



# WHISTLEBLOWING POLICY

UZMA BERHAD

[Registration No. 200701011861 (769866-V)]

[Incorporated in Malaysia]

## UZMA BERHAD AND GROUP OF SUBSIDIARIES

### WHISTLEBLOWING POLICIES AND PROCEDURES

#### 1. Introduction

This Whistleblowing Policy (“**Policy**”) is established by Board of Directors (“**Board**”) of Uzma Berhad (“**Uzma**” or the “**Company**”) to facilitate the Group in achieving its aim to prevent bribery and uphold the highest level of business ethics in relation to the businesses and operations of Uzma and its subsidiaries (“**Uzma Group**” or “**the Group**”).

This Policy is applicable to the Group’s Directors, Employees, its stakeholders, and the general public. This Policy shall be applicable to all countries in which the Group has business activities.

#### 2. What can be Reported?

All stakeholders, including employees, distributors, the public, etc., are encouraged to disclose any information or raise a genuine concern about serious wrongdoings, misconduct, illegal acts, or unethical business conduct including but not limited to fraud, corruption, financial malpractice, forgery or alteration of any document or account, misappropriation of funds, securities, suppliers or other asset, impropriety in the handling or reporting of money or financial transactions, dishonesty, criminal activities, personal misconduct, abuse of power and position for personal gain, and serious breach of the Group’s internal policies, procedures, or applicable codes (e.g. code of ethics) (generally summarised as the “**Wrongdoing**”) in relation to Uzma Group’s businesses or activities.

This Policy does not cover complaints or grievances relating to employment or other business within the Group, which shall be dealt with in accordance with other existing procedures of the Group, unless they involve Wrongdoing.

This Policy excludes grievances, complaints or concerns about:

- general complaints about the Group’s products or services;
- matters which are trivial or frivolous or malicious or vexatious in nature or motivated by personal agenda or ill will; and
- matters pending or determined through any tribunal or authority or court, arbitration, or other similar proceedings.

A Wrongdoing may occur in the course of Uzma Group’s business or affairs or at any workplace. For example, on Uzma Group’s premises, at an event organised by Uzma Group, or during a conference attended by Uzma Group’s employees in the course of his/her work.

If a person is unsure whether a particular act or omission constitutes a Wrongdoing under this Policy, he/she is encouraged to seek advice or guidance, if he/she is a Uzma Group personnel, from the immediate superior or a representative of People Department or the Legal Department; or if he/she is an external stakeholder of the Group, his/her liaison within the Group.

#### 3. Guiding Principles for This Policy

In relation to this Policy, Uzma will abide by the following guiding principles: -

- (a) Employees who come across any unlawful or unethical situation, or any violation or suspected violations of applicable laws, regulations, and Uzma Group's policies and procedures, including relevant code of ethics documents, shall raise their concerns.
- (b) all reports made via this Policy ("**Disclosures**") shall be handled discreetly, promptly, thoroughly, and in strictest confidence in accordance with applicable laws and regulations.
- (c) the person who makes a Disclosure ("**Whistleblower**") shall be protected from reprisal by Uzma Group or its personnel as a direct consequence of making a Disclosure; and
- (d) the Whistleblower and the alleged wrongdoer shall be treated fairly and be given an opportunity to be heard.

#### **4. How to Report**

- (a) A person who, in good faith, reasonably believes or suspects a Wrongdoing is taking place, has taken place, or may take place in the future, shall report as soon as he/she has established reasonable grounds for believing or suspecting so, together with the relevant information or document.

A Whistleblower is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a Disclosure.

- (b) Anonymous whistleblowing is not prohibited. Nevertheless, the extent to which a Disclosure can be investigated may be limited to the information provided.
- (c) All Disclosures, whether in writing, or via email, should be directed to the Audit Committee Chairman at [whistleblowing@uzmagroup.com](mailto:whistleblowing@uzmagroup.com). A Disclosure shall, where possible, include the following particulars:
  - i. the Whistleblower's name, whether he/she is an Employee of Uzma Group or the organisation he/ she belongs with;
  - ii. the basis or reasons for his/her concerns, including as many details as reasonably possible, in relation to the Wrongdoing;
  - iii. particulars of witnesses, if any; and
  - iv. particulars of documentary information or evidences, if any.

#### **5. Actions to be taken by Uzma Group or its personnel in relation to Disclosures**

- (a) The respective person who receive the Disclosure as above shall:
  - i. if the Disclosure is made verbally, document the verbal disclosure in writing and obtain the Whistleblower's confirmation of the written statements within five (5) business days;
  - ii. screen and assess the Disclosure received to determine whether it is related to a Wrongdoing reportable under this Policy or excluded from the scope of this Policy within seven (7) business days of receipt;
  - iii. consider the next course of actions which may include, but are not limited to, the following, where appropriate:
    - rejecting of the Disclosure if it is not related to Wrongdoing as defined by this Policy;
    - directing the Disclosure or part thereof for consideration under other internal procedures;

- resolution without further investigation if it is minor and can be addressed promptly;
  - directing investigations relating to the Disclosure and/or the related persons;
  - suspending the alleged wrongdoer or any other implicated persons from work to facilitate the fact-finding or to avoid any employees' exposure to a threat or harm;
  - designating any persons to conduct investigation or to carry out any other necessary process;
  - engaging independent third parties to assist in the handling of the Disclosure; and
  - referring to the appropriate authority.
- (b) All Disclosures as above shall be notified to the Audit Committee.
- (c) As a general principle, personnel involved in the Disclosure handling process, including investigations and deliberations, shall be objective and independent from those involved in the alleged Wrongdoing.
- (d) The Audit Committee shall review the findings and recommendations from the investigation and make a final decision on the necessary actions to be taken.
- (e) If the allegations are substantiated, appropriate actions shall be taken, including but not limited to disciplinary action, legal proceedings, or referral to external authorities.
- (f) Management action plans may be developed to address any internal control weaknesses that contributed to the Wrongdoing.
- (g) All records of Disclosures, investigations, and resolutions shall be securely maintained to ensure confidentiality and compliance with legal requirements.

## **6. Being Informed and Having the Opportunity to Be Heard**

- a) A Whistleblower may be informed of the status of his/her Disclosure, including the outcome of the deliberation, as far as reasonably practicable and without compromising the confidentiality and integrity of the investigation.
- b) The alleged wrongdoer, which may include the Whistleblower in the event the Whistleblower is implicated or discovered to be involved in the alleged wrongdoing, may be asked to attend a meeting to discuss the allegations and he/she shall take all reasonable steps to attend the meeting. He/she shall be given an opportunity to answer the allegation.
- c) If an investigation is conducted on a Whistleblower who is implicated or discovered to be involved in the allegation, it shall not be treated as a reprisal against the Whistleblower but a facilitation of fact-finding and decision making.

## **7. Confidentiality and Protection from Reprisal**

- (a) All Disclosures received will be treated strictly as confidential, unless otherwise required by law or for purpose of any legal proceedings.
- (b) The Whistleblower's identity shall be protected, unless otherwise required by law.
- (c) The Disclosure, the Whistleblower's identity, and details of work associated with the Disclosure shall only be revealed to persons involved in the investigation and related proceedings on a "need-to-know" basis.

- (d) A Whistleblower will be protected from reprisal by Uzma Group or its personnel as a direct consequence of the Disclosure.

A reprisal includes disciplinary actions, termination, demotion, negative evaluation, loss of remuneration and bonus, withholding of promotion, etc. Such reprisal actions, where proven, will be treated as serious gross misconduct.

## 8. Reporting of Disclosures to the Board

- (a) All the Disclosures as above, the Audit Committee shall be updated on the following, on a quarterly basis:
- i. the number of Disclosures made during the quarter and any ongoing, unresolved Disclosures.
  - ii. the types of Disclosures: Categorization of the Disclosures by type (e.g., fraud, corruption, malpractice).
  - iii. statuses of the Disclosures: Current status of each Disclosure, including those under investigation, resolved, or pending.
  - iv. summary of handling process and resolution of each Disclosure;
  - v. whether allegations relating to the Disclosures were founded, with due consideration to the confidentiality of the Whistleblowers' identified; and
  - vi. any management action plans implemented to address and rectify internal control weaknesses that lead to the Wrongdoing.
- (b) All the Disclosures as above, the Audit Committee shall be promptly informed about the handling process and shall oversee the management of these Disclosures, ensuring no involvement of conflicted persons. The update should include:
- i. **Initial Assessment:** Results of the initial assessment of the Disclosure.
  - ii. **Investigation Progress:** Status and progress of the ongoing investigation.
  - iii. **Recommendations:** Preliminary recommendations for action based on initial findings.
- (c) The Board shall be updated on a summary of all Disclosures on a quarterly basis.

## 9. Review of This Policy

This Policy shall be reviewed by the Audit Committee periodically or at least once in three years.

This Policy is reviewed and approved by the Board of Uzma on 26 August 2024.