



S P SETIA BERHAD

WHISTLEBLOWING POLICY

1. Policy Statement

- i. S P Setia Berhad and Group of Companies (“Group”) is committed to the highest standard of integrity and maintaining high standard of accountability in the conduct of its businesses and operations. The Group aspires to conduct its affairs in an ethical, responsible and transparent manner which is vital to the success of the Group.
- ii. As such, the Board of Directors of S P Setia has developed this Whistleblowing Policy (“Policy”) to provide a structured reporting channel and guidance to all employees and third parties referred to in section 8 below to whistleblow on genuine concerns without fear of retaliation, victimization and/or subsequent discrimination.
- iii. Procedures that are incorporated in this Policy aim to address issues such as reporting, responsibility, confidentiality, investigation and resolution.
- iv. The Policy will:
 - Govern the process through which employees and relevant stakeholders may report potential violations, improper conduct or concerns relating to relevant laws, rules, regulations, business ethics and conduct, including any violations or concerns relating to immoral, illegal, misappropriation and fraudulent activities;
 - Establish a mechanism for responding to any reports from employees and third parties regarding such potential violations or concerns;
 - Prohibit retaliation against employees raising such potential violations or concerns; and
 - Establish procedures for the retention of records of reports (inclusive of investigation papers, evidences etc. related to the cases investigated).
- v. Employees who whistleblow on improper conduct which described in paragraph 4(iii) below, will be protected against retaliation, or other adverse treatment provided that the whistleblowing is done in good faith. Such whistleblowing is a proper exercise of an Employees duty to enhance the prompt discovery of risks, improve the overall value of Group and promote good ethics. However, any whistleblowing which is not made in good faith and is found to be deliberately falsified with malicious intent or motivated by personal gain will be subject to disciplinary action by the Group in accordance with the Group’s disciplinary policy.

- vi. The Board of Directors shall have overall responsibility for the establishment of the IGU and the performance of its core functions. The administration of the Policy and the implementation of the core functions of the IGU shall be carried out by the Chief Risk, Integrity and Governance Officer (CRIGO). The Risk Management Committee (RMC) shall monitor the implementation of the IGU and assist the Board of Directors in overseeing the IGU to ensure it achieves its objective.
- vii. This Policy should be read in conjunction with the Group's "Code of Conduct and Business Ethics" and the Group's Disciplinary policy (*refer to SPSB-GHR-CB-POL19: Disciplinary*).
- viii. Certain jurisdictions have specific laws in relation to whistleblowing.¹ Where this means that this policy needs to be amended for a specific jurisdiction, that amendment is described in the jurisdiction-specific annexure to this policy. In the case of inconsistency between this policy and an annexure, the annexure takes precedence.

2. Objective

- i. The objective of the Policy is to protect the values of transparency, integrity, impartiality and accountability upon which the Group conducts its business and affairs.
- ii. Through an effective implementation of this Policy, 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 our stakeholders.
- iii. The Policy serves as an early warning system for the Group to remedy any wrongdoings before serious damage is caused.

3. Functions of the IGU

In relation to the whistleblowing policy, the main functions of the IGU include to the following: -

- i. Welcome, accept and investigate improper conducts reports or complaints lodged through the authorised whistleblowing channels;
- ii. Ensure and convince protection to potential whistleblowers against any form of retaliation or detrimental actions;

- iii. Conduct training and awareness programme related to this policy; and\
- iv. Create, manage, maintain and promote the effectiveness of the whistleblowing channels.

4. Definition of Whistleblowing

- i. “Whistleblowing” is defined as the deliberate, voluntary disclosure or reporting of an individual or organizational malpractice by any person on an actual (past or present) or suspected improper conduct within the Group or organization based on his or her reasonable belief.
- ii. The person who reports, disclose or alerts the serious concerns of improper conduct is referred to as “Whistleblower”.
- iii. “Improper Conduct” includes among others, the following:
 - violation of the Group’s Code of Conduct and Business Ethics and other policies and procedures;
 - fraud, misappropriation or financial irregularity;
 - corruption, bribery, money laundering or blackmail;
 - criminal offences;
 - abuse of power, authority or position;
 - misuse of company property;
 - anti-competitive conduct;
 - failure to comply with legal or regulatory obligation;
 - risk of or actual damage to the environment;
 - workplace discrimination and harassment;
 - endangerment of an individual’s health and safety;

¹ For the jurisdiction of Australia, please refer to the Australian Whistleblowing Annexure.

