

Company Policies & Procedures

SPEAK UP POLICY

POLICY STATEMENT

The Institute of Corporate Directors Malaysia (ICDM) advocates and upholds Anti-Corruption Principles in Malaysia in promoting integrity, good governance and transparency in all aspects of ICDM operations and to be in line with the Malaysian Anti-Corruption Commission Act 2009 ("MACC Act 2009") as well as all applicable anti-bribery and anti-corruption laws. It aims to achieve and maintain high standards with regard to behaviour in all its working practices.

ICDM adopts a zero tolerance approach against all forms of bribery and corruption, and recognises that a clear and transparent anti-bribery and anti-corruption policy is critical in creating a strong corporate culture of ethics that drives proper conduct and awareness that all forms of bribery and corruption are unacceptable. ICDM is committed to establishing an ethical work environment for all employees, members, directors and officers. This Policy underpins the standards of conduct expected from all ICDM employees, members, directors and officers.

OBJECTIVE

This Policy outlines the mechanism by which ICDM employees, members, directors, officers, vendors, consultants, service providers or any external party to raise/disclose ("whistleblow") any improper conduct (as defined under section 2 of the Whistleblower Protection Act 2010 ("**WPA 2010**") which has come to their knowledge. It also provides protection for the abovementioned parties who report allegations of improper conduct. All reports will be dealt with in accordance with this Policy.

WHAT IS WHISTLEBLOWING

Whistleblowing is a disclosure act by a person, usually an employee, in an enforcement agency, government agency or private enterprise or even members of the public to those in authority either within the organization or at the discretion of the whistleblower to another enforcement agency, of mismanagement, corruption, illegality, or any other wrongdoing carried out by an individual or group of individuals within the organization. Such an act by the said individual(s) may be punishable by any legislated law of Malaysia. For the purposes of this Policy, all such acts shall come to be known as improper conduct (as defined under the WPA 2010). A whistleblower is as defined under the WPA 2010.

THE SCOPE OF THIS POLICY

The policy is established to encourage and guide employees, members, directors, officers, vendors and any external party to report alleged improper conduct. This policy also serves to ensure that all such reports are thoroughly investigated and suitable action is taken where necessary.

WHAT CONSTITUTES IMPROPER CONDUCT

For the purpose of this policy, the phrase "improper conduct" although defined by the WPA 2010 shall also include but not be limited to the following:

- a) an offence or a breach of any legislated law or ICDM policy;
- b) non-compliance with procedures;
- c) disclosures related to miscarriages of justice to any employee, member, director, officer or external party perpetrated by an employee, member, director or officer or with the collusion of an employee, member, director or officer of ICDM;
- d) acts affecting **health and safety risks**, including risks to the public as well as other employees, members, directors or officers deliberately;
- e) **financial malpractice** relating to unauthorised use of ICDM funds;
- f) **bribery**;
- g) **fraud and corruption**;
- h) criminal activities;
- i) **abuse of power** and position for personal gain or causes detriment to the organization;
- j) **discrimination** which includes discrimination against race, religion or gender or disability of a person.
- k) misuse of company property;
- l) conflict of Interest;
- m) **attempt to conceal** any of the above or deliberately **withholding of information or unauthorized sharing of information** to the detriment of ICDM;
- n) **any attempt to conceal or suppress information relating to the above.**

REVOCAION OF WHISTLEBLOWER PROTECTION

The revocation of whistleblower protection can only be made in the event that the conditions specified under Section 11(1) of the WPA 2010 are met:

- a) The whistleblower himself has participated in the improper conduct disclosed.
- b) The whistleblower wilfully made in his disclosure of improper conduct a material statement which he knew or believed to be false or did not believe to be true.
- c) The disclosure of improper conduct is frivolous or vexatious.
- d) The disclosure of improper conduct principally involves questioning the merits of government policy, including policy of a public body.

- e) The disclosure on improper conduct is made solely or substantially with the motive of avoiding dismissal or other disciplinary action.
- f) The whistleblower, in the course of making the disclosure or providing further information, commits an offence under the WPA 2010.

