



UiTM HOLDINGS
Group of Companies

WHISTLEBLOWER POLICY

Approved at UHSB 75th meeting (10/2020) dated 16 October 2020

WHISTLEBLOWING POLICY

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WHISTLEBLOWING POLICY

1.0 OBJECTIVE

- 1.1. The UiTM Holdings Group of Companies (“the Group”) is committed to the highest standard of integrity, openness and accountability in the conduct of all its business and it aspire to conduct its affairs in an ethical, responsible and transparent manner.
- 1.2. This Whistleblowing Policy (“Policy”) is to support the Group Code of Conduct and Governance requirement in realizing the abovementioned commitment and aspiration.
- 1.3. The purpose of this Policy is to provide an avenue for all stakeholders including employees of the Group and external parties to disclose to any improper conduct in accordance with the procedures as provided for under this Policy without fear of retaliation or unfair treatment.

2.0 POLICY

1. Open-Door Policy

The Group practises an Open-Door policy to create the best work environment, a place where everyone’s voice is heard, where issues are promptly raised and resolved, and where communication flows across all levels of the Group. All employees are encouraged to present ideas, ask questions and raise concerns especially those of a legal or ethical nature, but also those relating to work and working environment.

The employee must notify his/her superior/manager as soon as possible if he/she believes or suspect that misconduct has occurred or may occur in the future. However, if the employee is not comfortable speaking to the supervisor/manager, he/she may go to next level of management, a member of the Senior Management of the Business Division, Group Human Capital Department, Legal Department or the Integrity and Governance Unit of the Group. Most issues can be resolved promptly before they become problems for colleagues, the Group or the public.

If the employee is not comfortable using the Open-Door Policy, he/she may report any improper conduct using the Whistleblowing channel.

2. Confidentiality

All disclosures made under this Policy will be dealt with in a confidential manner. The identity of the Whistleblower will be kept confidential and protected unless:

- The Whistleblower expressly agrees otherwise and provides his agreement in writing; or
- otherwise required by law.

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3. Protection from retaliation

The culture of openness and transparency is encouraged where concerns regarding any improper conduct can be reported in an appropriate way at an early stage without fear or apprehension that the Whistleblower will be harassed or victimized in any way.

The Board of Directors (“BOD”) and the Management of the Group give their assurance that Whistleblower will not be at risk to any form of victimization, retribution, or retaliation. Any attempt to retaliate, victimize or intimidate against the Whistleblower who made the report in good faith is a serious violation of this Policy and shall be dealt with serious disciplinary actions and procedures.

4. Acting in Good Faith

The Group expects all Whistleblowers, especially Employees to act in good faith and have reasonable grounds when reporting an incident. If allegations are proven to be ill-intentioned, malicious and frivolous, Employee(s) may face disciplinary action in accordance with the Group disciplinary policies, including termination of employment.

5. Anonymous Disclosures

This Policy encourages Whistleblower to put their names to their disclosures. It provides a formal channel for Whistleblowers to communicate their concerns without any fear of retribution.

Accordingly, Whistleblowers are expected not to make any anonymous allegations and nor is the Group expected to address any anonymous allegations.

The Group may, however, consider investigating an anonymous allegation having considered the following:

- The seriousness of the issue raised;
- The credibility of the issues raised; and
- The likelihood of confirming the issues raised from other sources.

3.0 SCOPE

3.1 The aim of the Policy is for stakeholders to raise the concerns in an independent and unbiased manner. They are not required to prove the cases but rather to provide sufficient information for the Group to take appropriate actions.

3.2 This Policy is designed to facilitate all stakeholders to disclose any improper conduct (misconduct or criminal offence) through internal channel. Such misconduct or criminal offences include the following:

- Fraud;
- Bribery;

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- Abuse of Power;
- Conflict of Interest;
- Theft or embezzlement;
- Unauthorised use of Group’s property;
- Non-compliance with Policies and Procedures:
- An unlawful act;
- Any danger to health and safety: or
- Damage to the environment.

3.3 The above list is non-exhaustive, and includes any act or omission if proven, will constitute an act of misconduct under the Group’s Code of Conduct or any criminal offence under relevant legislations in force.

3.4 This Policy is not intended to be used where other more appropriate policies or procedures are available, e.g. the Grievance Procedure, nor it is intended to invalidate such policies and procedures but to provide more avenues for all stakeholders including employees and external parties to disclose improper conduct committed or about to be committed to the Group.

4.0 COMMUNICATION CHANNEL

4.1 The whistleblowing channels are as follows:

Email	Whistleblowing@uitmholdings.com GARChairman@uitmholdings.com
Mail	Chairman of the Group Audit Committee c/o Integrity & Governance Unit Level 11, Block A, Dataran PHB Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia

5.0 REPORTING AND INVESTIGATION PROCEDURE

5.1 Log of Reports

All Whistleblowing complaints, findings of investigations and monitoring and corrective actions shall be logged and maintained by the Group’s Integrity & Governance Unit (“IGU”) Officer.

