

Whistleblower Policy & Procedure

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Introduction

DKSH is committed to lawful, fair, ethical and sustainable business practices, as outlined in DKSH's Code of Conduct, and expects corresponding behavior by all its employees and business partners. However, issues may arise, or incidents may occur that do not meet such expectations or may be of a concern to employees or other stakeholders. This Whistleblower Policy & Procedure ("Policy") is intended to address how DKSH encourages and facilitates the reporting of concerns or incidents of suspected or actual non-compliance, or wrongful behavior.

1. Purpose and ownership of policy

This Policy seeks to enhance corporate governance by helping to foster an environment where integrity and ethical behavior is maintained and any illegality, improper conduct and/ or wrongdoings within DKSH Holdings (Malaysia) Berhad (or the "Company") may be exposed.

The Policy may also act as an early warning system and may enable the company to remedy any wrongdoings before serious consequences is caused.

The purpose of this Policy is to provide a formal, confidential channel to enable employees and external parties, to report in good faith, serious concerns of an Incident and/or wrongdoing that could adversely impact the Company and its subsidiaries, its employees, shareholders, investors, or the public at large without fear of being subject to detrimental action.

The Audit Committee of the Company has overall responsibility for this Policy and shall oversee the implementation of this Policy. The Audit Committee has delegated day-to-day responsibility for the administration and implementation of the Policy to the Head of Internal Audit. The use and effectiveness of this Policy shall be regularly monitored and reviewed by the Head of Internal Audit.

The owner of this Policy is the Head of Internal Audit who will be responsible for incorporating any amendments and updates into this document, obtaining approval from the Audit Committee and Board for the amendments and updates, as well as distributing the same to the relevant parties.

2. Scope

This Policy applies to all Employee(s) of the Company and covers all reports made against any Employee(s) that has committed an Incident. A report of an Incident may be made by:

- a) Any employee who has knowledge of an Incident committed by another employee; and
- b) Any external party that has knowledge of an Incident committed by an employee.

An Incident is generally described as any conduct by an employee which if proved, constitutes a criminal offence or any conduct that constitutes a wrongdoing or malpractice, and may include but are not limited to the following:

- Corruption (bribery, kickbacks, conflict of interests)
- Any criminal act, including criminal breach of trust, extortion and sabotage
- Any act that is likely to cause significant financial losses or costs to the Company, including any intentional misrepresentation of the Company's financial statements
- Asset misappropriation (company assets, inventory, cash)
- Fraudulent statements (financial, non-financial)
- Breach of DKSH policies and Code of Conduct
- Any other action that would cause significant harm to the Company or to any person(s).
- Suppress or conceal any information relating to any of the above

3. Definitions

“Audit Committee or AC” refers to the Audit Committee of DKSH Holdings (Malaysia) Berhad.

“AC Chairman” refers to the Audit Committee Chairman of DKSH Holdings (Malaysia) Berhad

“Case” refers to an Incident that has passed substantiation requirements and is subject of an investigation.

“Case Owner” refers to a senior DKSH personnel assigned with the overall accountability for investigation outcomes as determined by this Policy, and for the appointment of suitable investigators, as well as overseeing investigation procedures and their closure. The Case Owner has also the authority to make recommendations on employee sanctioning.

“Chairman” refers to the Chairman of DKSH Holdings (Malaysia) Berhad’s Board of Directors.

“DKSH or Company” refers to DKSH Holdings (Malaysia) Berhad’s governing bodies (Board of Directors, Audit Committee Members and/or Country Management Team) authorized to adopt this Policy and oversee its execution, or to DKSH Holdings (Malaysia) Berhad and all its subsidiaries and affiliates, including all employees, for the application of this Policy.

“DKSH Group or Group” refers to DKSH Holding Ltd, the parent company of DKSH Holdings (Malaysia) Berhad.

“Employee” refers to any employee(s) of the Company and shall include contract staff, consultants, temporary employees and interns.

“Group GRC” refers to DKSH Group Governance, Risk & Compliance

“Group IA or GIA” refers to DKSH Group Internal Audit

“Incident” refers to an actual, suspected or perceived unlawful act, breach of contract, immoral, improper or unethical behavior, unfair treatment, discrimination or harassment, and includes violation of relevant DKSH Group policies that advocate reporting of non-compliance, as well as a threat, demand or the like raised in relation to an unlawful act allegedly committed by DKSH.

“Internal Audit or IA” refers to the Malaysia Internal Audit Department of the Company.

“Management” refers to immediate supervisors, country Heads of Department, Heads of Business Unit/ Functional Groups and the Head of Country Management.

“Policy” refers to the Whistleblower Policy & Procedure for the Company.

“Whistleblower” means a person that makes a report of Incident under this Policy.

