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**TITLE:**

**WHISTLEBLOWING POLICY**

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TNB Genco ABMS-004

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## 1. Background

In line with the practice of integrity and good corporate governance, TNB Genco wishes to ensure that internal and external parties working with the company have an avenue to raise concerns about potential improprieties in business conduct in a secure and confidential manner.

The whistleblowing policy and procedure therefore aims to provide a platform and internal mechanism for both TNB Genco Personnel and external parties to report information relating to malpractice, misconduct, illegal activities and omissions that are against the rules of the company, industry regulations and legal requirements which may be committed by TNB Genco Personnel.

## 2. Objective

2.1 The policy aims to:

- a) Encourage and enable persons to report, in good faith or on the basis of a reasonable belief, any attempted, suspected and actual malpractice in relation to the operation and management of TNB Genco, to the CRMD or other appropriate personnel, in confidence and without fear of retaliation;
- b) Notify CRMD of weakness identified in the TNB Genco Anti Bribery Management System (TNB Genco ABMS)
- c) Build and strengthen a culture of transparency and trust both within the organisation and with external stakeholders.

## 3. Scope

3.1 This policy is applicable to:

- a) TNB Genco, the BOD and TNB Genco Personnel along with its Controlled Organisations, their BODs and personnel also the BODs and personnel of Business Associates when they are acting on TNB Genco's behalf.
- b) TNB Genco External providers (suppliers, consultants, contractors etc.)
- c) TNB Genco customers
- d) Other TNB Genco stakeholders

3.2 The whistleblowing policy covers possible and actual malpractice in relation to the operation and management of TNB Genco. Examples include:

- a) Bribery
- b) Fraud
- c) Theft or embezzlement
- d) Conflict of interest
- e) Corruption (abuse of power)
- f) Criminal offences
- g) Failure to comply with the rules, instructions and procedures of TNB Genco
- h) Failure to comply with legal or regulatory obligations
- i) Misuse of TNB Genco property
- j) Miscarriage of justice
- k) Endangering the health and safety of an individual
- l) Endangering the environment
- m) Concealment of any of the above

## 4. References

- a) International Standard ISO 37001:2016 Anti-Bribery Management System (ABMS)
- b) TNB Genco Anti-Bribery Policy
- c) TNB Genco Code of Ethics
- d) TNB Genco Conflicts of Interest policy
- e) TNB Genco Gifts, Hospitality and Related Benefits Policy
- f) TNB Integrity Pact Policy
- g) TNB Genco Whistleblowing Policy
- h) TNB Genco IMS Manual (Genco IMS- HQ – Manual)
- i) TCIMS (TNB Corporate Integrity Management System)
- j) Board Audit and Risk Committee Terms of Reference
- k) Malaysian Anti-Corruption Commission (MACC) Act 2009

## 5. Definitions

The following definitions are included in this policy. For additional definitions, see the TCIMS Glossary.

BARC	TNB Genco Board Audit and Risk Committee
BOD	The Board of Directors of TNB Genco and the Boards of its Controlled Organisations
Bribery	<p>Bribery is defined as any action which would be considered as an offence of giving or receiving ‘gratification’ under the Malaysian Anti-Corruption Commission Act 2009 (MACCA).</p> <p>In practice, this means offering, giving, receiving or soliciting something of value in an attempt to illicitly influence the decisions or actions of a person a position of trust within an organisation.</p> <p>‘Gratification’ is defined in the MACCA to mean the following:</p> <ol style="list-style-type: none"> <li>1. <i>money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;</i></li> <li>2. <i>any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</i></li> <li>3. <i>any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;</i></li> <li>4. <i>any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</i></li> <li>5. <i>any forbearance to demand any money or money’s worth or valuable thing;</i></li> <li>6. <i>any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and</i></li> <li>7. <i>any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).</i></li> </ol>

	Bribery may be 'outbound', where someone acting on behalf of TNB Genco attempts to influence the actions of someone external, such as a Government official or client decision-maker. It may also be 'inbound', where an external party is attempting to influence someone within the TNB Genco such as a senior decision-maker or someone with access to confidential information.
CF	Compliance Function Unit, Compliance & Risk Management Department
Controlled Organisation	An entity where TNB Genco has the decision-making power over the organisation such that it has the right to appoint and remove the management. This would normally be where TNB Genco has the controlling interest (>50% of the voting share ownership), but it could be where there is an agreement in place that TNB Genco has the right to appoint the management, for example a joint venture where TNB Genco has the largest (but still <50%) allocation of the voting shares.
Corporate Gift	Something given from one organisation to another, with the representatives of each organisation giving and accepting the gift. Corporate gifts may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the company's brand. The gifts are given transparently and openly. Corporate gifts normally bear the company name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads, plaques, and festive gifts such as hampers, oranges and dates. <b>See also <i>Personal Gift</i> below.</b>
Corruption	The Transparency International definition is used for the TCIMS: 'The abuse of entrusted power for personal gain.' See the definition for 'bribery', which is the term used primarily in the TCIMS.
CSD	Corporate Services Department, TNB Genco
IO	TNB Genco Integrity Officer
MACC	Malaysian Anti-Corruption Commission
Manager	The person's immediate supervisor.
Personal Gift	Something given from one individual to another, with the intention of creating or enhancing a personal relationship. The gifts are given in a private setting, without the knowledge or approval of the company management of one or both parties. Personal gifts may include cash, cash equivalents such as credit cards, bitcoin or savings accounts, electronic items, watches, luxury pens, property, vehicles, free fares, shares, interest free loans, lottery tickets, travel facilities, entertainment, services, club memberships, any forms of discount or commission, jewellery, decorations, souvenirs, vouchers or any other valuable items. <b>See also <i>Corporate Gift</i> above.</b>
Retaliation	One or more of the following:  1. Interference with the lawful employment or livelihood of a person, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to the