- concealment of any or a combination of the above; and
 - any other concerns that could subject any part of the Group to serious legal or reputational liability.
- iv. The above list is not exhaustive and includes other acts or omissions, which if proven is deemed as:
- an act of improper conduct or wrongdoing constituting a disciplinary offence under the S P Setia Code of Conduct and Business Ethics, the Group's Disciplinary policy, any employment agreement or service contract; or
 - an offence under any relevant legislation in force.
- v. Whistleblowing procedures are different from grievance procedures. Typically, whistleblowing does not affect the complainant personally. They are different from a normal grievance / complaint in which the complainant is personally affected.

5. Scope

- i. This Policy applies to all matters involving the Group's employees and any other stakeholders / persons providing services to the Group, including consultants, vendors, independent contractors, external agencies and/or any other party with a business relationship with the Group.
- ii. This Policy does not apply to grievances concerning an individual's terms of employment or an employee performance matter and such matters shall be dealt with in accordance with Group Human Resource guidelines and policies. Should it be determined during the preliminary investigation that the matter disclosed does not fall within the scope of this Policy, such matters will be transferred and dealt with by the appropriate personnel of the relevant department for appropriate procedures and actions to be taken.
- iii. No employee shall use his / her position to prevent other employees from exercising their rights or complying with their obligations as indicated in this Policy.

6. Who is a Whistleblower

- i. Under the Policy, any of the following persons can be a Whistleblower:
 - Employees of the Group (this include full-time, part-time, or temporary employees, foreign or expatriate workers, interns, volunteers).
 - Any third party including but not limited to any joint venture partners and associates providing services to the Group such as vendors, contractors and consultants and ex-staff.
- ii. The Whistleblower is not expected to prove the truth of the allegation but should, in making the report, have the reasonable belief that an Improper Conduct was committed, is being committed or will be committed.

7. Good Faith

- i. Since allegations of Improper Conduct may result in serious personal repercussions for the alleged perpetrator, any Whistleblower who intends to lodge any report of Improper Conduct must ensure that the report is made in good faith.
- ii. The Whistleblower who intends to make a report must have reasonable grounds for believing in its existence and has reliable information before reporting such improper conduct; must undertake such reporting in good faith and in the best interest of the Group.

8. Whistleblowing Channels

The whistleblowing channels provided are as follow: -

- i. Whistleblowing e-form;
- ii. E-mail to igu@spsetia.com (to be received and opened by authorized personnel only);
- iii. By phone via dedicated no;
- iv. Walk-in / appointment to IGU / Risk Management Committee Chairman; and
- v. Write to Chairman of RMC / IGU, S P Setia Berhad.

9. Information Required for Investigation

- i. As a guide, the information to be furnished by a whistleblower is set out in the whistleblower e-Form.
- ii. Where a whistleblower identifies themselves, the Group will maintain the confidentiality of the identity of the whistleblower to the extent that is practical and appropriate under the circumstances, having regard to all the relevant legal requirements. Whistleblowers are cautioned that it may be necessary to disclose their identities to facilitate investigations and may be also required to give evidence in disciplinary proceedings or legal proceedings, where relevant.
- iii. A whistleblower can enhance the efficiency of investigating concerns by providing complete and accurate information in the report. Information which would be useful in assessing the whistleblower's concerns include:
 - the details of improper conduct;
 - the date, time and location of the improper conduct;
 - the identity and designation (if any) of the alleged wrongdoer(s);
 - particulars of witnesses or other parties involved, if any;
 - particulars or copies of documentary evidence, if any; and
 - any other details that are useful to facilitate screening and investigation.
- iv. As a further guide, it is permissible for a Whistleblower to make an anonymous report.

10. Pre-Screening

- i. The IGU will screen and assess the Whistleblower's disclosure to determine whether it constitutes an Improper Conduct or is excluded from the scope of this Policy. The Whistleblower may be required to provide additional information and clarifications if the need arises.

- ii. Based on the initial findings, the IGU will report to the CRIGO on the next course of action. The CRIGO / IGU may seek the Risk Management Committee Chairman's guidance and direction.
- iii. The screening process should not take more than one (1) month from the day the report is received.
- iv. In the event that the Whistleblower's concerns involve certain S P Setia employees or management, the implicated person(s) shall be excluded from the processes of determining the appropriate course of action, including screening and any subsequent investigation.

