

MULPHA INTERNATIONAL BHD

Registration No. 197401002704 (19764-T)

WHISTLEBLOWING POLICY

1. PURPOSE

In line with good practice and corporate governance, the Board of Directors (“**Board**”) of Mulpha International Bhd and its subsidiaries (collectively, “**Mulpha**”) has adopted a Whistleblowing Policy (“**Policy**”) to ensure high standards of conduct and ethical behaviour across the business and to ensure that individuals who disclose wrongdoing (“**Whistleblowers**”) can do so safely, securely and with confidence that they will be protected and supported.

This Policy articulates the avenues through which employees and other stakeholders can raise genuine concerns of actual or suspected misconduct (“**Reportable Conduct**”). For the purposes of this Policy, Reportable Conduct refers to any contravention of Mulpha’s ethical, internal policy or legal standards; including fraud, bribery, abuse of position for personal gain, money laundering and any other corrupt activity.

The Board is committed to ensuring that all disclosures of Reportable Conduct are treated confidentially, with individuals having the option to remain anonymous if they so choose, and that Whistleblowers be afforded protections including avoiding fear of intimidation, disadvantage or reprisal (“**Detrimental Conduct**”).

This Policy should be read in conjunction with Mulpha’s Corporate Code of Conduct, Anti-Bribery and Corruption Policy, Gift and Entertainment Policy and Conflict of Interest Policy.

2. SCOPE

This Policy applies to all current and former directors, employees, customers, suppliers, contractors, business partners, consultants, agents, intermediaries, outsourced workers, representatives and service providers of Mulpha (including their Family) (“**Stakeholders**”). “**Family**” includes spouses, parents, children (including adopted children and step-children), brothers or sisters (including step-siblings), spouses of children, spouses of brothers or sisters, uncles, aunts, cousins, nephews and nieces, mother-in-law, father-in-law, brothers-in-law, sisters-in-law and siblings of parents-in-law and their spouses and their children.

Mulpha encourages all Stakeholders to report any genuine concerns about matters, transactions or behaviour that they feel contravenes Mulpha’s policies, standards and/or obligations.

Reportable Conduct within the scope of this Policy includes, but is not limited to:

- (a) conduct or practices which are illegal or in breach of any laws or regulations (including the Listing Requirements of Bursa Malaysia Securities Berhad, the Malaysian stock exchange);
- (b) unethical, improper or corrupt behaviour;
- (c) giving, receiving or soliciting of a bribe;
- (d) theft, fraud, property damage or misappropriation of Mulpha’s assets/resources;
- (e) dishonest financial or payment practices;
- (f) intimidation, harassment or behaviour threatening or endangering health or safety;
- (g) insider trading;
- (h) abuse of position or authority for personal gain; or
- (i) breach of Mulpha’s internal policies.

Personal, work-related grievances, with no implications for Mulpha (for example, interpersonal conflicts between employees, or dissatisfaction about a performance outcome) are not considered Reportable Conduct under this Policy. This excludes:

- (a) mixed reports or disclosures that include information about misconduct that are accompanied by a personal work-related grievance;
- (b) where there is an allegation, made in good faith, that employment or other laws have been breached or that conduct has occurred that represents a danger to the public; or
- (c) where the discloser suffers from or is threatened with detriment for making a disclosure.

Where a concern is raised in good faith, Mulpha will investigate and deal with substantiated misconduct in an appropriate and timely manner in accordance with the procedure outlined in this Policy.

3. DEFINITIONS

For the purposes of this Policy, Mulpha defines fraud, bribery and corruption as follows¹:

- (a) **Fraud** is any dishonest activity causing actual or potential financial loss to any person or entity that involves the use of deception. Fraud includes theft of monies or other property, as well as the deliberate falsification, concealment, destruction or use of falsified documentation. It also includes the improper use of information or position for personal financial benefit (irrespective of whether the benefit is obtained by the offender or a third party).
- (b) **Bribery** is the act of paying a secret commission to another individual. It is also used to describe the secret commission itself. More broadly, the payment of a bribe has the intention to alter the behaviour of the recipient, whether the recipient is a natural person or an entity/company.
- (c) **Corruption** is any dishonest activity in which an employee acts contrary to the interest of the entity and abuses his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity.

4. PROTECTED DISCLOSURES

Malaysia

Under the Whistleblower Protection Act 2010 (Malaysia), an individual that provides information disclosing an act of improper conduct to a relevant enforcement agency in good faith and on honest and reasonable grounds is entitled to certain protections and immunities. This includes protection of confidential information, immunity from civil and criminal action, and protection against detrimental action.

These protections may be revoked under certain conditions, and it is therefore advised that individuals wishing to make a disclosure under the Whistleblower Protection Act 2010 seek legal advice.

Australia

The Corporations Act 2001 (Corporations Act) and the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 provide a consolidated Whistleblower protection regime for Australia's corporate sector. Individuals are entitled to disclose Reportable Conduct to eligible internal recipients but also to legal practitioners or regulators, and in certain circumstances to journalists or members of parliament, and have the report treated confidentially and be protected from Detrimental Conduct.

