROUP

IOI CORPORATION BERHAD
(COMPANY NO. 9027-W)

WHISTLEBLOWING POLICY

(Revised: November 2017)





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1.0 Policy Statement

IOI Corporation Berhad (“IOI Group”) is committed to achieving and maintaining the highest standard of work ethics in the conduct of business in line with IOI Group’s Code of Business Conduct & Ethics and good corporate governance practices.

IOI Group encourages its employees to raise genuine concerns about suspected or possible violations of IOI Group’s Code of Business Conduct & Ethics, improprieties in matters of financial reporting, non-compliances with laws and regulations, non-compliances with IOI Group’s Policies and Procedures and to disclose any improper conduct or other malpractices within IOI Group (i.e. whistleblowing) in an appropriate way.

2.0 Purpose / Objective of Whistleblowing

The objective of this policy is to provide an avenue for all employees of IOI Group and all agents, vendors, contractors, suppliers, consultants and customers of IOI Group and members of public to raise concerns about any improper conduct within IOI Group without fear of retaliation and to offer protection for such persons (including the employees of IOI Group) who report such allegations.

This policy is designed to provide a transparent and confidential process for dealing with concerns. The employee’s concerns about any improper conduct should be reported to his or her superior. If for any reason the employee finds it difficult to report his or her concerns to a superior, the employee may report the concerns through the whistleblowing channels. This whistleblowing policy provides for the disclosure of information concerning improper conduct within IOI Group through internal channel.

3.0 Scope / Types of Improper Conduct

Improper conduct, unethical behavior, malpractices, illegal acts or criminal offence shall include, but not limited to the following:

1. Fraud (embezzlement, theft and misappropriation) of IOI Group’s funds or assets;
2. Bribery or corruption or blackmail;
3. Criminal breach of trust; Abuse of power and position;
4. Improprieties and irregularities in accounting and financial reporting;
5. Improper or unethical conduct or behavior within the meaning of IOI Group’s Code of Business Conduct & Ethics or other IOI Group’s policies;
6. Unauthorized disclosure or use of confidential information of IOI Group;
7. Conflict of interest within the meaning of IOI Group’s conflict of interest policy;
8. Misuse of IOI Group’s properties, assets or resources;
9. Non-compliance with IOI Group’s policies and procedures or breach of internal control;
10. Acts or omissions which are deemed to be against the interests of the IOI Group;
11. Non-compliance with laws, regulations, requirements of statutory bodies or public policies;
12. Danger to health and safety of any employee of IOI Group or any other individual;
13. Damage to the environment;
14. Sexual harassment; and
15. An accomplice to or deliberate concealment of any or a combination of the above matters or other acts of wrongdoing.



4.0 **Protection to Whistleblower**

a) Anonymity

The Company encourages whistleblower to identify himself/herself when reporting. However, if the whistleblower wishes, he/she may choose to remain anonymous when reporting suspected improper conduct.

b) Confidentiality

The whistleblower shall be accorded with protection of anonymity or confidentiality of identity, unless otherwise required by law. All reports or disclosures or such other details shall be kept confidential.

c) Assurance against reprisal or retaliation, and immunity from disciplinary action

This policy provides assurance that the whistleblower, if an employee of IOI Group, shall be protected against reprisals or retaliation, and immunity from disciplinary action from the whistleblower's immediate superior or department/division head or any other person exercising power or authority over the whistleblower in his/her employment, provided that:

- only genuine concerns are reported, and the report is made in good faith and the whistleblower have reasonable grounds and does not provide false or misleading information knowingly, negligently or recklessly in the report;
- the disclosure is not made with malicious intent or ill will;
- the disclosure is not frivolous or vexatious; and
- the report is not made for personal gain or agenda.

Any party that retaliates against someone who has reported a wrongdoing in good faith may be subject to appropriate action, up to and including legal action, where applicable. However, if allegations are proven to be malicious or not made in good faith, parties responsible may be subject to appropriate action, up to and including legal action, where applicable.

5.0 **Reward**

A discretionary cash reward will be given to the whistleblower who has provided genuine, credible, valid and complete information made in good faith and without malicious intent or personal agenda.

6.0 **Handling of Whistleblowing**

The whistleblowing received via the whistleblowing channel as mentioned in 11.0 below shall be recorded in the whistleblowing register. To facilitate this, the whistleblowing received via the whistleblowing channel as mentioned in 11.0 should be copied to the Whistleblowing Secretariat as mentioned in 10.0 below.

The status of the whistleblowing shall be updated in the whistleblowing register and shall be reported to the Audit and Risk Management Committee on a quarterly basis.

7.0 **Escalation of Whistleblowing**

IOI Group views all whistleblowing complaints seriously. The whistleblowing shall be escalated to the Divisional/Regional Head and up to the Chairman of Audit and Risk Management Committee (ARMC) and/or Chairman of IOI Group, depending on the seniority of the person(s) alleged.