11. Initial Investigation

- i. The CRIGO may instruct the IGU to conduct an initial investigation to determine the appropriate course of action, including whether a full investigation is warranted. Employees contacted by IGU in relation to such investigations shall cooperate with IGU, and shall not interfere in any investigations conducted by IGU.
- ii. The CRIGO has the discretion to determine the appropriate course of action, including but not limited to the following:
 - a) instruct that the matter be closed without instructing the IGU to conduct an initial investigation if there is insufficient or inaccurate information provided;
 - b) instruct that the matter be closed after findings by the IGU indicate that there is no reasonable basis for further investigation;
 - c) commission a full investigation after findings by the IGU indicate that there exists a reasonable basis for further investigation;
 - d) referral of the whistleblower's report and/or the findings of the IGU to the appropriate department, such as Group Human Resources, for follow-up action;
 - e) referral of the whistleblower's report and/or the findings of the IGU to the Risk Management Committee Chairman to determine the next course of action which may include amongst others the scope of the investigation, specific terms of reference, formation of the investigation team (if any) and involvement of external party to assist in the investigation (if necessary); and/or

- f) in cases where the findings of the IGU suggest a possible criminal offence, the CRIGO may refer the disclosure to the appropriate authorities such as the Royal Malaysia Police, the Malaysian Anti-Corruption Commission (MACC) or other enforcement agencies (where applicable) for further action.
- iii. Where the whistleblower's report involves the CRIGO, the matter will be referred to the Risk Management Committee Chairman to determine the next course of action. The Risk Management Committee would have similar wide discretion to determine the course of action in respect of the report.

12. Full Investigation

- i. The full investigation process aims to achieve the following objectives:
 - to gather relevant information in the most appropriate manner and to protect the information / document from sabotage / compromise;
 - to ensure that the proper procedures are carried out in the process of the investigation;
 - to arrive at a fair decision and recommendation on the next course of action.
- iv. The IGU shall, under the supervision of the CRIGO, conduct any initial or full investigation on its own accord or otherwise may instruct external advisors with the requisite expertise to do so. CRIGO may also suggest for the formation of a special team of internal expert to conduct the investigation. The involvement of external parties and the formation of a special investigation team must be endorsed by the Risk Management Committee Chairman. Employees contacted by IGU in relation to such investigations shall cooperate with IGU, and shall not interfere in any investigations conducted by IGU.
- ii. Where the whistleblower's report involves the CRIGO or Executive Vice President and above (including Directors), the investigation will come under the supervision of the Risk Management Committee Chairman.
- iii. All information, documents, records and reports relating to the investigation of the alleged improper conduct shall be maintained and kept securely by IGU to ensure confidentiality.

- iv. A report with the CRIGO's recommendation(s) will be presented to Risk Management Committee, who will review the report and decide on any appropriate action to be taken. Where the whistleblower's disclosure involves the CRIGO or Executive Vice President and above (including Directors), the report will include the recommendation(s) of the Risk Management Committee, for presentation to the Board of Directors who will review the report and decide on any appropriate action to be taken.
- v. Where the disclosure involves the Risk Management Committee Chairman, then the case will be referred to the Senior Independent Director (SID) for guidance and direction. In situation where the Chairman of RMC and SID is the same person, then the matter will be referred to the Chairman of the Board to determine the next course of action. The Board of Directors will review the report and decide on any appropriate action to be taken.

13. Reporting of Outcome

- i. Subject to legal constraints, the Whistleblower and the alleged wrongdoer will be notified of the outcome of the investigation.
- ii. IGU, under the supervision of the CRIGO, will furnish a quarterly, half-yearly and year-end report to the Risk Management Committee on the number and nature of cases reported by whistleblower(s). The Risk Management Committee will review the report and submit a summary report to the Board of Directors for their information and/or action, where applicable. The report then will be extended to the Agency Integrity Management Division ("AIMD") of the Malaysian Anti-Corruption Commission twice a year or any other relevant local authority (if any) in compliance with the requirement outlined by the authority.

14. Timeframe

- i. Concerns will be investigated as quickly as possible. It should also be considered that it may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. It should also be kept in mind that the seriousness and complexity of any complaint may have an impact upon the time taken to investigate a matter.