¹ In accordance with Standards Australia (AS8001-2008) Fraud and Corruption Standard.

While individuals disclosing Reportable Conduct are protected from any civil, criminal or administrative liability arising from the act of the disclosure (including where there is a breach of an employment contract, duty of confidentiality or other contractual obligation), individuals are not granted immunity from prosecution for any misconduct revealed by their disclosure.

5. HOW TO MAKE A REPORT

In the event an employee, Stakeholder or any other individual becomes aware of an actual or suspected case of misconduct or breach of ethical or legal standards, they should report their concerns to their immediate supervisor. However, where the individual feels uncomfortable speaking with their manager, or their manager is involved in the alleged misconduct, reports should be made to a designated Whistleblower Protection Officer whose contacts are listed below².

MULPHA WHISTLEBLOWER PROTECTION OFFICERS			
<p>Group Internal Audit & Risk Manager / Company Secretary</p> <p>Email: whistle.blowing@mulpha.com.au</p> <p>Tel. No.: +612-9239 5500</p> <p>Transport House L5, 99 Macquarie Street Sydney, NSW 2000 Australia</p>	<p>Mr Lee Eng Leong Executive Director</p> <p>Email: eric.lee@mulpha.com.my</p> <p>PH1, Menara Mudajaya No. 12A, Jalan PJU 7/3 Mutiara Damansara 47810 Petaling Jaya Selangor Darul Ehsan Malaysia</p>	<p>Mr Chew Hoy Ping Senior Independent Non-Executive Director</p> <p>Email: hoyping.chew@mulpha.com.my</p> <p>PH1, Menara Mudajaya No. 12A, Jalan PJU 7/3 Mutiara Damansara 47810 Petaling Jaya Selangor Darul Ehsan Malaysia</p>	<p>Mr Alan Jones Independent Non-Executive Director (Mulpha Australia Limited)</p> <p>Email: ajones@mulpha.com.au</p> <p>Transport House L5, 99 Macquarie Street Sydney, NSW 2000 Australia</p>

Upon receipt of a whistleblowing report, the Whistleblower Protection Officer shall forward a copy of the said report to the Group Internal Audit & Risk Manager.

Individuals may also elect to disclose Reportable Conduct directly to regulatory bodies or public enforcement agencies, such as the Australian Securities and Investment Commission (ASIC) or the Australian Prudential Regulation Authority (APRA) or the Malaysian Anti-Corruption Commission (MACC). Any employee wishing to make such disclosures should seek independent legal advice.

To assist individuals who wish to make a report, a “**Whistleblowing Report Form**” is attached to this document as an Appendix. Whistleblowers and those receiving a complaint are encouraged to use this form as a means of capturing pertinent information that will form the basis of any subsequent investigation.

6. CONFIDENTIALITY AND PROTECTION

An individual can elect to make a report anonymously or can choose to identify himself/herself. Mulpha recognises that the provision of anonymity to any individual/employee who willingly comes forward to report a suspicion of fraud is sometimes necessary to enable reporting.

² Making a report to a Mulpha Whistleblower Protection Officer is necessary to qualify for protections under the Corporations Act, Australia.

However, where an anonymous report is made, Mulpha will not be able to keep the Whistleblower informed of the progress of the investigation or seek additional information to assist with inquiries. This may hinder Mulpha's investigation.

Where the identity of the Whistleblower is known, Mulpha will ensure that the individual is kept informed of the actions taken in relation to the report. All reports received, whether anonymously or otherwise, will be treated confidentially.

All reasonable effort will be made to maintain the confidentiality of the Whistleblower, in particular, the fact that a report has been filed, the nature of the reported conduct and the identity of the person(s) alleged to have engaged in said conduct.

Any information coming into the possession of a person from a Whistleblower, the identity of the Whistleblower or information which may lead to their identity will not be disclosed to anyone who is not involved in the investigation without prior consent of the Whistleblower, unless obliged to do so by law.

Employees will not be discriminated against or disadvantaged in their employment as a result of making a report in good faith in accordance with this Policy.

Disclosing the identity of individuals, failure to treat disclosures with due confidentiality and taking Detrimental Conduct towards a protected Whistleblower (as a result of making a report) are crimes. Mulpha does not tolerate any attempts to retaliate against individuals who have made reports. Any employee found to have instigated Detrimental Conduct against a Whistleblower will face disciplinary action. Detrimental Conduct includes any of the following:

- (a) dismissal of an employee;
- (b) harm or injury of an employee, including psychological harm;
- (c) alteration of an employee's position or duties to his or her disadvantage;
- (d) discrimination between an employee and other employees of the same employer;
- (e) harassment or intimidation of a person;
- (f) damage to a person's property, reputation or financial position; or
- (g) any other damage to a person.

If a Whistleblower feels they have been the subject of Detrimental Conduct as a result of their report, they can report this to a Mulpha Whistleblower Protection Officer for investigation. Where founded, appropriate action will be taken. Individuals alleging Detrimental Conduct may seek compensation and other remedies through the courts and are encouraged to seek independent legal advice.