4. Reporting channels

DKSH through adequate means encourage its employees, stakeholders, service providers and members of the public to report an Incident via these reporting channels:

- DKSH Integrity Line: dksh.com/integrity
- Email to the AC Chairman: thian.kiat.chan@dksh.com
- Email to Internal Audit: myethics@dksh.com
- Email to Governance, Risk and Compliance: my.compliance@dksh.com

4.1 Reporting an Incident

Any disclosure made should contain the following information:

- Personal details of the Whistleblower (name, identification, email address, contact details, preferred method of communication, address)
- Details of person(s) involved
- Type and details of allegation
- Time, location and dates of unethical conduct
- Witness (if any) to the unethical conduct
- Lodging of report to another person/ department/ authority
- Other relevant information and any available documentation or supporting evidence.

Whistleblowers are required to sign a declaration stating that information provided is true, correct and complete as well as allow the information provided to be used and processed for investigations, including where necessary, the forwarding of the information to the authorities.

4.2 Incidents not involving the Head of Country Management or Head of IA

IA will review all reports received directly from Whistleblower(s) and notify the AC Chairman immediately. Thereafter, IA submit recommendations to the AC Chairman for further decision and copy the Head of Country Management. The AC Chairman may at his/ her discretion consult the Audit Committee members of the Company before a decision is made. This may include:

- A decision not to pursue due to lack of substance (declination)
- Assigning the case to any Company function apart from IA
- Communicating with the Whistleblower(s) on additional information requirements and/ or Case management.

4.3 Incidents involving the Head of Country Management or Head of IA

The AC Chairman (in consultation with the Chairman and Audit Committee members) reviews all reports received directly from Whistleblower(s) and selects a Company or Group function to conduct a preliminary investigation before a decision is made. Upon the conclusion of the preliminary investigation, the AC Chairman may at his/her discretion consult the Chairman and Audit Committee members of the Company before a decision is made, which may include:

- A decision not to pursue due to lack of substance (declination)
- Assigning the case to any Company function
- Communicating with the Whistleblower(s) on additional information requirements and/ or case management.

5. Investigations

As a general principle, all Incidents shall be investigated if sufficiently substantiated. Substantiation in this context refers to identifying and assessing facts to determine whether the Incident report had sufficient merits or credibility and was submitted by a credible source. All investigations will be assigned a Case Owner.

Investigation procedures shall adhere to established DKSH policies and observing local legislation.

5.1 Materiality

All investigations are primarily conducted at the Company and all Incidents shall be reported to Group GRC and/or GIA in line with the applicable Group policies, i.e. the Compliance Incidents Reporting & Investigations (CIRI) as well as the Anti-Fraud policies. For Case or Incident handling, advice by Group GRC and/or GIA, if any, shall be considered.

DKSH Group GRC and/or GIA shall be consulted where at least one of the following criteria applies:

- Financial impact of CHF 100,000 (Swiss Francs) or above
- Allegations of bribery, money laundering, anti-competitive behavior
- Allegation is raised against a senior manager of the Company
- The allegation carries a significant reputation risk (e.g. adverse media reports)
- Allegation involves a critical business partner (client, customer, service provider) where as critical refers to a significant role or size that would make it difficult for the business partner to be replaced
- Allegation involves investigations by governmental authorities

6. Acting in good faith

DKSH expects all Whistleblower(s), especially Employee(s) to act in good faith and have reasonable grounds when reporting an Incident. If allegations are proven to be ill-intentioned, malicious and frivolous, Employee(s) may face disciplinary action in accordance with DKSH disciplinary policies, including termination of employment.

7. Confidentiality

DKSH will take all reasonable steps to protect the identity of Whistleblower and keep confidential both the information and concerns of the Incident reported as well as its subsequent discussion and actions taken. Maintaining confidentiality is crucial in ensuring reprisals is not made against a Whistleblower for raising an ethical concern.

For material Incidents and their investigations, the Company may issue specific communication protocols to be followed by the investigation teams and their stakeholders, to ensure adequate confidentiality.

The Whistleblower shall take all reasonable steps to maintain confidentiality, especially with regards to the fact that a report has been lodged, the nature of the Incident, and the identity of the person(s) who have allegedly committed the Incident.

8. Protection from retaliation

An Employee who reports an Incident in good faith shall not be subject to unfair dismissal, victimization, demotion, suspension, intimidation, or harassment, discrimination, any action causing injury, loss or damage or any other retaliatory actions, even if it is not subsequently confirmed by an investigation and shall be eligible for protection under this Policy.

An Employee that intimidates, harasses, victimizes or retaliates against a Whistleblower who reported an ethics concern in good faith may be subjected to appropriate disciplinary action in accordance with DKSH's disciplinary policies, including termination of employment.

An Employee that reports on an Incident in good faith and who has been subject to retaliatory actions, may lodge a complaint pursuant to this Policy. The same procedures for investigating Incidents shall apply to any complaints of retaliatory action.

9. Notification on the outcome of investigations

Investigations shall be considered completed when sufficient evidence was obtained to substantiate an allegation or to conclude it was unsubstantiated. Moreover, investigations may be inconclusive due to the lack of evidence. Authority to conclude an investigation rests with the Case Owner, with veto rights assigned to the AC Chairman.

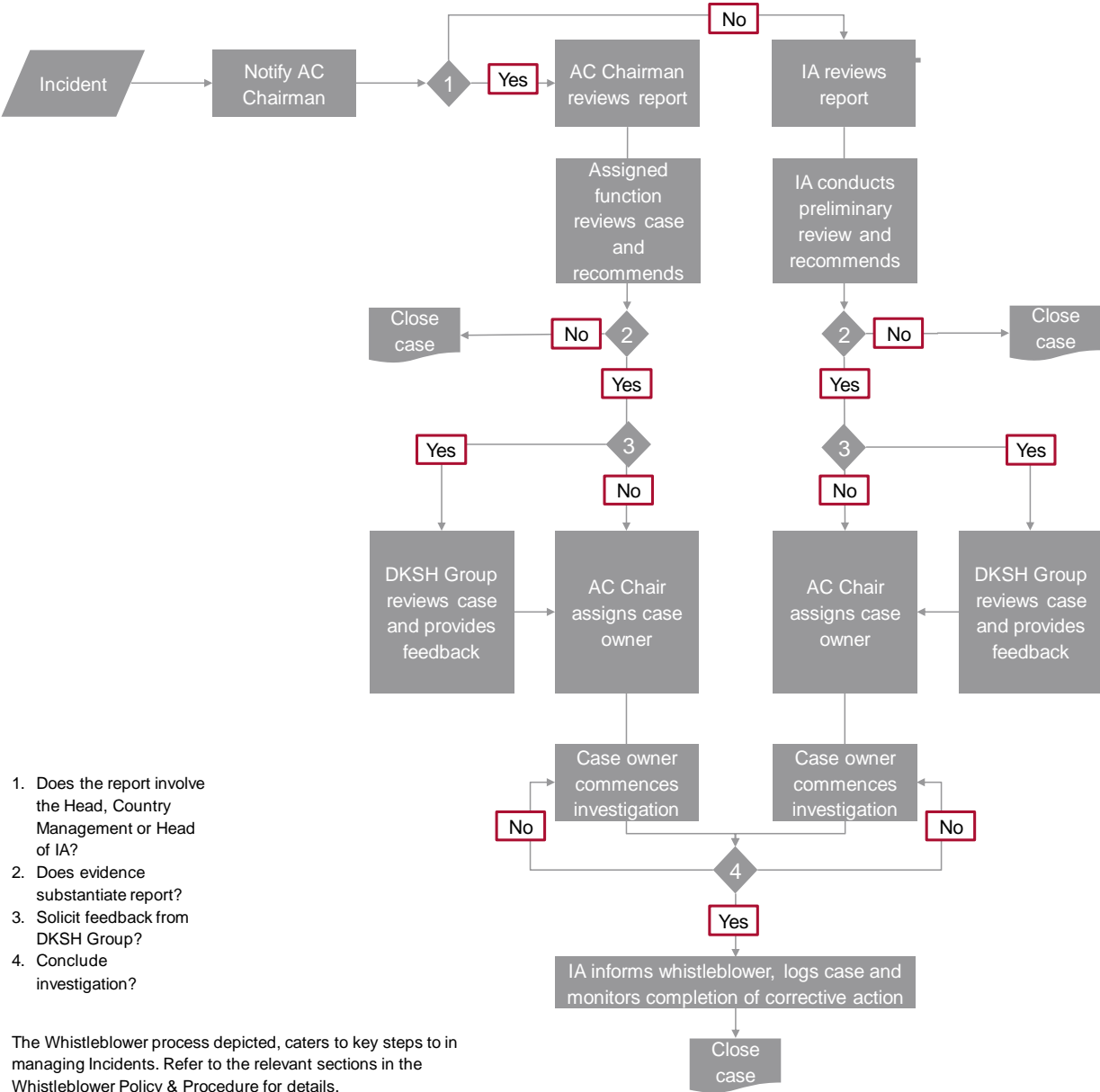
Subject to DKSH policies and local legislations, the Case Owner, will inform the Whistleblower that the investigation is completed, and the findings have been presented to the Audit Committee or the Board of the Company. As findings are confidential, details of the findings will not be disclosed to the Whistleblower.

10. Corrective and disciplinary actions

Management shall carry out the decisions of the Board of Directors of the Company in relation to findings arising from an investigation. Where applicable, Management shall institute appropriate measures to prevent further Incidents.

Any disciplinary action against an Employee, Head of Country Management or Head of IA shall be carried out in accordance with DKSH disciplinary policies and local legislation.

Appendix I: Whistleblower reporting process



- 1. Does the report involve the Head, Country Management or Head of IA?
- 2. Does evidence substantiate report?
- 3. Solicit feedback from DKSH Group?
- 4. Conclude investigation?

The Whistleblower process depicted, caters to key steps to in managing Incidents. Refer to the relevant sections in the Whistleblower Policy & Procedure for details.