CONFIDENTIALITY AND PROTECTION MEASURES

1. All reports and the identity of the whistleblower will be treated in a confidential manner. The report will only be disclosed to those who are authorised to directly carry out investigations relating to the report. The whistleblower shall be informed where a referral is made.
2. The whistleblower is encouraged to state his/her name in the report. Reports expressed anonymously are much less credible but will nevertheless, be considered at the discretion of the Audit and Risk Management Committee (**ARMC**). In exercising this discretion, the factors to be taken into account include the following:
 - a) the seriousness of the issues raised;
 - b) the credibility of the report; and
 - c) the likelihood of confirming the allegation from reliable sources.
3. The decision of the ARMC on this matter shall be final. All deliberations of the ARMC on any whistleblower allegation is strictly to be recorded in minutes by the ARMC and the internal certified Integrity Officer ("**Integrity Officer**"), appointed by the management of ICDM.
4. The Integrity Officer shall maintain and keep records of all reports and supporting documentation on investigations into any reports lodged by the whistleblower. Such records, reports and documentation shall be kept confidential.
5. The decision to make an anonymous report may result in the whistleblower not being conferred protection under the WPA 2010.
6. If an employee, member, director or officer makes a report in good faith, which is not substantiated and confirmed by subsequent investigations, no action will be taken against the employee, member, director or officer. In making a report, an employee, member, director or officer must exercise due care to ensure the accuracy of the information given. If, however, an employee, member, director or officer makes a ***mala fide report*** i.e. a report in bad faith, disciplinary action may be taken against such employee, member, director or officer. The onus is on the person claiming that the report is mala fide to prove that the said employee, member, director or officer had made a mala fide report. On the other hand, if a third-party lodges a *mala fide* report, ICDM may consider lodging a police report and/or take other necessary actions deemed appropriate.

SAFEGUARDS TO WHISTLEBLOWERS

This Policy serves to protect the whistleblower who lodges a report/complaint, made in good faith. The safeguards available to whistleblowers are (as provided under section 7 of the WPA 2010):

1. Protection of confidential information.
2. Immunity from civil and criminal action.
3. Protection against detrimental action¹.

Anyone engaging in detrimental action against the whistleblower will be subject to enforcement action under Section 10(6) of the WPA 2010. Any employee, member, director, or officer who has made a report in good faith is protected against the following: -

1. Dismissal
2. Demotion
3. Suspension
4. Harassment in any form
5. Discrimination

MAKING A REPORT

All employees, members, directors, officers and vendors are encouraged to make a report via the format prepared by ICDM. This format is introduced to ensure all relevant information is disclosed. It also serves as a guideline to all parties.

METHOD OF REPORT SUBMISSION

1. The complaints, in the prescribed form or on an open format, should be submitted in a sealed envelope or email to the ARMC Chair. Anonymous reports will also be accepted and treated with the same level of seriousness, subject to the availability of sufficient information for investigation.
2. All disclosures must be in writing. A whistleblower who wishes to make a written report ("Whistleblowing Report") is invited to use the attached form (Appendix 1) or use an open format. Minimally, the following information should be disclosed in an open format:
 - a) The background and history of the concerned incident and person/s (giving relevant dates, time, names, etc);

¹ A person is deemed to take detrimental action against a whistleblower or any person related to or associated with the whistleblower if –

- (a) the person takes or threatens to take the detrimental action because –
 - (i) a whistleblower has made a disclosure of improper conduct; or
 - (ii) the person believes that a whistleblower has made or intends to make a disclosure of improper conduct; or
- (b) the person incites or permits another person to take or threaten to take the detrimental action for any reason under subparagraph (a)(i) or (ii) (section 10(3) of the WPA 2010).

b) The reason why the complainant is particularly concerned about the situation.

All whistleblowers will be protected from retaliation and confidentiality will be maintained to the fullest extent possible.

3. The report may be forwarded through the following means:-
 - a) Mailing address: Level 9, Mercu 2, KL Eco City, No. 3, Jalan Bangsar, 59200 Kuala Lumpur.
 - b) E-mail address:
 - i. To the ARMC Chair: ICDMSpeakup.ChairmanARMC@gmail.com
 - ii. To the ICDM Chair: Speakup_Chairman@icdm.com.my
 - c) Link via ICDM's website: ICDMSpeakup.ChairmanARMC@gmail.com
4. Any concerns related to the CEO, the Integrity Officer, ICDM employees, or the ICDM Board members should be addressed to the ARMC Chair via a sealed envelope to ICDM mailing address above or email.
5. Any concerns related to the ARMC Chair should be addressed to the ICDM Chair via a sealed envelope to ICDM mailing address above or email.
6. Upon receipt of a Whistleblowing Report, an acknowledgment of receipt will be sent to the whistleblower (where contact details are provided) within 48 Business hours[specified timeframe, e.g., X business days].
7. All Whistleblowing Reports will be investigated promptly and fairly, with the whistleblower kept informed of the progress and outcome, subject to confidentiality and legal constraints.