15. Protection of Whistleblower

- i. Upon making a disclosure in good faith, based on the Whistleblower's reasonable belief, the Whistleblower's identity will be accorded with protection of strict confidentiality unless otherwise required by law or for purposes of any actions by or against the Group.
- ii. The Whistleblower will be protected from "Detrimental Treatment" within the Group as a consequence of his / her disclosure. The Group will not tolerate such detrimental treatment when concerns are raised in good faith. Such protection is accorded even if the investigation later reveals that the Whistleblower is mistaken as to the facts.
- iii. It is to be noted that any person who has not acted in good faith shall not be entitled to any protection under this Policy. If allegations are proven to be malicious or founded on bad faith, any protection provided may be revoked and parties responsible may be subject to appropriate action, including but not limited to legal action, where applicable.
- iv. Where such "detrimental treatment" takes place, the whistleblower may report it to the IGU, and the appropriate actions may be taken against the relevant individuals.
- v. For purposes of this policy, "detrimental treatment" includes but is not limited to:
 - a) any action causing injury, loss or damage to the whistleblower;
 - b) any action of intimidation and harassment against the whistleblower;
 - c) any direct or indirect retaliation or attempted retaliation, discrimination or victimization;
 - d) interference with the lawful employment or livelihood of the whistleblower, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to the whistleblower's employment, career, profession, trade or business or the taking of disciplinary action; and
 - e) a threat to take any of the actions stated above.
- vi. At any time, the IGU or anyone who is responsible or involved in receiving or investigating the whistleblower's report is not obliged to reveal the identity of the whistleblower, informer or any person related to the investigation or information

APPLICABLE ONLY TO SINGAPORE, JAPAN & AUSTRALIA

disclosed, to the Directors or management of the Group under any circumstances, unless required by the law to do so.

16. Safekeeping of Records

- i. All reports, its supporting evidence, findings of investigations and monitoring of corrective actions shall be centralized, logged and monitored by the IGU under the supervision of CRIGO.
- 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.

17. Circulation and Review

- i. This Policy will be circulated to all employees of the Group.
- ii. This Policy will be reviewed regularly by the IGU. Any revisions, amendments to this policy will be communicated to all employees of the Group.

This policy has been approved by the Board of Directors on 13 November 2019.

WHISTLEBLOWING METHOD

1) Via Letter

- i. If a report is made by way of letter, it should be sealed properly and marked “**(STRICTLY CONFIDENTIAL - TO BE OPENED BY THE ADDRESSEE ONLY)**” on the envelope to ensure that no one else except the addressee as stated on the envelope opens it.

<p><u>(STRICTLY CONFIDENTIAL - TO BE OPENED BY THE ADDRESSEE ONLY)</u></p> <p>S P Setia Bhd Corporate HQ No 12, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170, Shah Alam, Selangor, Malaysia</p> <p>Attention: <u>Integrity & Governance Unit</u></p>	<p>Stamp</p>
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2) Via e-Form

