

AJINOMOTO (MALAYSIA) BERHAD
[Registration No. 196101000252 (4295-W)]
(Incorporated in Malaysia)

WHISTLE BLOWING POLICY & PROCEDURES

1.0 PURPOSE

- 1.1 Ajinomoto (Malaysia) Berhad (**AMB**) requires employees of AMB and its stakeholders involved in the conduct of AMB's business to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.
- 1.2 AMB's commitment to transparency, integrity and accountability is reflected in the Board of Directors' decision to approve the establishment of a Whistleblowing Policy & Procedures (**WPP**).
- 1.3 AMB aims to develop a culture of openness whereby employees of AMB shall practice, honesty and integrity in fulfilling their responsibilities and complying with all applicable laws and regulations, and AMB's policies and procedures.
- 1.4 Hence, it is fundamental that any concerns which employees of AMB or other individuals may have about suspected malpractice which negatively impacts AMB are escalated to the appropriate channel promptly within AMB. It is clearly in AMB's interest to ensure malpractice(s) do not occur.

2.0 SCOPE

- 2.1 This WPP encompasses Employees of AMB and other stakeholders as specified in Section 4.1a.
- 2.2 This WPP makes it clear that a Whistleblower can whistle blow without fear of victimisation, subsequent discrimination or put in a disadvantaged position.
This WPP provides a confidential and secure means to enable a Whistleblower to raise a concern(s) about conduct and/or actions that is contrary to applicable laws, regulations, AMB's policies and procedures that may affect AMB's business activities where ethical and professional behaviour is particularly important.

3.0 DEFINITIONS

3.1 "Employees of AMB"

Ajinomoto (Malaysia) Berhad permanent employees, contract employees, permanent executives, contract executives, managers, expatriate staff and Members of the Board of Directors (**BOD**).

3.2 "Whistleblowing"

The deliberate, voluntary and protected disclosure of individual or organisational malpractice, in good faith, by a Whistleblower who has or had privileged access to data, events or information about an actual, suspected or anticipated concern within or by the organisation that is within its ability to control "**Whistle blow**", and "**Whistle blows**" shall be construed accordingly.

3.3 “Whistleblower”

Employees of AMB or individuals who whistle blows or attempts to whistle blow, whether anonymously or otherwise.

3.4 Appointed Board of Directors’ Representative (AR):

Chairman of the Audit Committee or Chairman of the Nomination Committee.

3.5 Management Committee:

Comprises the Chief Executive Officer / Managing Director (Chairman), Chief Administration Officer, Chief Financial Officer, Chief Production Officer, Chief Research and Development Officer, Chief Sales & Marketing Officer, and Chief Technology & Innovation and Supply Chain Officer.

4.0 PROCEDURES

4.1 WHO CAN WHISTLEBLOW

- a. Any of the following individuals can whistleblow:
 - i. Employees of AMB including, employees on contract terms, temporary or short-term employees and employees on secondment;
 - ii. Board Members and Management;
 - iii. Ex-employees;
 - iv. Financiers;
 - v. Customers;
 - vi. Shareholders; and
 - vii. Vendors for AMB which include agents, contractors, suppliers, advisors, consultants, internal and external auditors.
- b. No employee or Director may use his or her position to prevent an individual from reporting any ongoing and suspected wrongful activities or wrongdoings.

4.2 WHAT TO WHISTLEBLOW

- a. A qualifying disclosure may be made if it relates to one or more of the following wrongful activities or wrongdoings by any employee or service providers or vendors in the conduct of AMB’s business or affairs that is being, has been, or is likely to be, committed:
 - i. Failure to comply with legal obligations;
 - ii. Criminal offence;
 - iii. Criminal breach of trust;
 - iv. Bribery and corruption;
 - v. Unofficial payoffs;
 - vi. Fraud;
 - vii. Collusion and money laundering;
 - viii. Discrimination;
 - ix. Misuse or abuse of AMB’s funds or assets or assets misappropriation;
 - x. Gross mismanagement within AMB;

- xi. Gross negligence;
- xii. Serious financial irregularity or financial fraudulent within AMB;
- xiii. Breach of AMB Group's Standard Operating Procedures;
- xiv. Breach of AMB Group's Financial Authority Limit;
- xv. Bad treatment of a staff/client/customer/supplier;
- xvi. Activities, which otherwise amount to serious improper conduct, including AMB's Code of Conduct;
- xvii. Actions which encroach the health or safety of employees or the public and the environment;
- xviii. Actions which encroach National and public interest;
- xix. Illegal or unlawful conduct or failure to comply with the provisions of Government Laws and Regulations where the wrongdoer, knowingly, disregards or does not comply with such provisions;
- xx. Sexual or any other form of harassment of an employee;
- xxi. Knowingly directing or advising a person to commit any of the above wrongdoings; and
- xxii. Any action which is intended to conceal any of the above.

