

records received which affect the outcome of the investigation would be kept by the Group Internal Audit & Compliance Division.

8.0 Disclosure

It will generally be inappropriate for the Head of Group Internal Audit & Compliance or other investigators to make reports regarding progress of the investigation to anyone other than the Board of TdC and / or the Audit Committee and CIC as it could tarnish the corporate image of the Company or unfairly damage the reputation of the people who are the subject of the allegations.

In order to gather more information or obtaining feedback, Internal Audit and / or other investigators may also choose to involve the Whistleblower (if he / she has identified themselves) in the investigation.

Internal Audit or investigators could however exclude the Whistleblower from the investigation if they believe that the interests of a fair investigation or the protection of the Whistleblower are served better.

9.0 Reporting

Once the investigation is complete, the appropriate Company representative may inform the whistleblower of the results of the investigation as well as any corrective steps that are taken. The Head of Group Internal Audit & Compliance will submit the investigative reports which include all findings or evidence, to the Board of TdC Audit Committee and Senior Management of the Company.

The Group Internal Audit & Compliance shall retain all records relates to all of the reported misconduct through this Whistleblowing Policy for a period of 7 years on behalf of the Audit Committee.

10.0 Action Plan

If the claim of malpractice or misconduct is substantiated, then the Company will undertake appropriate disciplinary action against the responsible individual(s) up to and including termination of employment. The Management of TdC will subsequently take action to prevent the misconduct from continuing or occurring in the future based on the recommendation contained in the investigation report.

Any act of retaliation or victimisation against the whistleblower will result in disciplinary action, up to and including termination of employment against the employee performing such acts. The malicious use of the Whistleblowing Policy

will result in disciplinary action against the whistleblower complainant, up to and including termination of employment.

11.0 Unproven Misconduct

If a complaint or report of the misconduct cannot be proven from the investigation, no further action is taken at that point. However, if any new evidence is introduced subsequently, the investigation may be reopened.

12.0 Incentive

If it is determined that a whistleblower has provided valuable, accurate and reliable information regarding the occurrence of any major misconduct as evidence by the subsequent investigations, the whistleblower will be eligible for a reasonable reward from TdC.

The Company will have absolute discretion in deciding whether the reward should be benefit in kind, monetary terms and / or in form of appreciative gifts.

In order for a whistleblower to be eligible for this special reward, he / she must ensure that:



The information provided is not known to everybody or is not public knowledge;



Necessary investigation is allowed to be carried out resulting in management being able to take the necessary disciplinary actions against the offenders; and



The information provided will overcome or deter the occurrence of major fraudulent related activities where Senior Management's assessment of its impact is considered significant.

13.0 Policy Review

TdC Whistleblower program (including this Policy) will be reviewed at least every 3 years by the Senior Management, in consultation with the Group Internal Audit & Compliance Division.

The review should address the overall effectiveness of the Whistleblower program, by taking into account the number and the nature of complaints or reports made, the manner in which the investigations are carried out (including the associated costs to the Company), the findings of the investigations and the course of action taken, the consequences of making a complaint or report on the Whistleblower, and the general compliance with this Whistleblowing Policy.

APPENDIX A

LIST OF COMPLAINTS UNDER WHISTLEBLOWING POLICY

A whistleblower complaint is information relating to improper conduct or any staff consultant or contractor engaged by TdC. Improper conduct includes:



A failure to comply with any legal obligations;



Miscarriage of justice;



Damage to the health and safety of any individual;



Damage to the environment;



Unlawful discrimination;



Criminal offence;



All types of harassment or bullying;



Misuse of Company information;



Acceptance of gifts / favour beyond the threshold allowed by the Company;



Corruption, involving conflict of interest in purchasing or sales schemes, bribery involving kickbacks or bid rigging, illegal gratuities or blackmail;



Asset misappropriation, involving theft of cash on hand or from deposits, skimming of sales, receivables, refunds including write off schemes or lapping schemes and fraudulent disbursements including billing schemes, personal purchases, payroll schemes, ghost employees, commission schemes, falsified wages, expenses reimbursement including overstated and fictitious expenses, cheque tampering, false voids and refunds;



Asset misappropriation on inventory and other asset theft, misuse, personal use, false transfers, false sales and shipping, false purchasing and receiving;



Fraudulent Financial Statements including over or under statement of assets or revenue, fictitious revenue, false time records, concealing liabilities, improper asset valuations;



Fraudulent Non-Financial including employee credentials, internal or external documents, compliance statements; and



The deliberate concealment of information tending to show any of the matters listed above