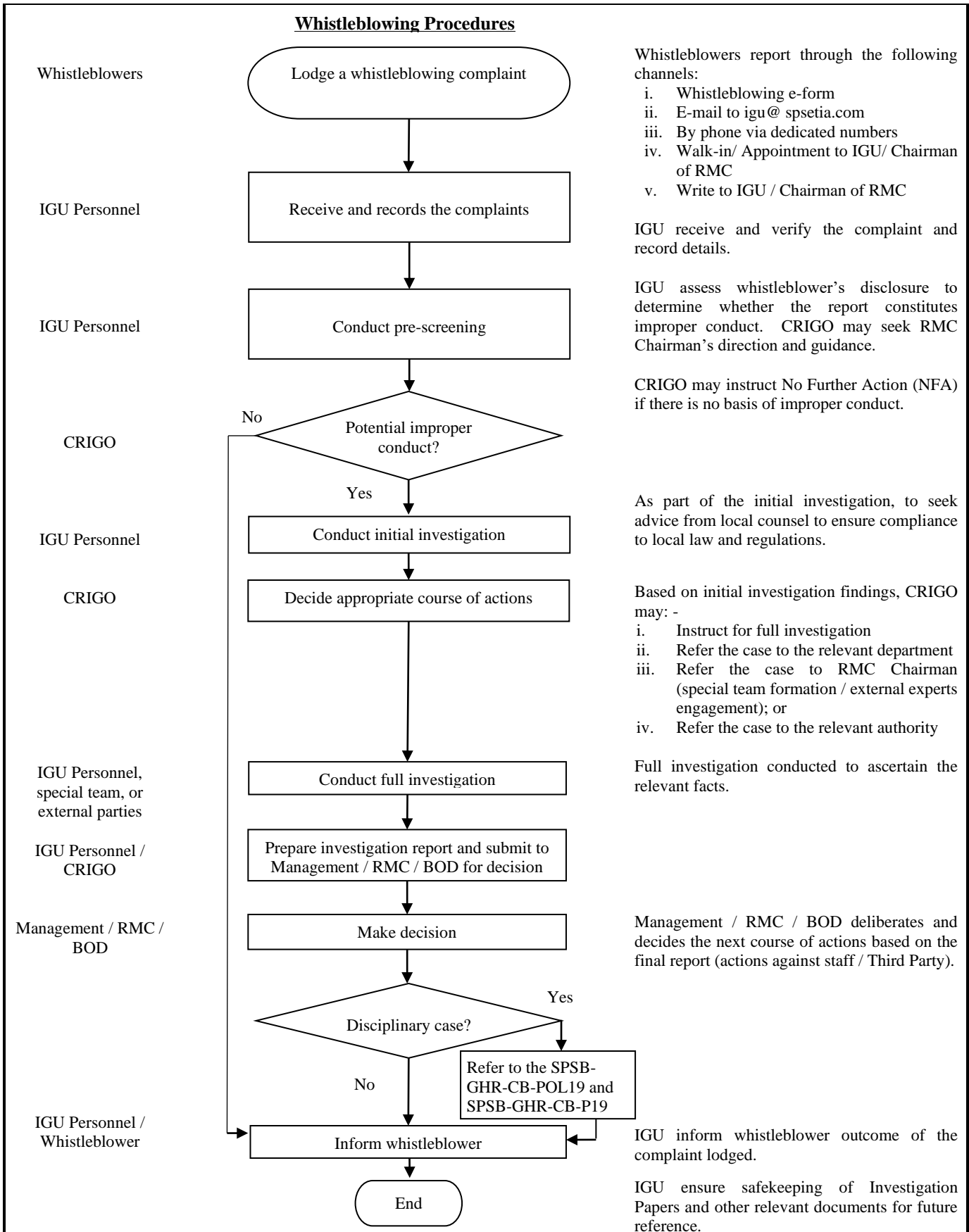
SAMPLE OF e-FORM:

CONFIDENTIAL

REFERENCE NUMBER: _____

A.	PERSONAL PARTICULARS OF WHISTLEBLOWER		
1	Name:		
2	I/c No. / Staff No.:		
3	Correspondence Address:		
4	Telephone No.:	Home:	Office:
			Mobile:
5	Email Address:		
6	Designation / Occupation:		
7	Preferred method of communication:	<input type="checkbox"/> Mail	<input type="checkbox"/> Email <input type="checkbox"/> Telephone
B.	INFORMATION OF EMPLOYEE(S) INVOLVED IN IMPROPER CONDUCT		
	Individual 1		
1	Name of employee:		
	Designation / position of said employee in S P Setia or subsidiary / JV company:		
	How do you know this S P Setia employee?		
	Individual 2		
2	Name of employee:		
	Designation / position of said employee in S P Setia or subsidiary / JV company:		
	How do you know this S P Setia employee?		
	Individual 3		
3	Name of employee:		
	Designation / position of said employee in S P Setia or subsidiary / JV company:		
	How do you know this S P Setia employee?		

C. DETAILS OF IMPROPER CONDUCT				
Date:				
Time:				
Place:				
Details of Improper Conduct:				
Details of Witnesses (if any):				
*Please submit supporting documents if available.				
*Please attach additional sheets if necessary.				
Have you lodged a complaint on this matter to another person / department/ authority before?			(cross X where applicable)	
			YES:	NO:
If YES, please indicate the person / department/ authority that the report was lodged: (cross X where applicable)				
Date report was made:				
Status of report made:				
D. DECLARATION				
1	I declare that all information provided in this form is true, correct and complete to the best of my knowledge, information and belief.			
2	I hereby agree that the information provided herein to be used and processed for investigation purposes and further agree that the information provided herein may be forwarded to another department/ authority/ enforcement agency for purposes of investigation.			
Signature:				
Name:				
Date:				
For Office Use Only:				
Record No.:				
Officer receiving this report:				
Date:				