Note: The above list is not exhaustive and there will be instances where Whistleblower(s) would need to exercise judgement

- b. A Whistleblower will not be expected to prove the truth of an allegation but he or she must be able to demonstrate that there are sufficient grounds to have a reasonable belief that something is wrong, and the report is not for personal gain.

4.3 WHEN TO WHISTLEBLOW

- a. A Whistleblower should immediately come forward with any information that he or she, in good faith, reasonably believes discloses a wrongful activity or wrongdoing is likely to happen, is being committed or has been committed.
- b. 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 wrongful activity or wrongdoing is going to take place, such bona fide concerns should be raised immediately i.e. the Whistleblower is able to show the reasons for concern.

4.4 RAISING CONCERN

- a. The Whistleblower can use any of the following methods or channels to raise their concern, as detailed in Section 4.2a above:
 - i. **Whistleblower Box:**
Through deposit in the '**Whistleblower Box**' located at AMB premises using the 'Whistleblower Report Form' available at the 'Whistleblower Box' or an official letter, sealed in an envelope with the name of the addressee clearly written.
The 'Whistleblower Box' will be opened once a month (at the end of the month, on a working day) by the Chief Executive Officer / Managing Director and his secretary.
The key of the 'Whistleblower Box' shall be kept by the Chief Executive Officer / Managing Director.

The sealed envelope shall be opened by the addressee in the presence of the Chief Executive Officer / Managing Director in order to avoid a situation where the addressee(s) may be in cahoots with the complainant.

Note: If the Whistleblower's concern involves or implicates the Chief Executive Officer / Managing Director, please use BDO Local Hotline, Weblink, QR Code channel in 4.4a ii below.

ii. **Local Hotline, Weblink, QR Code**

(Operated by BDO Governance Advisory Sdn Bhd (BDO Malaysia), the Appointed Representative (AR) by AMB)

a. The Whistleblower may raise his or her concern as referred to in Section 4.2a above to the AR who manages AMB's whistleblowing channels as follows:

A) By dialing the hotline: **+603 2616 7113**. The hotline is available from 9.00 am to 6.00 pm, Monday to Friday except Public Holidays; or

B) Through the weblink ([BDO Ajinomoto EthicsLine](#)) or QR code as below:



iii. **Ajinomoto Group/Global Hotline (operated by headquarters, Ajinomoto Co., Inc.)**

Through web as follows:

URL: <https://ml.helpline.jp/g-hotline/>

ID: Hotline

PW: Ajinomoto

b. The Whistleblower shall include the following information when raising a concern:

- i. Details of allegation;
- ii. Date, time and place of incident;
- iii. Identity of the alleged wrongdoer(s) and any other implicated person(s);
- iv. Particulars of witness(es), if any;
- v. Documentary evidence, if any; and
- vi. Any other relevant information/documents which may be useful to support the alleged wrongdoings.

- c. The Whistleblower is encouraged to provide his or her contact details (i.e. email and/or contact number) when raising a concern to enable the gathering of any additional information/clarifications/documents for the purposes of investigation. The identity of the Whistleblower will be kept confidential by the AR or Chief Executive Officer / Managing Director or addressee in accordance with Section 4.5c, unless specific permission to release such information is given or obtained from the Whistleblower.