	<p>complainant’s employment, career, profession, trade or business or the taking of disciplinary action.</p> <ol style="list-style-type: none"> <li>2. Withholding of payment that is due and payable under a contract.</li> <li>3. Refusal to enter into a subsequent contract.</li> <li>4. Action causing injury, loss or damage.</li> <li>5. Intimidation or harassment.</li> <li>6. A threat to take any of the actions above.</li> </ol>
Stakeholders	Individuals or groups concerned with, or affected by company policy and practice, including, but not limited to, personnel, customers, government bodies and parties, investors, joint venture partners, communities where TNB has interests, suppliers, contractors
TCIMS	TNB Corporate Integrity Management System
TNB Genco Organization Personnel	All individuals directly contracted to the company and its controlled organisations on an employment basis, including permanent and temporary employees and directors.
TNB Genco Top Management	Managing Director, Chief Operating Officer and Head of Department
TNB Genco	TNB Power Generation Sdn. Bhd. and its Controlled Organisations
TNB ID	TNB Integrity Department
WBIS	Whistleblowing Information System
Whistleblower	A person who discloses information on a person or organization engaged in or suspected of being involved in malpractice.
Whistleblowing	Disclosure by a person, usually company personnel, to those within the company in a position of authority and/or appointed to receive such disclosures, or a Government authority, or the media, of attempted, suspected and actual malpractice.

## 6. Policy owner

CRMD is the owner of this policy.

## 7. Policy

### 7.1 Reporting and Investigation

- a) TNB Genco shall make provision for the reporting of bribery and other forms of misconduct through designated secure channels, available to both internal and external parties.
- b) TNB Genco Personnel may wish to report their concerns to their manager, CSD , union representative or other trusted person in authority. In such a case, where the report can be substantiated or the matter is of a serious nature, the person receiving the information should recommend the discloser lodge a report with the CRMD who will assist them in this matter.
- c) Reports to the CRMD and TNB Integrity Department (TNB ID) may be lodged via the following channels:
  - i. Phone calls to designated number (working hours only) – TNB ID
  - ii. Walk-in to the CRMD (working hours only)
  - iii. Email
  - iv. Whistleblowing Information System (WBIS) - TNB ID

- v. Letter
  - vi. Via external enforcement agency
  - vii. Via appointed designated officer – TNB ID
- d) Reports may be lodged in Bahasa Malaysia (BM) or English. Reports submitted in other languages may be translated by CRMD for processing.
  - e) The company discourages reports from anonymous sources. Disclosers are expected to provide their personal information, including name, contact phone number and/or e-mail to allow for follow up, obtain further information if necessary and keep the discloser informed. Any anonymous reports must be channelled to CRMD. TNB Genco reserves the right to close down anonymous reports without further action being taken.
  - f) All whistleblowing reports received (including WBIS) will be channelled to CRMD for processing and reporting to TNB Integrity department for further investigation
  - g) All concerns raised via the whistleblowing channels shall be assessed, managed and investigated in a fair and proper manner by TNB Integrity Department
  - h) The TNB Integrity Department may decide to close cases which lack material evidence, particularly where the report originates from an anonymous source and further information cannot be obtained.
  - i) If there is sufficient evidence that a corruption incident has occurred and contact details are provided, the discloser may be advised to report the incident directly to the MACC to secure official discloser protection.
  - j) Once sufficient information has been secured through TNB Integrity Department investigation, whereby it shows that a corruption incident has occurred, the matter should be reported to the MACC by TNB Integrity Department. The Organization Domestic Inquiry should be conducted by TNB Integrity Department separately from any MACC investigation.
  - k) TNB Integrity Department shall update the progress of the case from time to time to CRMD.

## **7.2 Protection of anonymity**

- a) The identity of all disclosers shall be protected by all means possible.
- b) Only the following directors and TNB Genco Personnel are authorised to access full details (including information on discloser's identify) of the discloser reports:
  - i. CRMD - CF (Secretariat)
  - ii. TNB Genco Integrity Officer (IO)
  - iii. BARC Chairman
- c) In the event that the report makes reference to any of the above persons, the implicated person shall not have access to the report. In this instance or where otherwise necessary, a third party (for example TNB Integrity Department) will be engaged to handle the issue.
- d) Unless the discloser agrees otherwise in writing, all further reports will exclude personal details of the discloser. If it is necessary to include reference to the discloser, a pseudonym unrelated to the discloser, must be used. E.g. 'Mr X' or 'Ms M'.
- e) Anyone who reveals the identity of a discloser without prior agreement from the discloser will be subjected to disciplinary measures, including, but not limited to, the termination of contract or removal of directorship. The exception is where the information is demanded by a Government enforcement body or similar authority under the conditions of a warrant.