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5.2 Investigation Procedure

5.2.1 Upon receiving a Whistleblower report via Whistleblowing Channel, the recipient shall notify GARC Chairman immediately. The GARC Chairman shall consult the GARC members via a meeting before a decision is made. This may include:

- A decision not to pursue due to lack of substance (declined); or
- Assigning the Internal Investigating Team, as set out in paragraph 5.2.2 below to conduct preliminary investigations; or
- Assigning the Internal Investigating Team or external third party investigators or consultants to conduct full investigations; or
- Communicating with the Whistleblower(s) on additional information requirements and/or case management.

5.2.2. The Internal Investigating Team consist of:

- Head, GIA;
- Head, GHC;
- Head, GL; and
- Senior Manager, GFS.

Where any member of the Investigating Team and/or their immediate superior and/or their immediate direct report, is/are the subject of the investigation, the member will be recused from the investigation.

5.2.3. In the case of an anonymous disclosure/report, it may be investigated if in the view of the GARC the criteria stated in paragraph 2.5 above is met.

5.2.4. The GARC may in accordance with paragraph 5.2.1 above, assign the Internal Investigating Team and/or external third party investigators or consultants to conduct the investigation and set a timeframe for the investigation to be completed. The substantiation may meet at least one of these criteria (but not limited to):

- Financial impact of RM50,000 or above (% of budgeted Group revenue), whichever is higher;
- Allegations of corruption, bribery, money laundering;
- Allegation is raised against a member of the Group Management Committee or any Senior Management of the Group;
- The allegation carries a significant reputation risk (e.g. adverse media reports);
- Allegation involves a critical business partner (client, customer, service provider) where as critical refers to a significant role or size that would make it difficult for the business partner to be replaced; and
- Allegation involves investigations by governmental authorities.

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5.2.5. All information, documents, records and reports relating to the investigation shall be kept securely to ensure confidentiality. It shall be managed in compliance with the provisions of the Personal Data Protection Act 2010 and other applicable laws. The request for further/additional information from the Whistleblower shall be performed by Integrity & Governance Unit to ensure confidentiality of the Whistleblower identity. For anonymous letter, further/additional information shall be requested if the Whistleblower can be identified.

5.3. Conduct of Investigation

5.3.1. The Investigating Team shall conduct the investigation and they shall have full and unrestricted access to the documents and members of Management and staff to follow up on required information and explanations as may be necessary. They must take all reasonable steps to ensure that investigation regarding the disclosure are fair and unbiased.

5.3.2. Upon conclusion of the investigation, or at key milestones, the Head of the Investigating Team shall submit a report on the findings and recommendation to the GARC during its meeting for their discussion and deliberation. If any of the Committee members is the suspect being involved in the improper conduct, he/she will be automatically abstained from attending the meeting.

5.3.3. If the GARC is satisfied with the outcome of the investigation, it will communicate to the management to proceed with the necessary disciplinary action against the person who committed the improper conduct. Instituting the disciplinary action will be the responsibility of Group Human Capital.

5.3.4. In cases where the findings discloses a possible criminal offence, the report will be presented to the Board of Directors ("BOD") for BOD decision if the matter should be referred to the relevant authorities, such as the police or the Malaysian Anti-Corruption Commission ("MACC") for further action, depending on the nature, the seriousness and the implication of each case.

5.3.5. Management shall carry out the decisions of the BOD in relation to the findings arising from an investigation. Where applicable, the Management must also take into account the recommendation contains in the investigation report to prevent similar situation from repeating in the future.

5.3.6. Upon the completion of the whistleblowing process and procedures, the Whistleblower except for anonymous Whistleblower will be accorded the privilege to be notified on the outcome of the disclosure. As findings are confidential, details of the findings will not be disclosed to the Whistleblower.

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6. REVIEW OF THE POLICY

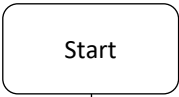
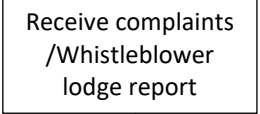

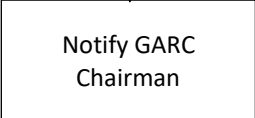
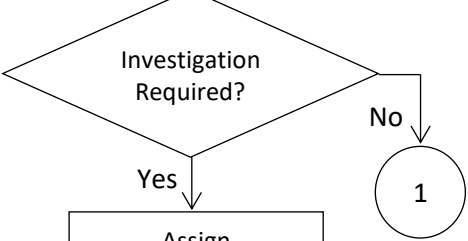
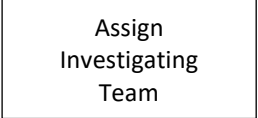



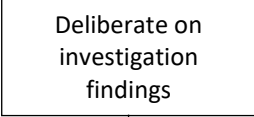


This Policy may be reviewed and amended, at the BOD's discretion from time to time, as and when necessary, to ensure its relevance and effectiveness in keeping with the Group's changing business environment, administrative or operational needs as well as changes to legislations. Changes to the Policy, if any, shall only be made with the BOD's approval.

However, the modification made shall be effective after the same is circulated to employees in writing or electronically.

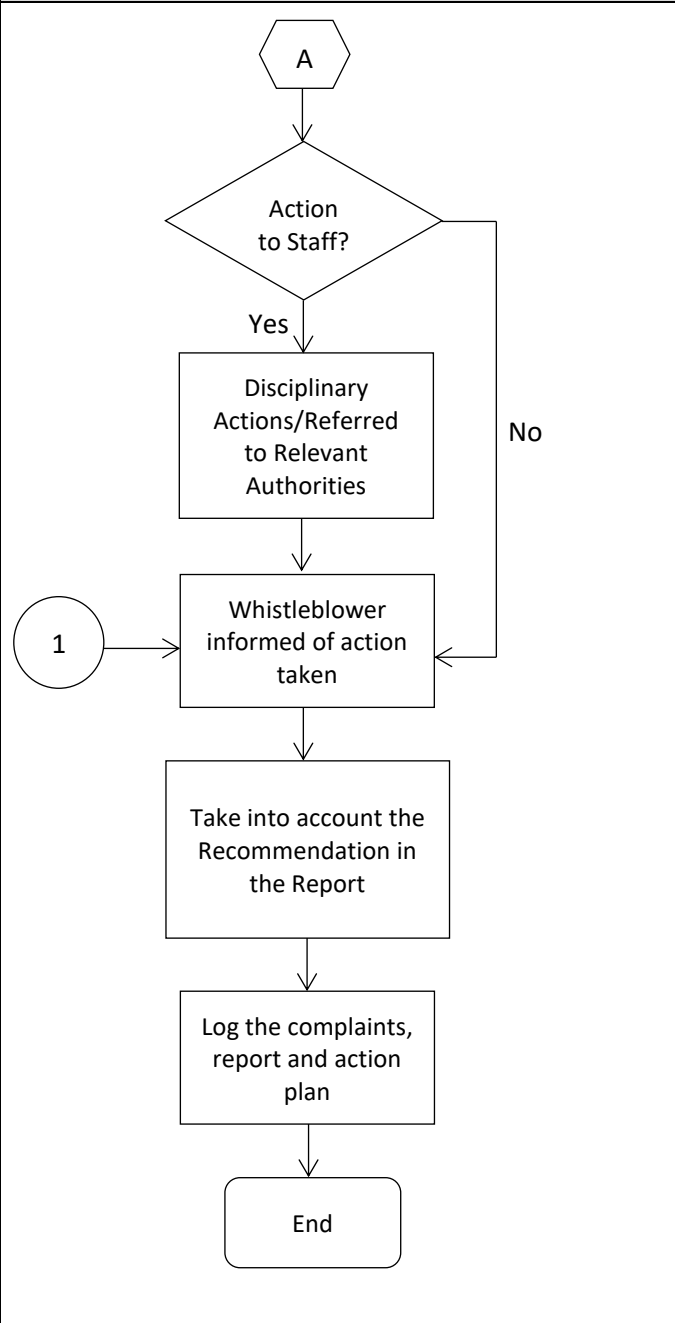
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Appendix 1

Whistleblowing Process Flow

Activity	Document	Responsibility
		
		Whistleblower
		Integrity & Governance Officer
		
		GARC
		Investigating Team
		Investigation Team
 		GARC/BOD

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Activity	Document	Responsibility
 <pre> graph TD A{{A}} --> B{Action to Staff?} B -- Yes --> C[Disciplinary Actions/Referred to Relevant Authorities] B -- No --> D[Whistleblower informed of action taken] C --> D E((1)) --> D D --> F[Take into account the Recommendation in the Report] F --> G[Log the complaints, report and action plan] G --> H[End] </pre> <p>The flowchart starts with a hexagon labeled 'A' leading to a decision diamond 'Action to Staff?'. If 'Yes', it goes to 'Disciplinary Actions/Referred to Relevant Authorities', then to 'Whistleblower informed of action taken'. If 'No', it goes directly to 'Whistleblower informed of action taken'. A circle labeled '1' also points to 'Whistleblower informed of action taken'. From there, it proceeds to 'Take into account the Recommendation in the Report', then 'Log the complaints, report and action plan', and finally 'End'.</p>	<p>Minutes of meeting</p> <p>Investigation Report</p> <p>Register of Whistleblowing & Complaints</p>	<p>GARC/BOD</p> <p>Head, Group Human Capital</p> <p>Integrity & Governance Officer</p> <p>Management</p> <p>Integrity & Governance Officer</p>