

# MARI PETROLEUM COMPANY LIMITED

## WHISTLEBLOWER POLICY

### 1. INTRODUCTION

- 1.1. Mari Petroleum Company Limited (“The Company”) strives for improvement in governance and service quality and encourages its employees, who have concerns about suspected serious misconduct or any breach or suspected breach of law or regulation that may adversely impact the Company, to come forward and express such concerns without fear of punishment or unfair treatment.
- 1.2. The employees and outside parties are encouraged to use the guidance provided in this Policy for reporting any wrong doing / improper conduct. This Policy is intended to assist all those individuals, who believe they have discovered malpractice or impropriety.
- 1.3. This Policy is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters which have already been suitably addressed.

### 2. PURPOSE

The purposes of this Policy are:

- 2.1. To provide avenues for employees to raise concerns and define a way to handle these concerns;
- 2.2. To enable Management to be informed at an early stage about acts of misconduct;
- 2.3. To reassure employees that they will be protected from punishment or unfair treatment for disclosing concerns in good faith in accordance with this procedure; and
- 2.4. To help develop a culture of transparency, honesty, integrity, fairness and accountability that is in the greater interests of both the employees and the Company.

### 3. SCOPE

- 3.1. This Policy provides a procedure to resolve work-related issues in fair manner. It governs the reporting and investigation of improper and illegal activities at the Company including, but not restricted to:
  - a. Conduct that is an offence or a breach of law;
  - b. Failure to comply with a legal obligation;
  - c. Disclosures related to departure from justice;

- d. Health and safety risks, including risks to the public as well as other employees;
  - e. Damage to the environment;
  - f. Unauthorized use of Company funds;
  - g. Possible incidence of fraud and corruption including bribery;
  - h. Using business relationship for personal gains;
  - i. Membership of banned outfits;
  - j. Actions which are unprofessional, inappropriate or in conflict with a general understanding of what is right and wrong; and
  - k. Other unethical and immoral conduct.
- 3.2. This Policy applies to all Regular / Contractual Management and Non-Management Employees of the Company, Vendors, Contractors, Customers and Consultants etc. This Policy also includes other personnel associated in any other manner with the Company.
- 3.3. This policy is in addition to the Company's other Policies and Procedures on complaints such as "Grievance Reporting and Redressal" etc.

#### **4. DEFINITIONS**

In this Policy, certain terms have been used with specific meanings and interpretation. Glossary of such terms is attached as *Annexure 'A'* to this Policy.

#### **5. POLICY STATEMENT**

- 5.1. The Company is committed to the highest possible standards of integrity, ethical and moral behaviour and legal business conducted to foster and maintain an environment and a mechanism where employees can participate in the process fairly and fearlessly.
- 5.2. The Company conducts business based on the principles of fairness, honesty, openness, decency, integrity and respect.

#### **6. WHISTLEBLOWING PHILOSOPHY**

- 6.1 The Company will not tolerate any harassment or victimization (including informal pressures) and will take appropriate action to protect the employees when they raise a concern in good faith;
- 6.2 If the employees believe that they have been subject to retaliation because they have taken any of the actions referenced above, or any coworker or other person is aware that any such retaliation may have been made against any employee, the coworker or the employee should report such conduct to the person designated to receive a report under this Policy; and
- 6.3 The Company will review promptly any complaint of retaliatory or other similar behavior. Complaints and investigations will be handled in a

confidential manner, consistent with any corrective action that needs to be taken by the Company.

## 7. WHISTLEBLOWING COMMITTEE

7.1 There shall be a 'Whistleblowing Committee', which shall be responsible for handling and managing all whistleblowing concerns and complaints. The committee will consist of following:

Chairman / Compliance Officer	:	Company Secretary
Member	:	Head Internal Audit
Member	:	To be appointed by the Managing Director on case-to-case basis.

7.2 The Managing Director may replace / reconstitute the Whistleblowing Committee or any member '*as and when*' deemed appropriate.

## 8. RESPONSIBILITIES

8.1 It is the responsibility of the whistle-blower to act in good faith and not to make false accusations while reporting misconduct by the Company's employees.