ANNEXURE

Australian Whistleblowing Annexure S P Setia Berhad

1 Introduction

- 1.1 At S P Setia Berhad (**S P Setia**), many channels exist for asking questions, presenting ideas and raising compliance concerns, including concerns about violation of applicable laws, regulations, internationally recognised ethical standards or S P Setia 's policies and procedures.
- 1.2 Those channels are described in the following materials ("**Global Policies**"):
- (1) Anti-Bribery and Corruption policy;
 - (2) Gifts and Hospitality policy;
 - (3) Donations and Sponsorships policy;
 - (4) Whistleblowing policy;
 - (5) Code of Conduct and Business Ethics; and
 - (6) Third-Party Engagement policy, its appendices (Checklist, Questionnaire and Red Flag Checklist), and a process summary document.
- 1.3 In Australia, local Whistleblower Protection Laws contain provisions which:
- (1) protect people who make certain types of disclosures ("**whistleblowers**"); and
 - (2) require companies to have whistleblower policies containing certain information.
- 1.4 The purpose of this annexure is to comply with our legislative obligations to provide information about the protections available to whistleblowers, including the protections under the Whistleblower Protection Laws. To the extent that it is inconsistent with any application of S P Setia policies or procedures in Australia, including those listed in 1.2 above, annexure takes precedence.

2 This annexure does not apply to personal work-related grievances

This annexure should not be used for complaints relating to personal work-related grievances arising from your employment or engagement. Personal work-related grievances can be raised in accordance with with group human resource policies and standard operating procedures.

3 Who does this annexure apply to?

- 3.1 This annexure applies to S P Setia's operations in Australia, including officers, employees, associates and External Parties. This annexure also applies even where the disclosure relates to Improper Conduct of S P Setia's operations outside Australia, as long as the discloser is an Eligible Whistleblower (as defined in Clause 4.1(f)) reporting to one of the eligible recipients mentioned in Clause 5.1.
- 3.2 S P Setia may amend this annexure at any time in its sole discretion.

4 Interpretation

4.1 In this annexure, where the context requires, the following terms are used:

- (1) **AFP** means the Australian Federal Police;
- (2) **ASIC** means Australian Securities and Investment Commission;
- (3) **associate** means a director or company secretary of the Group, as well as a person who is acting, or proposing to act, in concert in relation to Group's affairs (including but not limited to our joint venture partners);
- (4) **APRA** means Australian Prudential Regulation Authority;
- (5) **BAS** means Business Activity Statements;
- (6) **Corporations Act** means the *Corporations Act 2001* (Cth);
- (7) **Eligible Whistleblower** means current officers, employees, associates and External Parties of the Group's operations in Australia;
- (8) **External Parties** of the Group's operations in Australia means:
 - (a) former employees, officers and associates;
 - (b) relatives and dependants of our current and former employees, officers and associates;
 - (c) current and former contractors, suppliers, agents, and their employees; and
 - (d) relatives and dependants of current and former contractors, suppliers, agents and their employees.
- (9) **Group** means Setia St Kilda (Melbourne) Pty Ltd, Setia A'Beckett (Melbourne) Pty Ltd, Setia (Melbourne) Development Company Pty Ltd, Setia Carnegie Pty Ltd and its related body corporates.
- (10) **IGU** means Function of Integrity and Governance Unit. Functions of the IGU are described in section 3 of the S P Setia's Whistleblowing policy.
- (11) **Improper Conduct** means the following conduct, which may not necessarily be unlawful:
 - (a) misconduct or an improper state of affairs or circumstances, in relation to the Group;
 - (b) where the Group or any of its officers or employees have engaged in conduct that constitutes a breach of the Corporations Act and other laws administered by ASIC and APRA (*ASIC Act 2001; Banking Act 1959; Financial Sector (Collection of Data) Act 2001; Insurance Act 1973; Life Insurance Act 1995; National Consumer Credit Protection Act 2009; Superannuation Industry (Supervision) Act 1993*; or any instrument made under those Acts);
 - (c) where the Group or any of its officers or employees have engaged in conduct that breaches any other Commonwealth laws of Australia, that is punishable by 12 months or more imprisonment;