### **7.3 Assurances and protection against retaliation**

- a) The discloser shall receive no retaliation for a report that was provided in good faith, i.e., was not done primarily with malice to damage another person or the organisation. Such protection is accorded even if the investigation later revealed that the whistleblower is mistaken regarding the facts, rules and procedures involved.
- b) Anyone who retaliates against a discloser will be subjected to disciplinary action, which may include termination of employment, demotion, or other legal redress.
- c) A discloser or any person related to, or associated with, the discloser, who fears, or has suffered detrimental action as a result of their whistleblowing action may:
  - i. Report the incident(s) to the IO or BARC Chairman.
  - ii. Request for transfer of employment to another location. The request should be made in writing to the IO or BARC Chairman.
- d) Provided the request is reasonable, the IO or BARC Chairman shall authorise the transfer at the earliest opportunity.

### **7.4 Reports on incidents to internal and external parties**

- a) No personal details of the discloser must be revealed in any report, unless prior written permission is given by the discloser. If it is necessary to include reference to the discloser, a pseudonym unrelated to the discloser must be used. E.g. 'Mr X' or 'Ms M'.
- b) Reports may be provided to the following TNB Genco parties, and must be in hard copy only:
  - i. TNB Genco Top Management
  - ii. Board Audit and Risk Committee (BARC)
  - iii. CRMD -CF (Secretariat)
  - iv. Personnel involved in disciplinary hearing proceedings related to the case
  - v. Any other party agreed with prior written approval by the IO or BARC Chairman
- c) Reports are only to be compiled by CRMD and checked by the IO prior to printing and distribution to ensure no personal details are revealed.
- d) Reports to Government authorities are to be made by CRMD, with the approval by IO . See the *Incidents of corruption with evidence* section below.

### **7.5 Information storage**

- a) All electronically stored information must be password protected with access restricted on a strictly need-to-know basis.
- b) All hard copies must be stored in a secure location with access restricted on a strictly need-to-know basis.
- c) Only the CRMD, IO and BARC Chairman shall have access to information containing the details of the discloser.

### **7.6 False or malicious reports**

The company will take disciplinary action against any discloser who knowingly makes a false report. Disciplinary actions may include termination of employment, demotion, or other legal redress.



### **7.7 Reporting to external bodies**

TNB Genco Personnel should utilise the internal reporting channels established by TNB Genco to lodge reports regarding issues they are concerned about. It would not normally be appropriate for personnel to disclose their concerns to an external party unless they have first followed the procedures of the company to their full extent. However, TNB Genco recognises that on occasion there may be an exceptionally serious issue which warrants reporting to an external body. This disclosure must be made in good faith, not malicious, and not made for the purpose of personal gain.

### **7.8 Obstruction of Investigation**

Any person who obstructs an investigation of a whistleblowing report shall be subject to disciplinary action, which may include termination of employment, demotion, or other legal redress.

### **7.9 Timescales for processing of reports**

TNB Genco shall endeavour to match international standards regarding timescales when processing reports.

### **7.10 Providing updates to the discloser**

Where the contact details of discloser are provided, CRMD shall update the discloser on the progress of the case from time to time.

### **7.11 Incidents of corruption with evidence**

- a) The IO shall decide whether or not to forward reports received to the MACC. Reports which include the items below should be submitted to the MACC:
  - i. Material evidence of an incident of bribery or corruption
  - ii. Specific details of the transaction(s)
  - iii. Names of specific individuals
  - iv. Other information considered substantial by the IO
- b) All reporting to the MACC must be done at the earliest opportunity once the materiality of the case is proven.
- c) The BARC Chairman may also choose to forward unsubstantiated reports to the MACC.

### **7.12 Further information**

Further information, including advice on what to do if faced with a concern or situation which could involve malpractice, can be obtained by contacting CRMD, or from relevant pages on the intranet (for TNB Genco Personnel), or the company website (for external parties).

## **8. Precedence of policy**

With respect to the protection of the identity of the discloser, this Whistleblowing Policy shall take precedence over previous policies, terms of reference and other TNB Genco documentation which would otherwise entitle TNB Genco Personnel and BOD access to this information.

## **9. Sanctions for non-compliance**

TNB Genco takes whistleblowing seriously and will apply sanctions in the event of violations of this policy. For TNB Genco Personnel, non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that TNB Genco's interests have been harmed by the results on non-compliance by individuals and organisations.

## **10. Waiver**

Any deviation or waiver from this policy must be approved either by the MD or BARC .

## **11. Review & Inspection**

- 11.1 CRMD shall present a summary of whistleblowing reports received at TNB Genco Top Management meeting at least once a year.
- 11.2 A summary of whistleblowing incidents and their outcomes will be reported to BARC for notification once a year
- 11.3 CRMD will review the suitability of this policy from time to time.