4.5 HARASSMENT OR VICTIMISATION

- a. **Commitment to Ethical Standards**
AMB is committed to ensuring good practice and high standards of ethics, honesty and integrity and encourages AMB Members to come forward to report any concern as referred to Section 4.2a above.
- b. **Protection Against Retaliation**
AMB will not tolerate any form of harassment or victimisation against a Whistleblower and will take appropriate action(s) to protect the Whistleblower.
- c. **Confidentiality of Whistleblower's Identity**
Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to this Policy, the Whistleblower's identity will be protected i.e. kept confidential unless otherwise required by law or for legal proceedings involving AMB.
- d. **Honour Confidentiality Requests**
AMB will honour the request of the Whistleblower to maintain his or her identity confidential.
- e. **Handling Situations Requiring Identity Disclosure**
If a situation arises where the report submitted by the Whistleblower cannot be investigated without revealing the identity of the Whistleblower, the following process shall apply:
 - i. If the Whistleblower submitted the information through the Whistleblower Box, the addressee shall discuss with the Whistleblower to determine the best available options to address the matter; or
 - ii. If the Whistleblower submitted the information through the AR, the Chief Executive Officer / Managing Director or his appointee shall discuss with the Whistleblower to determine the best available options to address the matter.

4.6 CONFIDENTIALITY

- a. **Maintaining Confidentiality**
AMB recognises that the decision to report a concern can be challenging. Therefore, AMB shall treat all such reports with the strictest confidence and shall make every effort to maintain strict confidentiality of the identity of the Whistleblower, in both cases, in a manner consistent with the need to conduct an adequate investigation. The identity of the Whistleblower shall not be made known to the person who is the subject of the disclosure.
- b. **Confidential Handling by AR and AMB Personnel.**
Confidentiality shall be maintained by the AR and AMB's personnel (as appointed by the BOD) who have access to the information.

4.7 SAFEGUARDS

a. Protection Through WPP

This WPP is designed to offer protection to a Whistleblower who raises a concern as referred to in Section 4.2a above, and such a concern is raised through the dedicated Whistleblowing channels stated in Section 4.4 above.

b. No Retaliation for Good Faith Reporting

A Whistleblower who raises a concern in accordance with the AMB's WPP will not be subjected to any disciplinary or legal action or other detriment save where such a concern is made maliciously or for personal gains or otherwise than in good faith, in which event the Whistleblower may be subject to disciplinary or legal action.

4.8 ROLES AND RESPONSIBILITIES

a. Appointed Representative (AR)

i. AR shall be responsible for receiving and acknowledging concerns made by a Whistleblower. The identity of the Whistleblower shall not be revealed unless otherwise required by law or specific permission was given by/obtained from the Whistleblower for the purposes of investigation and/or proceedings by or against AMB.

ii. Logging Concerns

All concerns must be acknowledged and logged within 5 working days by the AR.

iii. Reporting to Chief Executive Officer / Managing Director

Upon receiving a concern made by the Whistleblower in accordance with Section 4.2a, the AR shall report to AMB's Chief Executive Officer / Managing Director, provided the concern received does not involve or implicate the Chief Executive Officer / Managing Director.

In the event it involves the Chief Executive Officer / Managing Director, the AR shall consult with the Appointed Board of Directors' Representative who shall be the Chairman of the AMB Audit Committee or in his absence the Chairman of the Nomination Committee, or such other Director as the determined by the Board, provided he or she also not subject of the complaint or information received who shall have authority to decide on the next course of action.

iv. Establishing the Investigation Team

The responsibility of establishing the investigation team lies with the Chief Executive Officer / Managing Director or the Chairman of the Audit Committee or in his absence the Chairman of the Nomination Committee or such other person appointed by the Board.

b. Whistleblower

Once a Whistleblower has raised a concern, he or she shall not communicate the information provided, or matters arising from the investigation, to any person or persons internally, except to the Chief Executive Officer / Managing Director of AMB and/or the Chairman of the Audit Committee (provided they are not implicated) or externally, except as may be required by law or the relevant authorities.

4.9 PRELIMINARY ACTION

a. Initial Review and Decision:

The Chief Executive Officer / Managing Director and/or the Appointed Board of Directors' Representative (provided they are not implicated) shall discuss and decide on any of the following:

- i. Reject;
- ii. Commence investigation; or
- iii. Refer to BOD.

b. Documentation of Decisions:

All decisions made by the Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative and reasons of action thereof shall be properly documented. The decisions may include but not limited to any of the following:

- i. Directing investigation by the internal expertise, Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative or any subject matter experts; or
- ii. Suspending the alleged wrongdoer or any other implicated persons from work in accordance with the Executive Guidebook / Collective Agreement of AMB and the Labour Law to facilitate any fact-finding or to avoid any Whistleblower's exposure to a threat or harm, or
- iii. Refer to the police or any other appropriate enforcement authority.
- iv. All decisions made by the Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative and reasons of action thereof shall be recorded in the minutes of meetings.