- (d) where the Group or any of its officers or employees) have engaged in conduct that represents a danger to the public or to the financial system;
 - (e) misconduct or an improper state of affairs or circumstances, in relation to the tax affairs of the Group; and
 - (f) any attempt to conceal or delay disclosure of any of the above conduct.
- (12) **officer** is defined in the Corporations Act, , and relevantly means:
- (a) a director¹ or secretary of the corporation; or
 - (b) a person: (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the corporation; or (ii) who has the capacity to affect significantly the corporation's financial standing.
- (13) **protected disclosure** means a disclosure protected by the Whistleblower Protection Laws (and includes a public interest disclosure and an emergency disclosure as defined in the *Corporations Act*);
- (14) **related body corporate** is defined in section 50 of the Corporations Act, indicating that where a body corporate is (i) a holding company of another body corporate; or (ii) a subsidiary of another body corporate; or (iii) a subsidiary of a holding company of another body corporate, the first-mentioned body and the other body are related to each other;
- (15) **RMC** means Risk Management Committee of S P Setia Berhad;
- (16) **senior manager** is defined in the Corporations Act, and relevantly means a person (other than a director or company secretary) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Group; or has the capacity to affect significantly the Group's financial standing;
- (17) **tax affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner of Taxation;
- (18) **us** or **we** refers to the Group;
- (19) **Whistleblower Protection Laws** includes the Corporations Act and *Taxation Administration Act 1953 (Cth)*; and
- (20) **you** refers to individuals to whom this annexure applies.

5 Making Disclosures

How can I make a disclosure to an eligible recipient?

- 5.1 You can make a disclosure to an eligible recipient through any of the following channels contained in section 8 of S P Setia's Whistleblowing policy:

¹ Director of a company or other body means: (a) a person who: (i) is appointed to the position of a director; or (ii) is appointed to the position of an alternate director and is acting in that capacity; regardless of the name that is given to their position; and (b) unless the contrary intention appears, a person who is not validly appointed as a director if: (i) they act in the position of a director; or (ii) the directors of the company or body are accustomed to act in accordance with the person's instructions or wishes. Subparagraph (b)(ii) does not apply merely because the directors act on advice given by the person in the proper performance of functions attaching to the person's professional capacity, or the person's business relationship with the directors or the company or body.

- (1) Whistleblowing e-form, contained in S P Setia's Whistleblowing policy. Note that in Australia anonymous disclosures are allowed (see section 5.7 below), which means that you do not have to provide your name when filling the Whistleblowing e-form if you want to remain anonymous.
 - (2) E-mail to igu@spsetia.com (to be received and opened by authorised personnel only);
 - (3) By phone via dedicated no at +603 334 82719;
 - (4) Walk-in / appointment to IGU / Risk Management Committee Chairman; or
 - (5) Write to Chairman of RMC / IGU, S P Setia.
- 5.2 In addition to the above, you may also make a disclosure to an auditor or a member of an audit team conducting an audit of the Group; an actuary of the Group; officer or senior manager of the Group; ASIC or APRA.
- 5.3 Where the disclosure relates to the Group's tax affairs, then in addition to the parties referred to in 5.1 above you may make the disclosure to:
- (1) a director, company secretary, or senior manager of the Group;
 - (2) any other employee or officer who has functions or duties relating to the tax affairs of the Group;
 - (3) a registered tax agent or BAS agent providing tax agent or BAS services to the Group; and
 - (4) the Australian Commissioner of Taxation.
- 5.4 A relative or another person can make a protected disclosure on your behalf. The victimisation protections apply regardless of who communicates the disclosure.
- 5.5 **The requirement of "good faith" in the Global Policies does not apply to disclosures under this Australian Whistleblowing Annexure. Disclosures under this Annexure attract the Protections referred to in section 6 if the discloser has reasonable grounds to suspect that the disclosure concerns misconduct, or an improper state of affairs or circumstances, in relation to the Group.**
- 5.6 The Corporations Act enables a public interest disclosure or an emergency disclosure to a journalist or a member of parliament in certain limited circumstances. We recommend you seek independent legal advice (at your own cost) before reporting any concern to an external regulatory body, a journalist or a member of parliament.

Can I make the disclosure anonymously?"

- 5.7 You can make a disclosure anonymously.

6 Protections

- 6.1 Certain information about these protections is contained in the documents and material referred to in 1.2 above, and in particular:
- (1) S P Setia's Code of Conduct and Business Ethics (see: section 12, item 12.1.3; section 14, items 14.1 and 14.2), which states that whistleblowing reports can be

made without fear of retaliation, and that S P Setia will take appropriate action against anyone engaging in retaliatory conduct;

- (2) S P Setia's Whistleblowing policy (see: section 15), which states that the Whistleblower will be protected from Detrimental Treatment as a consequence of his or her disclosure; and
- (3) S P Setia's Anti Bribery and Corruption policy (see: section 17), which indicates that those reporting bribery are protected from retaliation, victimisation and other adverse treatment.