The whistleblowing received via the whistleblowing channel as mentioned in 11.0 below shall be escalated as follows:

Level	Complaints or Allegations Involving	Escalation of The Whistleblowing Report
1.	Executive Chairman, CEO of IOIC	Chairman of ARMC
2.	Head of Division, Regional Head (Divisional CEO, Divisional Executive Director/Director, Group CFO, COO, SGM and those acting in the capacity of Regional Head)	Chairman of IOIC, CEO of IOIC and Chairman of ARMC
3.	Head of Operating Unit, Head of Department (Controllers, Assistant / Deputy General Manager and General Manager)	CEO of IOIC and Head of Division
4.	Executives and Managers (other than those acting in the capacity of Head of Operating Unit or Head Of Department)	Head of Division
5.	Non-Executives, Clericals, Non-Clerical Staff and all other employees of IOIC	Regional Head

The Designated Officer(s) to whom the whistleblowing report is being escalated shall ascertain prima facie credibility of the whistleblowing and shall determine the appropriate course of action and ascertain who shall carry out the investigation.

The Designated Officer(s) to whom the whistleblowing is escalated has the responsibility to ensure that investigation of the whistleblowing is objectively and impartially carried out and protection of the whistleblower.

8.0 Investigation of Whistleblowing

1. Investigation of the whistleblowing shall be carried out by the Investigating Officer appointed by the Designated Officer(s) as stated in 7.0 above. The Investigating Officer appointed by the Designated Officer(s) shall conduct investigation in a fair and unbiased manner.
2. The whistleblowing investigation shall be completed within 2 weeks from the date of receiving the whistleblowing. The report of the whistleblowing investigation shall be submitted to the Designated Officer(s) as mentioned in 7.0 above and copied to Whistleblowing Secretariat for compilation within 2 weeks after completion of the investigation.
3. All the investigation papers and documents pertaining to the investigation of the whistleblowing shall be properly retained.

**9.0 Monitoring and Review of the Whistleblowing Activities**

The Audit and Risk Management Committee is responsible to oversee the implementation of the Whistleblowing Policy.

The status of the whistleblowing shall be reported to the Audit and Risk Management Committee on a quarterly basis.

10.0 Whistleblowing Secretariat

The Group Internal Audit acts as the Whistleblowing Secretariat. The primary responsibilities of the Whistleblowing Secretariat are as follows:

- (a) maintains a register of the whistleblowing received
- (b) escalates the whistleblowing to the Designated Officer(s) as set out in 7.0 above
- (c) reports to the Audit And Risk Management Committee on the whistleblowing activities on a quarterly basis

11.0 Whistleblowing Channels

Any employee or member of the public who has knowledge or is aware that any improper conduct has been, is being, or is likely to be committed within IOI Group is encouraged to make disclosure by filling a prescribed Whistleblower Report Form and submit it through any of the following reporting channels:

- a) E-mail to whistleblowing@ioigroup.com or complete an online whistleblowing form on the IOI Group website, <http://whistleblowing.ioigroup.com>
- b) Whistleblowing Secretariat – Group Internal Audit, Fax to +(603) 8948 8233 Tel: +(603) 8947 8888 (Ext. 1101)
- c) In person to the respective Head of Business/Operating Unit, or its Head of Human Resource
- d) In writing to one or more of the following persons as appropriate at: IOI Group, Level 10, Two IOI Square, IOI Resort, 62502 Putrajaya, Malaysia

POSITION	NAME	EMAIL ADDRESS
Chairman of Audit and Risk Management Committee	Datuk Karownikaran @ Karunikaran a/l Ramasamy	karownikaran@ioigroup.com
Executive Chairman	Tan Sri Dato' Lee Shin Cheng	whistleblowing@ioigroup.com
Group Chief Executive Officer	Dato' Lee Yeow Chor	whistleblowing@ioigroup.com
Plantation Director	Sudhakaran a/l Nottath Bhaskaran	nbsudha@ioigroup.com
Executive Director, Oleochemicals	Tan Kean Hua	tankeanhua@ioioleo.com
Chief Executive Officer, Specialty Oils and Fats	Julian Veitch	Julian.Veitch@ioioders.com
Head of Group Internal Audit	Ling Kea Ang	ling.kea.ang@ioigroup.com

Although verbal communication is acceptable, reports are encouraged to be made in writing, so as to ensure clear understanding and accuracy of the issues raised, prevent loss of or distorted facts and details through recollection solely based on memory and to facilitate the investigation process.



If the procedures on reporting through these channels have been followed and the employee or member of the public still have concerns, or if the employee or member of the public feels the matter is so serious that it cannot be discussed with any of the persons above, they should contact the Senior Independent Non-Executive Director, Tan Sri Peter Chin Fah Kui, by email to peter.chin@ioigroup.com.

First Issued: February 2013

First Revision: November 2017

Approved by: Audit and Risk Management Committee of the Board of Directors, IOI Corporation Berhad