



**PT PERKEBUNAN NUSANTARA III  
(197201001069)**

**WHISTLEBLOWING POLICY**

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## **(I) INTRODUCTION**

1. Whistleblowing involves a person i.e. the whistleblower raising serious concerns about risks of wrongful activities or reporting a wrongdoing.
2. This whistleblowing policy (hereinafter referred to as "this Policy") is intended to enable employees and other persons to make disclosures about wrongdoings at any time to a designated person in THP without fear of reprisal so that problems can be identified and resolved quickly within THP.

This Policy is to also ensure people exercise their right (to make a disclosure) responsibly and sensibly when suspecting something amiss.

3. The development of this Policy is guided by the following principles:
  - 3.1 THP is committed to the values of transparency, integrity, impartially and accountability in the conduct of its business and affairs.
  - 3.2 THP is better prepared in managing risks and contingencies including how to avoid similar problems in the future or to prevent similar wrongdoing from recurring.
  - 3.3 It provides an alternative route for employees to raise concerns if the usual lines of communication are not available as the complaint relates to his or her immediate supervisor or head of department.
  - 3.4 THP is able to preserve its integrity and stand up to public scrutiny. This in turn enhances and builds credibility with our stakeholders.

4. The purpose and objectives of this Policy are as follows:
  - 4.1 To facilitate the making of a disclosure in a responsible manner by putting into place internal procedures.
  - 4.2 To address a disclosure in an appropriate and timely manner. When disclosure matters are addressed, they may be prioritized according to the nature or gravity of the alleged wrongdoing or reported risks and the magnitude of the repercussions.
  - 4.3 To protect a whistleblower from reprisal as a direct consequence of making a disclosure and to safeguard such person's confidentiality.
  - 4.4 To treat both the whistleblower and the alleged wrongdoer fairly. The whistleblower will be informed of the status of his or her disclosure. The alleged wrongdoer will be informed of the allegations (though not necessarily at the start of the investigations) and given an opportunity to answer the allegations. The identity of the whistleblower will be protected at all times.

## **(II) MONITORING AND REVIEW**

1. In general, all disclosures pursuant to this Policy are to be made to the Prescribed Officer(s) who is an officer of THP designated by the Board of Directors of THP ("the Board") from time to time.
2. The Prescribed Officer(s) is responsible for ensuring compliance with this Policy. The Prescribed Officer(s) will compile all complaints received and will prepare annual reports for the Board. The Board will appraise of disclosure matter which are serious in nature or of grave repercussion.
3. This Policy may be reviewed and amended from time to time, as and when necessary, to ensure its relevance and effectiveness in keeping with THP's changing business environment or administrative or operational needs.

### **(III) PROCEDURES**

This Policy is intended to complement the normal channels of communication and reporting lines within THP. Employees should first consult or raise their concerns with their immediate supervisors or heads of departments, or the Head of Human Resource Department or, where necessary, the Chief Executive Officer/Executive Director of THP ("CEO/ED"). However, if their complaints relate to such persons or if their concerns remains unresolved, this Policy provides a facility for employees to make formal disclosures.

#### **A. WHO CAN DISCLOSE**

1. THP's employees including employees on contract terms, temporary or short-term employees and employees on secondment; and/or
2. Any Other Person engaged by THP to provide services such as consultants, service providers, contractors, vendors, suppliers and including the general public ("Other Persons").

Collectively known as the Whistleblower.

#### **B. WHAT TO DISCLOSE**

1. A disclosure ("Disclosure") may be made if it relates to one or more of the following wrongdoings by any persons in the conduct of THP's business or affairs ("Wrongdoing"):
  - Corruption or fraud.
  - Criminal offence.
  - Misuse of THP's funds or assets.
  - Gross mismanagement within THP.

- Serious financial irregularity or impropriety within THP.
  - Serious breach of the terms and conditions of employment issued from time to time for its employees and Board Members of THP.
  - An act or omission which creates a substantial and specific danger to the lives, health or safety of THP's employees or the public or the environment.
  - Failure to comply with the provisions of the Companies Act 2016.
  - Knowingly directing or advising a person to commit any of the above Wrongdoings.
2. This Policy excludes any issues, complaints or concerns about:
- 2.1 matters which are trivial or frivolous or malicious or vexatious in nature or motivated by personal agenda or ill will;
  - 2.2 matters pending or determined through THP's disciplinary proceedings; and
  - 2.3 matters pending or determined through any tribunal or authority or court, arbitration or other similar proceedings.
3. A wrongdoing could occur in the course of THP's business affairs or at any place, for example, on THP's premises, at all events organized by THP, or during a conference attended by THP's employees.