6.2 External Parties are not covered by those documents.

Confidentiality

6.3 The identity of a person who makes a protected disclosure (or information that is likely to lead to that person being identified) must be kept confidential, except in the following circumstances:

- (1) the person consents to this information being disclosed;
- (2) where we need to disclose this information to obtain confidential legal advice or representation;
- (3) where it is reasonably necessary to pass on the information for the purposes of investigating the disclosure, in which case, reasonable steps will be taken to protect the identity of the whistleblower;
- (4) where the disclosure is to ASIC, APRA, or a member of the AFP;
- (5) where we need to disclose the information to prevent a serious and imminent threat to life, health or property (e.g. if it is made by ASIC, APRA or the AFP, to a Commonwealth, State or Territory authority, for the purpose of assisting the authority in the performance of its functions or duties); or
- (6) it is made to a person or body prescribed by regulations.

Victimisation is prohibited

6.4 Victimisation is defined in the Whistleblower Protection Laws as conduct that:

- (1) causes any detriment to another person (even if unintentionally); or
- (2) constitutes the making of a threat to cause any such detriment to another person,

where the reason (or part of the reason) for that conduct is a belief or suspicion that the other person (or any other person) made, may have made, proposes to make, or could make a protected disclosure.

6.5 In addition to the type of conduct defined in section 15 (item v) of S P Setia's Whistleblowing policy, under the Whistleblower Protection Laws detriment also includes but is not limited to:

- (1) harming or injuring a person, including causing psychological harm; or
- (2) damaging a person's property, reputation, business or financial position or causing any other damage to a person.

Protections under the Whistleblower Protection Laws

- 6.6 The Whistleblower Protection Laws provide:
- (1) that a person who makes a protected disclosure will not be liable for making a protected disclosure;
 - (2) no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the person on the basis of the protected disclosure;
 - (3) the person may be subject to civil, criminal or administrative liability for conduct that is revealed by the protected disclosure; and
 - (4) External Parties have the benefit of these protections.
- 6.7 If the protected disclosure is made to ASIC, APRA or the Commissioner of Taxation (see 5.2 and 5.3(4)), or is a public interest disclosure or emergency disclosure as permitted under the Corporations Act (see 5.6), the information is not admissible in evidence against the person in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information.

7 How S P Setia supports and protects people who raise concerns

- 7.1 For our employees, this information is contained in the documents referred to in paragraph 1.2 and in particular S P Setia's Code of Conduct and Business Ethics (see: section 12, item 12.1.3; section 14, items 14.1 and 14.2), which indicates that whistleblowing reports can be made without fear of retaliation, and that S P Setia will take appropriate action against anyone engaging in retaliatory conduct.
- 7.2 We will comply with the requirements of the Whistleblowing Protection Laws, including:
- (1) keeping the identity of a discloser confidential; and
 - (2) ensuring the discloser does not suffer from detriment for making a disclosure. We may explore options such as taking leave, relocation to another area of business or a secondment arrangement while the disclosure is being investigated.
- 7.3 For External Parties who make protected disclosures we support and protect you by complying with the requirements of the Whistleblowing Protection Laws.

8 How will we investigate a disclosure?

- 8.1 For disclosures from our employees or External Parties including protected disclosures this is set out in S P Setia's Whistleblowing policy (see: sections 10 to 15 and diagram titled "*Whistleblowing Procedure*").
- 8.2 The objective of an investigation is to determine whether there is evidence which substantiates the Improper Conduct raised in the disclosure.

9 How do we ensure fair treatment of employees mentioned in a disclosure?

- 9.1 Investigation processes will be fair and objective, and to the extent possible, investigation reports will maintain the privacy of employees who are mentioned in a disclosure. Persons who are mentioned in the disclosure or to whom the disclosure relates, will be given an

opportunity to respond (where appropriate and subject to our requirements to maintain confidentiality).

10 How this annexure will be made available

- 10.1 This annexure will be circulated to all employees and officers of the Group, and is located on the Group's intranet. The annexure can also be provided upon request to IGU.
- 10.2 If you have any questions about this annexure, please contact the IGU.