



ELABRAM SYSTEMS GROUP

Corporate Manual

Whistleblowing Policy



ELABRAM SYSTEMS

Whistleblowing Policy

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1. OVERVIEW

Elabram Systems Group of Companies (referred to herein, collectively, as “the Group”) are committed to high standards of ethical, honest and legal business conduct. The purpose of this Whistleblowing Policy (the “Policy”) is to promote open communication by Directors, Officers and Employees of the Company in order to bring to the attention of the Company illicit or illegal business practices and conduct, including violations of laws (collectively, “Inappropriate Conduct”), and provide reassurance that any such Directors, Officers and Employees of the Company will be protected from discrimination, retaliation, harassment or other reprisals (collectively, “Reprisals”) for raising concerns regarding Inappropriate Conduct. The Company’s Board of Directors has established this Policy to (a) facilitate reporting in good faith any complaint of Inappropriate Conduct (a “Complaint”) and participation in the investigation of such Complaint, (b) encourage proper individual conduct, (c) alert the Audit Committee of potential issues before such Inappropriate Conduct has serious adverse consequences and (d) instill protections for bringing such Inappropriate Conduct to the Company’s attention. Inappropriate Conduct may include, but is not limited to, the following: -

- irregular accounting methods, financial reporting practices or auditing conduct;
- unusual or dubious payments or arrangements;
- violations of Whistleblower Protection Act 2010;
- any other activity that may violate federal, state or local laws or regulations or is otherwise unlawful;
- violations of the rules and regulations of the principal market or transaction reporting system on which the Company’s securities are traded or quoted (at the time of the adoption of the Policy);
- substantial and specific danger to the health and safety of directors, officers or employees of the Company or the general public; and
- other activities not in line with the Company’s Code of Business Conduct & Ethic Policy or any of the Company’s other policies.


This Policy is intended to comply with the requirements of Whistleblower Protection Act 2010 and shall be effective from **1st April 2020**.

2. POLICY

It is the policy of the Company to encourage Directors, Officers and Employees of the Company, when they in good faith believe that any Inappropriate Conduct has occurred, is occurring or is about to occur, to promptly report those beliefs.

The Company strictly prohibits Reprisals of any kind by any Director, Officer, Employee or Agent of the Company against any Director, Officer or Employee of the Company who brings a Complaint to the Company’s attention.

This Policy only applies to allegations made with good faith belief in the accuracy of the allegations. Allegations made in bad faith may result in disciplinary action.

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3. PROCEDURES

In order to facilitate the reporting of Complaints by Directors, Officers and Employees of the Company, the Company's Board of Directors has established the following procedures for (1) the receipt, retention and treatment of Complaints and (2) the confidential, anonymous submission by Directors, Officers or Employees of the Company of Complaints.

Reporting a Complaint

The procedures in this Policy are intended for serious and sensitive issues. If a Director, Officer or Employee of the Company has reason to believe that there exists Inappropriate Conduct at the Company, such Director, Officer or Employee of the Company should promptly report this information to People & Performance Department (P&PD). (collectively, the "Recipients").] If a Director, Officer or Employee of the Company has reason to believe that an Executive Officer of the Company is involved in the Inappropriate Conduct, such Director, Officer or Employee (as the case may be) is encouraged to promptly in good faith report this information directly to either one or both of the following:

- i) Managing Director (MD) - Mr. Mikel Yaw at mikel.yaw@elabram.com
- ii) Deputy Managing Director (DMD) - Mr. Sunny Yaw at sunny.yaw@elabram.com

Directors, Officers and Employees of the Company are encouraged to bring a Complaint to any Recipient as promptly as practicable because the Company will likely have greater success rectifying Inappropriate Conduct when a Complaint is expressed in a timely fashion. Although the applicable Director, Officer or Employee of the Company is not expected to prove the truth of an allegation, such Director, Officer or Employee of the Company (as the case may be) should be able to demonstrate that the Complaint is being made in good faith with reasonable factual support.


The Company encourages Directors, Officers and Employees of the Company to put their names on Complaints, as appropriate follow-up questions and investigation may require more detailed information from the source of the Complaint in order to quickly and efficiently ascertain the facts behind the reported incident. Directors, Officers or Employees of the Company who prefer anonymity may send a letter to any Recipient or email directly to MD/DMD.

Treatment of Complaints

Complaints will be kept confidential by the Company to the extent practicable, consistent with the Company's desire to conduct and conclude a thorough investigation. In certain circumstances, the Company may be obligated by law to disclose the information, or the identity of the person providing the information, with respect to the Complaint.

If a Director, Officer or Employee of the Company who has made a Complaint or participates in the investigation of a Complaint has reason to believe that such Director, Officer or Employee (as the case may be) has been or will be the target of a Reprisal, such Director, Officer or Employee should promptly report this information to a Recipient.

Investigations

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- (a) Any Complaints received by a Recipient will be promptly forwarded to either one or both of MD/DMD.
- (b) The MD/DMD will direct the Advisory Team (to be appointed base on individual case) to conduct or oversee an initial inquiry into the Complaint and to submit an initial report of findings to the MD/DMD.
- (c) All Directors, Officers and Employees of the Company have a duty to promptly cooperate and provide accurate information in connection with any investigation of a Complaint, or of Reprisals resulting from the reporting or investigation of such Complaint.
- (d) In connection with the investigation of a Complaint, the Advisory Team may consult with, and obtain the assistance of, any member of Management of the Company who is not the subject of such Complaint. In addition, the Advisory Team may, in the sole discretion thereof, retain independent legal, accounting or other advisors as may be deemed necessary or appropriate thereby.
- (e) The specific action taken in the case of any particular Complaint will depend on the nature and gravity of the Inappropriate Conduct reported and the facts established in the investigation thereof.
- (f) Where Inappropriate Conduct has occurred, such Inappropriate Conduct will be corrected to the extent practicable and the persons responsible for such Inappropriate Conduct and those failing to cooperate or providing false information during the investigation of such Inappropriate Conduct will be subject to disciplinary action, potentially including termination from the Company.
- (g) The MD/DMD shall inform the Whistleblower of the result of the investigation and any action taken by the Company or the other appropriate person, as the case may be.

Record of Complaints and Investigations

The Advisory Team will maintain a log of all Complaints, tracking the receipt, investigation and resolution thereof. Such log and copies of Complaints will be maintained in Managing Director’s Office in a safe/locked cabinet.

4. FALSE COMPLAINT OR REPORT

Directors, Officers and Employees of the Company are informed that false or unsubstantiated Complaints may result in civil or criminal complaints or suits.

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5. REVIEW

The Board of Directors will review the Whistleblowing Policy and procedures annually and make modifications if required or appropriate.