7. INVESTIGATION OF A REPORT

All reports of alleged misconduct will be investigated in a confidential and discreet manner. Investigations will adhere to the principles of independence, objectivity, confidentiality and fairness.

Each instance of alleged misconduct will be initially investigated by the Group Internal Audit & Risk Manager, with the assistance of subject matter experts as and when required. The Group Internal Audit & Risk Manager shall:

- (a) Perform a preliminary assessment of the matter reported under the whistleblowing report to determine if the matter requires further investigation; and
- (b) Refer the preliminary assessment findings to either the Group CEO (for Mulpha Australia Limited) or Executive Director (for Mulpha International Bhd) or the Chairman of Audit & Risk Management Committee ("**ARMC**") for decision on whether to close the investigation or proceed with investigation.

If decision is made to proceed with the investigation, the Group CEO or Executive Director or the Chairman of ARMC, as the case may be, shall appoint a person to head the investigation of the whistleblowing report ("**Head of Investigation**"). The Group Internal Audit & Risk Manager may also be appointed as the Head of Investigation.

The Head of Investigation shall conduct the investigation as follows:

- (a) Establish an investigation plan, including steps to be taken with respect to confidentiality and protection of the Whistleblower and involvement of senior management from Human Resources, Legal, Compliance, Company Secretariat or professional advisors, if required;
- (b) Gather and verify information and evidence;
- (c) Where the identity of the Whistleblower is known, the Head of Investigation may request additional information or a written statement to assist in the collation of facts and substantiation of claims;
- (d) Establish if the allegations contained in the whistleblowing report have merit and can be substantiated;
- (e) Prepare a report of findings on the allegations including on internal controls action to be taken ("**Report of Findings**").

Presentation of Report of Findings:

- (a) Where the Group CEO or Executive Director is not the subject matter of the investigation, the Head of Investigation shall refer the Report of Findings to the Group CEO or Executive Director. The Group CEO or Executive Director shall then recommend the appropriate action to be taken;
- (b) Where the Group CEO or Executive Director is the subject matter of the investigation, the Head of Investigation shall refer the Report of Findings to the Chairman of ARMC. The Chairman of ARMC shall then recommend the appropriate action to be taken. The recommended actions shall be presented to the ARMC for decision and approval.

The recommended actions shall be implemented by the senior management of Mulpha.

The Head of Investigation shall use best efforts to complete the investigation and present the Report of Findings within ninety (90) days of appointment, unless circumstances, new information or the complexity of the reported matter necessitate additional time for the completion of investigation. An extension of time for completion of the investigation shall be subject to the ARMC's approval.

The ARMC shall be entitled to be informed of the investigation by the Head of Investigation at any time during the investigation and may suggest interim measures be taken.

Mulpha will take appropriate action based on the recommendations. This may include, but is not limited to dismissal, disciplinary action, referral to external authorities, training and internal control enhancement.

Mulpha shall inform the Whistleblower of the stage of proceedings (i.e. when the investigation has been closed, when the investigation is proceeding, if the matter has been reported to authorities and when the investigation has been completed). The outcomes of all whistleblowing investigations will be provided to the ARMC, with the Group Internal Audit & Risk Manager reporting on whistleblowing activities to the ARMC at its quarterly meetings.

8. MALICIOUS ALLEGATIONS

Whistleblowing reports must be made in good faith and in a reasonable belief that an allegation contained in the report is true. Where a Whistleblower is found to have made a report that is malicious, reckless, purposefully misleading, deliberately untrue or for personal gain, the making of the report will be regarded as misconduct and the Whistleblower may be subject to disciplinary or legal action.

9. FURTHER INFORMATION

This Policy will be reviewed at least annually or as required if there are material changes to the applicable legal or regulatory framework.

Training is provided to employees about their rights and obligations under this Policy including induction training for new employees. This Policy is displayed both on Mulpha's intranet and site noticeboards. This Policy is also available on the Mulpha's corporate website.

All queries regarding this Policy should be directed to:

Group Internal Audit & Risk Manager / Company Secretary

Email : whistle.blowing@mulpha.com.au

Tel. No. : +612-9239 5500 (Australia)
+603-7718 6337 (Malaysia)

Address : Transport House, L5, 99 Macquarie Street, Sydney, NSW
2000, Australia; or

PH1, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara
Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan,
Malaysia

This Whistleblowing Policy was approved by the Board of Directors of Mulpha on 28 August 2020.

APPENDIX

WHISTLEBLOWING REPORT FORM

WHISTLEBLOWER DETAILS

Whistleblower contact details <i>(Optional)</i>	
Person to whom complaint was made (Whistleblower Protection Officer)	

DETAILS OF ALLEGED MISCONDUCT

Date and time of incident	
Person(s) involved <i>Who are you reporting?</i>	
Please provide a summary of the alleged misconduct. <i>You should describe the misconduct/improper activity and specify the who, what, where and when.</i> <i>If there is more than one allegation, number each item and attach additional pages of commentary as necessary.</i>	
How did you become aware of the alleged misconduct?	
Does anyone else know about the misconduct or are there witnesses?	
Has any injury or loss occurred?	
What evidence do you have to support your allegation(s)? <i>Please attach all supporting documentation.</i>	