8.2 It is the responsibility of Whistleblowing Committee to:

- a. Treat all reported concerns in confidence;
- b. Verify the background of the reported concern;
- c. Verify all the documents submitted as a proof; and
- d. Make every effort not to reveal the employees' identity if they so wish.

8.3 It is the responsibility of Human Resource and Administration Departments to provide necessary support to the Whistleblowing Committee in executing and concluding the reported concern.

## 9 METHODOLOGY

### 9.1 Raising a Concern

- a. Any person may report allegations of suspected serious misconduct or any breach or suspected breach of law or regulation that may adversely impact the Company, the Company's customers, vendors, shareholders, employees, investors or the public at large;
- b. This policy encourages the employees to put their name to their allegation whenever possible. Concerns expressed anonymously will not be considered.

- c. Although the whistle-blower is not expected to prove the truth of an allegation, he / she would need to demonstrate to the Compliance Officer that there are sufficient grounds for concern.

## 9.2 Methods of Reporting a Concern

- a. Any allegation may be based on first-hand, direct information, or on other information from any source that the reporting person reasonably believes to be credible;
- b. Acts of misconduct may be disclosed in writing by:
  - i. Courier;
  - ii. Electronically by email ([whistle@mpcl.com.pk](mailto:whistle@mpcl.com.pk));
  - iii. Drop box; or
  - iv. In person to the Compliance Officer.

However, all reports are encouraged to be made in writing, so as to assure a clear understanding of the issues raised. The Form provided in '*Annexure - B*' shall be used for reporting purposes.

## 9.3 Handling a Concern

- a. Each concern received by the Compliance Officer will be logged and assigned a code that will be used in subsequent investigation and reporting of the concern.
- b. The Compliance Officer will take appropriate steps to ensure that a paper or electronic copy of the reported concern is preserved.
- c. The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within three (3) working days.
- d. Upon receipt of a reported concern, the Compliance Officer shall conduct initial inquiries / assessment to determine whether further review and/or investigation is warranted based on gravity of the issues described in the reported concern.
- e. If the Compliance Officer determines that further review or investigation of the matters raised in a reported concern would be appropriate under the circumstances, the Compliance officer will promptly notify the Whistleblowing Committee for commencement of investigation.
- f. The Compliance Officer will have the authority to utilize the services of any Company personnel under the circumstances so as to assist in evaluation of reported concern.
- g. At any time during a review and/or investigation of a report, the Compliance officer will notify the Managing Director and Concerned

- Head of Department of the receipt of a report and/or the progress or results of any review and/or investigation of the report. The concerned Head of Department will be provided with such level of detail as may be necessary to allow for appropriate consideration.
- h. At the conclusion of such review and/or investigation, the Compliance Officer will determine what, if any, remedial action is appropriate. All employees of the Company have an obligation to cooperate and comply with any review / investigation initiated by the Compliance Officer and should keep the information as '*classified*' to avoid any disciplinary action against them.
  - i. The Compliance officer will update the whistle-blower regarding following details:
    - Whether any initial enquiries have been made;
    - Whether further investigations will take place or not; and
    - In case, Compliance Officer does not intend to carry out further investigation, he / she shall provide a reason thereof.
  - j. Investigation will be completed and report submitted to the Managing Director within thirty (30) days from the date of reported concern. Where the situation warrants, additional time will be allowed with the approval of Managing Director to complete the investigation.

## 10 **POSSIBLE OUTCOMES AFTER CONCLUDING THE REPORTED CONCERN**

- 10.1 There will be no adverse consequences for anyone who reports a whistleblowing concern in good faith. However, an employee who recklessly makes statements or disclosures that are not in good faith and / or without substantive proof may be subject to disciplinary procedures. Similarly, in case of such complaints lodged by outsiders, the Company reserves the right to take appropriate action.
- 10.2 The following actions may be taken after investigation of the reported concern:
  - a. Disciplinary action (up to and including dismissal) against the wrongdoer depending on the results of the investigation.
  - b. Disciplinary action (up to and including dismissal) against the whistle-blower if the claim is found to be malicious or otherwise not in good faith.

## 11 **EFFECTIVE DATE**

This policy shall be effective from the date of approval from Board of Directors.

### Glossary of Terms

In this Policy, following terms have been used with the meanings specified:

- a. **Accused**  
A person against whom a concern has been reported to the Whistleblowing Committee. It also includes an alleged beneficiary of fraud, improper conduct or wrongdoing.
- b. **Allegation**  
Accusing before proving with evidence.
- c. **Compliance Officer**  
Compliance Officer shall be a person appointed by the Managing Director. This officer shall maintain a record of concerns raised and the outcome (but in a form which does not endanger the confidentiality of the employee raising the concern).
- d. **Concern**  
The information about any alleged fraud, improper conduct or wrongdoing.
- e. **Fraud**  
The commission of an illegal act or omission of legal duty by an employee of the company either for personal gain or for wilfully causing loss to the company. It also includes the untrue statements by a person, who did not believe the same to be true and active concealment of facts.
- f. **Good Faith**  
Good faith is evident when the report is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true. However, a report does not have to be proven to be true to be made in good faith.
- g. **Improper Conduct or Wrongdoing**  
Improper conduct or wrongdoing is:
  - a. Any fraudulent activity / theft / corruption including bribery;
  - b. A substantial mismanagement of Company resources;
  - c. Misuse of Company's fund;
  - d. Improper conduct in Company's operations; accounting; internal controls auditing; or financial reporting;
  - e. A civil wrong or criminal act;
  - f. An act detrimental to the interests of the company; and
  - g. Any other violation of Company's Code of Conduct.
- h. **Malicious**  
Intended act to cause harm without justification and regard for legal rights.

- i.*     **Whistleblowing**  
The voluntary disclosure of a concern by a whistle-blower to the Whistleblowing Committee.
- j.*     **Whistle-blower**  
Any employee, director, related officer, contractor, service user, customer, an ex-employee or any member of public, who makes or attempts to make a disclosure of improper conduct or wrongdoing or fraud to the Whistleblowing Committee.
- k.*     **Wrongdoer**  
A person against whom a concern has been established.

**MARI PETROLEUM COMPANY LIMITED**  
**WHISTLEBLOWER'S COMPLAINT FORM**

Please provide the following details for any suspected serious misconduct or any breach of suspected breach of law or regulation that may adversely impact the Company and submit directly to "Compliance Officer".  
You may be called upon to assist in the investigation, if required.

Note: Please follow the guidelines, laid down in the Whistleblower Policy.

**SECTION 1 - REPORTER'S CONTACT INFORMATION**

1.1 Name: \_\_\_\_\_ 1.2 Desig: \_\_\_\_\_ 1.3 Dept: \_\_\_\_\_  
1.4 CNIC: \_\_\_\_\_ 1.5 Tele: \_\_\_\_\_ 1.6 Email: \_\_\_\_\_

**SECTION 2 - COMPLAINT AGAINST**

2.1 Name: \_\_\_\_\_ 2.2 Desig: \_\_\_\_\_ 2.3 Dept: \_\_\_\_\_  
2.4 CNIC: \_\_\_\_\_ 2.5 Tele: \_\_\_\_\_ 2.6 Email: \_\_\_\_\_

**SECTION 3 - WITNESS'S INFORMATION (IF ANY)**

3.1 Name: \_\_\_\_\_ 3.2 Desig: \_\_\_\_\_ 3.3 Dept: \_\_\_\_\_  
3.4 CNIC: \_\_\_\_\_ 3.5 Tele: \_\_\_\_\_ 3.6 Email: \_\_\_\_\_

**SECTION 4 - COMPLAINT**

In the following columns, please briefly explain the misconduct / improper activity observed. Also please intimate as how you came across about it. If there is more than one such allegation, indicate each allegation serially and use as many pages as necessary.

4.1 What misconduct / improper activity occurred? _____ _____ _____ _____	4.2 Who committed the misconduct / improper activity? _____ _____	4.8 Any other helpful details / info: _____ _____ _____
_____	4.3 Where did it happen? _____	4.4 When did it happen? _____
_____	4.5 When did you notice it? _____	_____
_____	4.6 Are there any other party(ies) involved in this? _____	_____
_____	4.7 Is there any evidence that you can share*? _____	4.9 Signatures (Optional): _____
_____	_____	4.10 Date: _____

\* You SHOULD NOT attempt to obtain evidence for which you do not have a right of access since 'whistleblowers' are 'reporting parties' and NOT 'investigators'.