THE INVESTIGATION

1. The ARMC Chair, or the ICDM Chair in the case of escalated reports, shall review the details of the report and determine the next course of action. Where applicable, an **Independent Investigation Task Force** shall be appointed to conduct a preliminary investigation
2. The whistleblower shall receive a preliminary investigation report within five (5) business days of the initial report, regarding the investigation, disposition or resolution of the issue. Should additional time be required to complete the investigation, an extension may be applied for, with the whistleblower duly informed of the revised timeline. If the investigation of a report, is not to the whistleblower's satisfaction, he/she has the right to make a report to the relevant enforcement body or regulatory authority without fear of retaliation or adverse consequences. In the event the alleged offence is punishable under a legislation enforced by another agency, the said report would then be forwarded to the relevant agency with the concurrence of the whistleblower or where the complainant is anonymous, in accordance with applicable laws and policies. The

report shall be recorded in the Speak-Up Register for tracking and record purposes.

3. Full investigation shall be initiated if the preliminary findings reveal sufficient evidence of improper conduct. The same Independent Investigation Task Force may be tasked to conduct the full investigation, with the scope and depth of review expanded accordingly. If no conclusive evidence is found, the ARMC Chair, in consultation with committee members, shall decide on the appropriate course of action, which may include closing the case with proper justification.
4. Full investigation shall be conducted thoroughly, with due diligence and in accordance with confidentiality requirements. All findings shall be documented, and a final investigation report shall be reported to the ARMC or to the Board.
5. If improper conduct is confirmed, appropriate actions shall be taken. This may include initiating a disciplinary inquiry (DI), recommending corrective actions, or implementing enhancements to internal policies, procedures, or governance structures. In cases involving potential legal or criminal misconduct, the matter may be referred to external authorities such as the Malaysian Anti-Corruption Commission (MACC) or the Royal Malaysia Police (PDRM). All final decisions shall be endorsed by the Board.
6. If the full investigation concludes that no element of improper conduct exists, the case shall be officially closed upon receiving the direction from the ARMC. The Integrity Officer shall update the Speak-Up Register and notify the whistleblower of the final status of the report.
7. In the event investigations by the ARMC have revealed that there were individuals connected to any company, business or any entity who by engaging with any ICDM employee, member, director or officer breached any legislation, guidelines, or policy, a notification shall be made immediately to the Chief Executive Officer who may in his/her discretion order enforcement action against the parties concerned. Where the Chief Executive Officer is the individual implicated, the notification shall instead be made to the Chair of the ARMC, who will determine and oversee any enforcement action. The identity of the whistleblower shall be protected from disclosure at all times.

AMENDMENT

The Board may amend this Policy at any time and from time to time. This Policy may be reviewed and updated from time to time by ICDM management to ensure that it remains relevant and in line with best practice.

APPENDIX

1. ICDM Speak Up Form

First version of the policy was approved by the ICDM Board **January 2021**

Updated Second version of the policy was approved by the ICDM Board **May 2023**

Updated Third version of the policy was approved by the ICDM Board **28th Aug 2025**



SPEAK UP FORM

Please provide the following details for any suspected serious misconduct or improper activities or any breach or suspected breach of law or regulation that may adversely impact ICDM. Please note that you may be called upon to assist in the investigation, if required.

Note: Please follow the guidelines as laid out in ICDM's Whistleblowing Policy

Are you employee of ICDM?

Yes No

Do you wish to identify yourself?

Yes No

If so, please complete the following:

Name :	
Email address:	
Contact Number:	
Company / Division / Agency:	

What is the best time to communicate with you?

What is the nature of this incident or issue you would like to highlight?

- Monetary
- Harassment
- Safety
- Other (please specify)

COMPLAINT DETAILS:

1. Briefly describe the incident or improper activity which occurred

2. Where did this incident occur?

3. When did this incident occur?

4. Why do you think this incident or improper activity occurred?

5. How did this incident occur?

6. Please identify any relevant persons involved/engaged in the incident:
Name :
Company / Division / Agency:
Division :
Name :
Company / Division / Agency:
Division :

7. If money is involved, can you estimate the amount of money involved?	Yes	No
• Less than RM100		
• RM100 to RM500		
• RM500 to RM1,000		
• RM1,000 to RM5,000		
• RM5,000 to RM10,000		
• More than RM10,000		

8. How did you become aware of this incident?

9. Are there any other parties involved other than the name stated above?

10. Do you suspect management involvement in this incident?

11. Can you identify other witnesses?	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
Name of witness :				
Position :				
Company / Division / Agency:				
Contact Number :				

12. Have you discussed this incident with anyone?	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
Name of that person				
Position :				
Company / Division / Agency:				
Relationship :				
Contact Number :				

DECLARATION:

I hereby declare that the above information provided is, to the best of my knowledge, complete and true. By signing this form, you consent to ICDM processing and disclosing your data for the purposes contained in this form. You also consent to ICDM processing your personal data in accordance with ICDM's privacy policy at <https://icdm.com.my/privacy>.

Signature,

Date: