



Approval Date : 14/9/16
Version/Date : V2, 4/7/18

WHISTLE-BLOWING POLICY

1. Introduction & Philosophy

PureCircle is committed to :

- (a) the highest possible standards of business integrity, conduct and ethical behaviour in all of our business activities, and
- (b) promoting a culture of honesty, compliance with all applicable laws and strong corporate governance.

2. Policy

This policy serves to encourage and to provide a channel for all employees, customers, suppliers, consultants, associates, business partners who do business with the Company to:

- (a) report in good faith and in confidence (without fear of any reprisals) any concern, perceived wrongdoing, impropriety, irregularity or regulatory non-compliance; and
- (b) expect and to the extent possible, be protected from reprisals for whistle-blowing in good faith.

3. **Objective**

This policy:

- (a) sets out the procedures for any person to report a bona fide complaint or genuine concern (“complaint” or “concern”);
- (b) provides the avenue for whistle-blower to report the complaint or concern and receive any feedback on any action taken;
- (c) provides the avenue to alert PureCircle to the fact that its values or the interests of its stakeholders are being harmed or at risk of harm;
- (d) safeguards the person who reports the complaint or concern (“whistle-blower”) in good faith;
- (e) encourages the whistle-blower to report any complaint or concern within PureCircle instead of overlooking the wrongdoing, impropriety or irregularity (collectively “irregularity”) or disclosing the irregularity outside PureCircle.

4. **Scope**

- 4.1 Where this policy conflicts with any law or regulation in any jurisdiction, the law or regulation of the country that PureCircle does business shall take precedence over this policy.
- 4.2 This policy shall apply to all directors, officers, employees, customers, suppliers, consultants, associates, business partners who do business with PureCircle Limited and all its subsidiaries, no matter where they are located.

5. **Ownership & Responsibilities**

- 5.1 The Chairman of the Audit Committee of the Board of Directors has ownership of this policy.
- 5.2 The management and retention of this policy shall be the responsibility of the Chief Financial Officer.

6. **Examples of Grounds of Complaint or Concern**

- (a) violation (or potential violation) of any law or regulation, PureCircle's Code of Conduct, policies (such as Anti-Bribery Policy) or guidelines, internal control rules and procedures;
- (b) improper conduct, dishonest or unethical behaviour;
- (c) harassment, discrimination, victimisation or bullying;
- (d) financial malpractice, corruption or fraud;
- (e) conflicts of interest;
- (f) potentially damaging to PureCircle, its assets and reputation.

7. **Reporting of Complaint or Concern**

7.1 **Internal Complaint**

- (a) As an initial step, an employee should report any complaint or concern to his/her direct line senior management in writing, in person, by email or by phone.
- (b) If for whatever reason, an employee:
 - (i) feels that he/she cannot raise the complaint or concern to his/her direct line senior management; or
 - (ii) considers that his/her complaint or concern has not been handled by his/her direct line senior management properly; or
 - (iii) prefers to make the report anonymously,

the employee can direct his/her complaint or concern to the Head of Corporate, the Head of Internal Audit, the Chief Financial Officer or the Chairman of the Audit Committee:

- (i) by email at compliance@purecircle.com; or
- (ii) by post to Level 12, West Wing, Rohas PureCircle, 9 Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia; or
- (iii) by lodging a report at www.voiceout.purecircle.com; or
- (iv) by phone at anonymous hotline number as follows:

| Country | Line Type | First Number |
|----------------|-----------|-----------------------|
| China | GIS | 4006612163 |
| India | WWC | 000-117- 8445451390 |
| Malaysia | ITFS | 1-800-81-8920 |
| Mexico | ITFS | 001-844-505-5662 |
| Paraguay | WWC | 008-11-800-8445451390 |
| United Kingdom | ITFS | 0808-234-6985 |
| US | Domestic | 8445451390 |

7.2 External Complaint

Customer, suppliers, consultants, associates or business partners who have any complaint or concern could report such complaint or concern to the Head of Corporate, the Head of Internal Audit, the Chief Financial Officer or the Chairman of the Audit Committee:

- (i) by email at compliance@purecircle.com; or
- (ii) by post to Level 12, West Wing, Rohas PureCircle, 9 Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia; or
- (iii) by lodging a report at www.voiceout.purecircle.com; or
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| US | Domestic | 8445451390 |

7.3 Reporting of Complaint or Concern

- (a) This policy encourages a person who makes a report in good faith to put his/her name to such report.
- (b) It is to be noted that if a whistle-blower chooses to raise a complaint or concern anonymously, it will be more difficult for the matter to be investigated and it may not be possible for the whistle-blower to seek protection under this policy. Further, any report made anonymously, though it may be considered less powerful or credible, will still receive the appropriate attention and be considered at the discretion of the Company.
- (c) Complaint or concern is better raised in writing, providing all relevant information (including the background and history of the complaint or concern) in the form set out in Appendix 1.

8. **Investigation**

- 8.1 All reported complaints or concerns will be documented and reported to the Audit Committee. Investigations of the reported complaint or concern will be carried out as quickly as is practicable and in accordance with the principles of fairness and natural justice.
- 8.2 Progress of the investigation will be reported to the Audit Committee. The Audit Committee will determine the appropriate action to be taken in relation to each reported complaint or concern.
- 8.3 Subject to legal and confidentiality constraints, the whistle-blower will be informed of the outcome at the conclusion of the investigation.
- 8.4 PureCircle may require further assistance from the whistle-blower from time to time. The whistle-blower should disclose at the outset whether he/she has any personal interest in the report. If the whistle-blower is also involved in the alleged misconduct, the fact that he/she raised the complaint/concern would be taken into account by the Company when considering whether any further action is necessary or appropriate.

9. **Confidentiality**

- 9.1 PureCircle will treat all reported complaints or concerns in a confidential and sensitive manner. The identity of the whistle-blower and any information will be held, to the extent that is possible, in the strictest confidence by PureCircle.
- 9.2 It is to be noted that the investigation process, including any report that may have to be made to the police, may reveal the source of information, and a statement by the whistle-blower may be required.
- 9.3 If investigation of a report discloses a situation which is sufficiently serious to warrant disciplinary action or police involvement, then the whistle-blower will be an important witness and any information or document provided by the whistle-blower will be important evidence.
- 9.4 The identity (if known) of the whistle-blower will not be released until the reasons for its disclosure have been discussed with him/her.

10. **Safeguards & Protection**

- 10.1 PureCircle will, as far as possible, ensure that persons reporting any complaint or concern in good faith will be protected from retaliation, reprisal, harassment or victimisation.
- 10.2 Where a person reports a complaint or concern in good faith and reasonably believes it to be true, but the complaint or concern is not confirmed by subsequent investigation, no action will be taken against that person.
- 10.3 Whilst whistle-blowing is encouraged by PureCircle, as long as such reporting is responsible disclosure made in good faith and for the benefit of the Company, a whistle-blower must understand the seriousness and repercussions of his/her action and be ready to assume responsibility for such action.
- 10.4 PureCircle may take such action as it deems fit against a person who reports a complaint or concern not in good faith and without reasonable grounds for believing it to be substantially true, or makes it for purposes of personal gain or with malicious intention.

11. **Exclusion**

- 11.1 This policy is not designed to question financial or business decisions taken by the management of PureCircle, nor should it be used to reconsider any matters which have already been addressed under other policies or procedures.
- 11.2 It is to be noted that any employment related issues which are typically resolved by the Human Resource Department shall not be covered under this policy.

Appendix 1

WHISTLEBLOWER REPORT FORM

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

REPORTER'S CONTACT INFORMATION

(This section may be left blank if the reporter wish to remain anonymous)

NAME *

DESIGNATION

DEPARTMENT/AGENCY

CONTACT NUMBER

E-MAIL ADDRESS *

SUSPECT'S INFORMATION

NAME *

DESIGNATION

DEPARTMENT/AGENCY *

CONTACT NUMBER

E-MAIL ADDRESS

WITNESSES'S INFORMATION *(if any)*

NAME

DESIGNATION

DEPARTMENT/AGENCY

CONTACT NUMBER

E-MAIL ADDRESS

COMPLAINT: *Briefly describe the misconduct / improper activity and how you know about it. Specify what, who, when, where and how. If there is more than one allegation, number each allegation and use as many pages as necessary.*

1. What misconduct / improper activity occurred?*
2. Who committed the misconduct / improper activity?*
3. When did it happen and when did you notice it?*
4. Where did it happen?*
5. Is there any evidence that you could provide us?
6. Are there any other parties involved other than the suspect stated above?
7. Do you have any other details or information which would assist us in the investigation?
8. Any other comments?

Date:

Signature: