



## PRIME MEDIA HOLDINGS, NC. WHISTLE BLOWING POLICY

### I. Rationale

**Prime Media Holdings, Inc.** (the “Company”) intends to promote integrity, transparency and accountability in the conduct of its operations by providing for a mechanism through this policy (the “Whistleblower Policy”) that allows employees and all other individuals to freely communicate their concerns on illegal or unethical practices .

The Policy encourages and protects any individual (“Whistleblower”) in promptly reporting any observed or perceived risk, danger, malpractice, wrong doing or any questionable business practice that may affect others, the Company or the Public without fear of discrimination, harassment and/or retaliation as a result of the disclosure, provided it is responsibly made in good faith and without malice.

### II. Definitions

- a. **Whistleblowing** is the confidential disclosure by any individual of any concern in the workplace or the Company’s affairs about perceived danger or wrongdoing.
- b. **Wrongdoing** includes but not limited to any of the following:
  - a. malpractice such as immoral, illegal, dishonest, irregular or unethical conduct, or gross misconduct;
  - b. possible violation of the Revised Corporation Code, Securities Regulation Code, and other pertinent laws and regulations
  - c. possible violation of the 2020 Manual of Corporate Governance, internal policies and audit regulation;
  - d. acquiring for him/herself a business opportunity which should belong to the Corporation
  - e. inadequate accounting controls, questionable accounting practices, misleading or coercion of auditors
  - f. instances of corporate fraud
  - g. activities in violation of anti-corruption laws and governmental laws
  - h. activities that will result in reputational damage to the Company
- c. **Reprisal** means any adverse employment action taken against an employee who seeks advice on making a disclosure, or makes a disclosure or cooperates in an investigation of wrongdoing, or declines to participate in a wrongdoing. Examples of reprisal include dismissal, layoff, demotion or transfer, change of job location, wage reduction, reprimand, or ill treatment.



- d. **Whistleblower** is the individual who exposes or discloses any kind of information or activity that may be deemed as a Wrongdoing.

### **III. Guidelines**

1. Any individual may raise a concern internally either orally or in writing to any of the various channels at his option: (i) Immediate Supervisor (ii) Human Resources Department (iii) Legal Department, (iv) Audit/Internal Risk Audit Officer, or (v) directly to a regular or independent director.
2. The individual should declare that he/she is making the disclosure within the term of the Whistleblowing Policy in order that the recipient of the disclosure shall treat the information in confidence and take the necessary action to investigate the disclosure and protect the Whistleblower's identity.
3. In instances where an unsatisfactory response is not received, the Whistleblower may opt to resort to other channels as enumerated in Section III(1) of this Policy
4. In instances where an unsatisfactory response is not received from the senior officer, the Chairman of the Audit Committee of the Board of Directors of the Company may be contacted by mail, telephone, fax or email.
5. The Whistleblower is protected from reprisal or disciplinary action provided the disclosure is responsibly done in good faith and not made maliciously.
6. All information obtained from the Whistleblower shall be treated with utmost confidentiality including the identity of the Whistleblower.
7. While the Company encourages Whistleblower to identify themselves, anonymous calls, letters, emails or text messages will nevertheless be taken seriously and investigated fully.
8. The Whistleblower does not have the obligation to substantiate his observation. It is enough that he/she is impelled to protect the Company and has a reasonable and honest belief that the information is substantially true.
9. There is no adverse consequence for anyone who reports in good faith however any individual found responsible for making allegations maliciously or in bad faith may be subject to disciplinary action.
10. The Company reserves the right to discipline any individual who makes an accusation without reasonable, good faith belief in the truth and accuracy of the information or knowingly provides false information or makes false accusations. All disclosures shall be investigated fully.

**As approved by the Board of Directors on 30 October 2020.**