4. If an employee is unsure whether a particular act or omission constitutes a wrongdoing under this Policy, the employee is encourage seeking advice or guidance from his or her superior or heads of departments, or the Head of Human Resource Department.

### **C. WHEN TO DISCLOSE**

1. A Whistleblower should come forward with any information or document that he or she, in good faith, reasonably believes to disclose a Wrongdoing which is likely to happen, is being committed or has been committed.
2. The Whistleblower needs to demonstrate that he or she has reasonable grounds for the concerns. However, he or she is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If he or she knows as a matter of fact that there are serious risks that a Wrongdoing is going to take place, such genuine concerns should be raised at that early stage.
3. Delaying the Disclosure may be detrimental to the Whistleblower as well as any investigation, and makes it harder for THP to address and resolve the concerns.
4. If a Whistleblower was or is involved in a Wrongdoing, he or she is encouraged to make a disclosure and the voluntary admission will be given due consideration. The protection provided by this Policy may not apply depending on the nature or gravity of the Whistleblower's involvement or the Wrongdoing.

## **D. HOW TO PROCEED**

Generally, all disclosures pursuant to this Policy are to be made to the Prescribed Officer(s) using Whistleblowing Form, as shown in Appendix 1, except in the circumstances specified in item 2.2 below.

The **Prescribed Officer(s)** is currently the **Head of Internal Audit of THP**.

### **1. Initial Disclosure**

- 1.1 A Disclosure can be made in writing or orally.
- 1.2 The Prescribed Officer(s) will commit to writing a Disclosure made verbally and the Whistleblower is to confirm the written statements. As far as reasonably practicable, such Disclosure will be made in a private room within THP's office.
- 1.3 A Disclosure shall include at least the following particulars:
  - (a) If the Whistleblower is an employee of THP, his or her name, designation, current address and contact numbers; or
  - (b) If the Whistleblower is not an employee of THP, his or her name, name of employer and designation, current address and contact numbers;
  - (c) Basis or reasons for his or her concerns including as many details of the Wrongdoing as reasonably possible, for example, its nature, the date, time and place of its occurrence and the identity of the alleged wrongdoer;
  - (d) Particulars of witnesses, if any; and



- (e) Particulars or production of documentary evidence, if any.

1.4 The Whistleblower may be asked to provide further clarifications and information from time to time, for example, if an investigation is conducted.

## **2. Screening**

2.1 The Prescribed Officer(s) will screen and assess the Disclosure to determine whether it is related to a Wrongdoing or excluded from the scope of this Policy, and will prepare general recommendations.

2.2 A Disclosure can be made directly to the CEO/ED in either of the following circumstances:

- (a) Where the Wrongdoing involves the Prescribed Officer(s); or
- (b) Where the Wrongdoing does not involve the Prescribed Officer(s) but the Whistleblower, in good faith, reasonably believes that there will be a cover-up or that the Prescribed Officer(s) is personally conflicted (for example, the Prescribed Officer(s) is a close friend of the alleged wrongdoer); or
- (c) In either circumstance, there will be no referral to a higher authority. The CEO/ED has the authority to make final decisions including but not limited to any of those mentioned under paragraph 3.1 below. The CEO/ED may designate any persons, other than the Prescribed Officer(s), from within or outside THP to conduct any investigation or to carry out any other process pursuant to this Policy (for example, any meeting or an internal audit.)

### **3. Referral To Deciding Authority**

3.1 Following paragraph 2.1 above, the Disclosure together with the general recommendations will be referred by the Prescribed Officer(s) to the CEO/ED who has the authority to make final decisions including but not limited to any of the following:

- Rejection of the Disclosure.
- Directing the concerns or any part thereof for consideration under other internal procedures and other terms and conditions for employment issued from time to time or the disciplinary procedures, if appropriate and applicable.
- Resolution without recourse to an investigation.
- Directing investigations of the Disclosure and any person involved or implicated.
- Suspending the alleged wrongdoer or any other implicated persons from work to facilitate any fact- finding or to avoid any employee's exposure to a threat or harm.
- Designating the Prescribed Officer(s) or any other persons from within or outside THP to conduct any investigation or to carry out any other process pursuant to this Policy ( for example, any meeting or an internal audit).
- Obtaining any other assistance (for example, external auditors or legal advice).
- Referral to the police or any other appropriate enforcement authority.