c. Communication with Whistleblower:

Subject to legal constraints, the Whistleblower will be notified of the status of his or her Whistleblower's disclosure based on the preliminary action taken by the Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative as far as reasonably practicable, in good time.

d. Progress Updates:

The status will be updated to BOD by the Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative, subject to the person implicated in the disclosure abstaining from discussing the status.

e. Informing the Alleged Wrongdoer:

The alleged wrongdoer will also be informed of the allegations and given an opportunity to answer the allegations at the upcoming investigation or appeal on his or her case. The rights of person are specified under Paragraph [4.12](#) – Rights of Person Implicated.

4.10 INVESTIGATION

a. Confidentiality:

The investigation would be carried out under the terms of strict confidentiality.

b. Investigation Process:

The investigation will be carried out internally and/ or by outside party and the directive of the investigation could be from the Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative.

c. Timeline:

As far as possible, all investigations will be completed within 30 working days. However, complex investigation that requires longer period will be notified to the Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative.

d. Whistleblower Involvement:

In the event the Whistleblower is implicated or discovered to be or have been involved in any wrongful activities or wrongdoing, he or she may also be investigated so as to complete the fact-finding process in accordance with this Guideline and/or the disciplinary action of Executive Guidebook / Non-Executive Guidebook.

e. Outcomes and Disciplinary Actions:

If the alleged wrongdoer or any other implicated persons has/have, or is/are found to have:

- i. committed a wrongdoing; or
- ii. taken serious actions which would likely cause a wrongdoing to be committed based on the investigation directed by the Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative, the action to be taken against that alleged wrongdoer or any other implicated persons will be subjected to legal and internal regulations.

f. Final Decision:

The Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative, will have the final decision on the appropriate measures to be taken including, on whether to pursue any legal actions against alleged wrongdoer or any other implicated persons. However, if the implicated person involves the Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative, the BOD shall make the final decision on the appropriate measures to be taken.

The Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative of AMB will seek guidance from legal expert if considered necessary.

g. Documentation:

All decisions made by the Chief Executive Officer / Managing Director / Appointed Board of Directors' Representative/ BOD and reasons of action thereof shall be recorded in the minutes of meetings.

4.11 REPORTING OUTCOMES

a. Formal Report

A formal report shall be made by the investigation team as appointed by the Chief Executive Officer / Managing Director / Appointed Board of Director's Representative / BOD provided the Chief Executive Officer / Managing Director is not the subject of the investigation, in which event the BOD shall appoint the investigation team.

b. Review and Decision:

The Chief Executive Officer / Managing Director / Appointed Board of Director's Representative (as the case may be) shall review the report and decide on the next course of action and whether the case can be closed.

- c. Consultation with BOD:
The Chief Executive Officer / Managing Director / Appointed Board of Director's Representative (as the case may be) may consult the BOD before making a decision.

4.12 RIGHTS OF PERSON IMPLICATED

- a. Notification:
AMB employees or other persons who are implicated of wrong doings/ alleged wrongdoers will be notified in good time of the allegation made against them provided that this notification does not impede the progress of the procedures for establishing the circumstances of the case.
- b. Fair Hearing:
All alleged wrongdoers will be given the opportunity to put forward their comments during the investigation in keeping with the principle respect for the "right to have a fair hearing", as interpreted by the law.
- c. Duty to Assist:
All alleged wrongdoers have the duty to attend and assist the investigation process.

4.13 REWARD

- a. Discretionary Reward
The Chief Executive Officer/Managing Director /Appointed Board of Directors' Representative or the BOD may in its sole discretion reward a Whistleblower.

Appendix

Below is the example of the format for Whistleblower Report Form.

Note: This form will be updated and enhanced periodically based on evolving needs and circumstances.

<u>Whistleblower Report Form</u>	
I would like to disclose information on the following activities or suspected activities within Ajinomoto (Malaysia) Berhad (as listed under <u>Section 4.2</u> of the Company's Whistleblowing Policy)	
Name:	
E-Mail:	
Contact No:	
Person Involved:	
Details:	
Witnesses (if any):	
Name of the Appointed Representative to whom this report is addressed:	
Note: The contents of this report shall be kept in strictest confidence.	