



# CORPORATE GOVERNANCE

## WHISTLEBLOWER

### 1. PURPOSE

The Whistleblower policy aims to provide clear guidelines on how to receive and report internal and external good faith complaints or suspicions of illegal, unethical or other inappropriate activities or any type of misconduct by directors, managers or other employees, without fear of punishment or retaliation of any kind.

### 2. SCOPE

This policy applies to directors and all employees of BMMI and its subsidiaries in all the countries where BMMI operates.

### 3. ABBREVIATIONS AND DEFINITIONS

<b>CEO</b>	Chief Executive Officer
<b>CFO</b>	Chief Financial Officer
<b>EVP</b>	Executive Vice President

### 4. POLICY

This whistleblower policy enables our employees at all levels to voice any concerns they may have regarding any wrongdoings in the course of the company's dealings or day to day transactions.

Whistleblowers must act in good faith and must not make false accusations when reporting any misconduct or wrongdoings.

#### 4.1. Availability of the document

The information in this document is proprietary to BMMI. This document is classified "Open Circulation" as access to this document is provided freely to all employees and other interested parties through our shared network drive, our corporate website, intranet, and hard copies filed with the Human Resources or Quality Systems Department. This document is to be read in conjunction with our Code of Business Conduct which provides guidance on how to act in situations of ethical conflict.

#### 4.2. Definition

A whistleblower is defined as an employee who, in good faith, submits a confidential or anonymous allegation of misconduct or potential wrongdoing.

Whistleblowers are not those who raise issues or concerns through the normal business or management channels in an open, non-confidential manner.

#### 4.3. Persons covered

The whistleblower policy provides protections to all directors, officers, managers and employees who report, in good faith, suspected violations by other Board or staff members.

#### 4.4. Type of misconduct or wrongdoings

Any acts of misconduct of general, operational, legal, or financial nature including but not limited to all the topics covered in the Code of Business Conduct such as:

- Financial matters such as fraud, theft, circumvention of internal accounting controls, and questionable accounting or auditing matters.
- Misleading or coercing of auditors.
- Violation of the BMMI Code of Business or any other policies.
- Human Resource matters including harassment, discrimination and workplace violence.
- Workplace health and safety matters.
- Violation of Employment or Labour laws, securities laws, or other Government regulations.
- Misuse of Company <sup>TM</sup>property including information, funds, supplies or other assets.
- Forgery, alteration or manipulation of documents or computer files.
- Any other type of misconduct.

#### 4.5. Good faith

Good faith is shown when the employee who wishes to complain has reasonable basis to believe the report made is true, and when a complaint is made without consideration of personal benefit or any malice. A report does not, however, have to be proven true to be made in good faith.

If and when the complaint is known to be intentionally malicious or false, there is clearly no good faith in reporting. Any employee who knowingly or recklessly makes false, unfounded or misleading statements or disclosures which are not in good faith will not be protected by this policy and may be subject to disciplinary action up to and including termination.

#### 4.6. No retaliation

BMMI has a zero-tolerance policy for retaliation and assures that any employee who reports possible violations in good faith will not experience abuse, harassment, threats, discrimination or any adverse employment consequences as a result. Employees who are found to have retaliated against an individual who reports a suspected violation will be subject to disciplinary action up to and including termination.

#### 4.7. Reporting complaints

All employees are strongly encouraged to report misconduct and potential contraventions to company policy through the normal business channels which include immediate supervisors, Managers, COOs, CFO or the CE.

BMMI Managers are all available to answer any questions about the Code or Company policies, or to discuss any concerns you may have about potential or actual wrongdoings.

Employees may address their concerns via mail, phone, email or fax.

Taking into account that the reputation of BMMI should at all times be safeguarded, complaints should be handled internally to the extent possible. However, in case employees are not comfortable speaking to their managers or they feel that the manager has not properly addressed the issue, or require a higher level of anonymity or confidentiality, they should address KPMG, the organization BMMI has currently appointed for handling all confidential or anonymous whistleblower submissions. This last recourse shall only be used when all the whistleblower internal reporting means have been exhausted, or when actions taken are in the whistleblowers' best judgment inadequate or insufficient.

Complaints raised through KPMG can be submitted confidentially or anonymously by email, voice mail, regular post mail, or fax.

#### Contact details are:

**Email:** BH-FMwhistlebmmi@kpmg.com  
**Telephone:** +973 1722 4807 (Ext. 377)  
**Fax:** +973 1791 9614  
**Mobile:** +973 3906 7635

**Mail address:** KPMG Fakhro  
P.O. Box 710, Manama  
Kingdom of Bahrain

#### **4.8 Investigating & resolving complaints**

BMMI takes all reports of potential and actual Code of Business Conduct violations seriously and is committed to confidentiality and a full investigation of all accusations.

HR, Finance, Legal and Security personnel together with higher levels of management may conduct or manage investigations. All violations of the code will be investigated using any methods and external agencies the company prefers, including -if required-, local authorities, or other cooperating companies.

BMMI strives to be as thorough, objective, and impartial as possible, in dealing with investigations and decisions relevant to the administration of the Code of Conduct; therefore, employees who are being investigated for a potential Code violation will have an opportunity to be heard prior to any final determination.

KPMG will decide on the most appropriate investigation channels and recourses to deal with all complaints raised through them and, if necessary, will route them to the Audit & Risk Committee and/or Board of Directors to reach a decision.

While employees are free to express complaints anonymously, it is important to consider that sometimes anonymity can hinder proper investigations. In case of non-anonymous but confidential reports, BMMI will protect the complainants' identity to the greater extent possible and will always let the employee know whenever it is essential to come forward to complete all investigations appropriately.

Once the complaint is received, and if the complainant's identity is known, the receiving party will acknowledge receipt of the reported violation. Investigations will start as soon as the complaint is received and a decision will be made as promptly as the situation permits and always before the situation becomes a violation of law or a risk to health, security or the Company's reputation.

Accounting or auditing issues are to be handled by the CFO, the Audit & Risk Committee and, if necessary, the Board of Directors.

Records of complaints will be kept by the HR Department as per the BMMI Document Retention policy and by the Legal Affairs Manager whenever complaints lead to a Court Case.

#### **4.9 Responsibility**

The Legal Affairs Manager is the owner of this policy and is responsible for keeping it up to date. The CE approves initial release and any subsequent changes.

All BMMI managers are responsible for supporting the proper use and application of the Whistleblower policy.

It is the responsibility of all Directors, Officers, Managers, and Employees to comply with this policy and report any and all violations or suspected wrongdoings as stated on this policy.

The Legal Affairs Manager is responsible for the oversight of receipt, retention, investigation and resolution of all reported complaints made according to this policy. The CE, CFO, COOs or Audit & Risk Committee may consult or retain independent legal counsel, accountants, external auditors, other advisors, to assist in or conduct investigations and analysis of results.

While BMMI has appointed KPMG or any other Independent Auditor or entity as advisor, investigator and handler of complaints and allegations, all BMMI personnel are requested to provide assistance to reach a fair resolution to all cases.

### **5. PROCEDURE**

As above.