- 3.2 If the Disclosure involves the CEO/ED, following paragraph 2.1 above, the Disclosure will be referred directly to the Chairman of THP who will then be responsible for the investigation and recommendation to the Board. The Chairman of THP may refer the Disclosure to the Chairman of the Audit Committee if the Wrongdoing comes within the purview of the Audit Committee (for example, the Wrongdoing is financial in nature e.g. fraud). In the latter event, the Chairman of the Audit Committee is responsible for the investigation and recommendation to the Board. In either case, the Board has the authority to make final decision for the removal of the CEO/ED.
- 3.3 If the Disclosure involves a Board Member of THP (except the Chairman of the Board), following paragraph 2.1 above, the Disclosure will be referred directly to the Chairman of the Board who will then be responsible for the investigation and recommendation to the Board. A Disclosure involving the Chairman of the Board is to be referred to the Chairman of the Audit Committee who will then be responsible for the investigation and recommendation to the Board. In either case, the Board has the authority to make final decision for the removal of the Chairman/Board member of THP concerned.

#### **4. Being Informed, Opportunity To Be Heard**

- 4.1 The Whistleblower will be informed of the status of his or her Disclosure matter as far as reasonably practicable.
- 4.2 The Whistleblower and the alleged wrongdoer are expected to give his or her full cooperation in any investigation or any other process carried out pursuant to this Policy.

- 4.3 The alleged Wrongdoer may be asked to attend a meeting to discuss the allegations (hereinafter referred to as "the Meeting") and must take all reasonable steps to attend the Meeting. He or she will be given an opportunity to answer the allegations at the Meeting, and his or her answers will be recorded in the minutes of the Meeting. The Meeting may be adjourned for THP to get any advice or make any further investigation. The Meeting may not necessarily be held within the early stages of an investigation.
- 4.4 In the event the Whistleblower is implicated or discovered to be or have been involved in any Wrongdoing, he or she may also be investigated so as to complete the fact-finding process. An investigation is not and shall not be treated as a reprisal against the Whistleblower. It is to facilitate decision making. The Whistleblower may then be asked to attend a meeting to discuss the allegations and must take all responsible steps to attend the meeting. He or she will be given an opportunity to answer the allegations at that meeting, and his or her answers will be recorded in the minutes of that meeting. The Meeting may be adjourned for THP to get any advice or make any further investigation.
- 4.5 The Whistleblower and, if applicable, the alleged wrongdoer will be notified in writing of the decision on the Wrongdoing (e.g. the wrongdoing occurred or not; the alleged wrongdoer is guilty or not) and the basis thereof.

## **5. Consequence of Wrongdoing Or Wrongful Disclosure**

If an employee of THP has, or is found to have:

- a) committed a Wrongdoing;
- b) taken serious risks which would likely cause a Wrongdoing to be committed;
- c) made a disclosure not in accordance with the requirements of this Policy (for example, dishonest, mischievous or malicious complaints); or
- d) participated or assisted in any process pursuant to this Policy otherwise than in good faith,

the corrective actions to be taken against that employee will be determined by the CEO/ED or, if so delegated by the CEO/ED, the Management, which may include disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services with THP or monetary or other form of punishment.

## **E. PROTECTION**

1. Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to this Policy:
  - 1.1 the Whistleblower will be protected from a reprisal within THP as a direct consequence of his or her disclosure; and
  - 1.2 the Whistleblower's identity will be protected at all times i.e. kept confidential unless otherwise required by law or for purposes of any proceedings by or against THP.

2. A reprisal includes disciplinary measures, demotion, suspension or termination of employment or services with THP or a threat to do any of these actions.
3.
  - (a) If an employee of THP, in good faith, reasonably believes he or she is being subjected to harassment, victimization or a reprisal as a direct consequence of having made a disclosure under this Policy, he or she ("Complainant") may consult the Prescribed Officer(s) in confidence. Essentially, the complaint will be processed in a similar manner as a whistleblowing disclosure above and is subject to similar requirements.
  - (b) The Wrongdoing being addressed in this instance is the retaliatory conduct or action complained of.
  - (c)
    - (i) if an employee of THP is found guilty of the Wrongdoing i.e. harassment, victimization or reprisal complained of; or
    - (ii) if the complaint was made by the Complainant otherwise than in good faith and based on reasonable grounds,  
  
the CEO/ED or, if so delegated by the CEO/ED, the Management will determine the action to be taken against the employee which may include disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services with THP or monetary or other form of punishment.
  - (d) Any aspects and elements relating to employee protection and employer-employee rights, benefits and obligations do not apply to Other Persons.
  - (e) Any employees of THP or Other Persons who made, or are discovered to have made, a disclosure otherwise than in good faith and based on reasonable grounds will automatically lose the above protections (where applicable).

**(IV) QUICK CHECKLIST FOR A WOULD-BE WHISTLEBLOWER**

**Do**

- Promptly make a note of concerns and documentary evidence;
- Disclose responsibly and in good faith - think of the consequences before acting; and
- Follow this Policy and consult the appropriate officer.

**Don't**

- Be afraid to raise genuine concerns;
- Accuse any individuals directly; and
- Use this Policy because of ill will or personal agenda.