

# Whistleblower Protection Policy

**PropertyGuru Group Limited**

**(As of March 17, 2022)**

**PropertyGuru Group**

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## 1 Policy summary

### Purpose and application of this policy

PropertyGuru Group Limited ("**PropertyGuru**") is committed to full and accurate financial disclosure and to maintaining its books and records in compliance with all applicable laws, rules and regulations. PropertyGuru wishes to encourage employees, independent contractors, third-party vendors, customers and business partners to make PropertyGuru aware of any practices, procedures or circumstances that raise concerns about the integrity of its financial disclosures, books and records. This policy and its procedures (this "**Policy**") have been adopted by the Board of Directors of PropertyGuru to govern the receipt, retention and treatment of complaints regarding PropertyGuru's accounting, internal accounting controls or auditing matters and misconduct, unethical behaviour or wrongdoing within PropertyGuru or one of its related bodies corporate (together, the "**Group**"), and to protect the confidential, anonymous reporting of employee concerns regarding questionable accounting or auditing matters. This policy has been adopted to provide a safe and confidential environment where such concerns can be raised by Whistleblowers without fear of reprisal or detrimental treatment.

This policy sets out:

- (a) who is entitled to protection as a Whistleblower under this Policy;
- (b) the protections Whistleblowers are entitled to; and
- (c) how disclosures made by Whistleblowers will be handled by our Group.

For the purposes of this Policy, "**Whistleblower**" means a person who is eligible for protection as a whistleblower under this Policy or under applicable laws.

All employees and third parties making reports are asked to provide as much detail and supporting information as possible about their concerns in order to assist the investigative process. It is the policy of PropertyGuru to treat complaints about accounting, internal accounting controls, auditing matters or questionable financial practices (the "**Accounting Complaints**"), or any violation or potential violation of PropertyGuru's Code of Business Conduct and Ethics or applicable laws, seriously and expeditiously.

You may choose to disclose information anonymously if you wish. However, you are encouraged to identify yourself as concerns or irregularities expressed anonymously are more difficult to act upon effectively but they may be considered, taking into account the severity and credibility of concerns raised and the likelihood of confirmation of the allegation from attributable sources and information provided. If you choose to disclose information anonymously, you shall not be entitled to the outcome of any investigation of the disclosure.

All Group officers, employees and contractors must comply with this Policy.

## 2 Scope of this Policy

### 2.1 Who does this Policy apply to?

To be treated as a Whistleblower under this Policy you must:

- (a) be a director, officer, employee, independent contractor, vendor, customer or business partner of the Group;
- (b) disclose information regarding the type of matters set out in section 2.2; and
- (c) disclose that information to one of the persons set out in section 2.3.

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Subject to applicable laws, this Policy also protects those who are entitled to whistleblower protection under statutory whistleblower regimes.

## **2.2 What types of matters can be disclosed?**

Employees will be made aware of the procedures contained herein and will be given the opportunity to submit for review by PropertyGuru confidential and anonymous complaints regarding the following matters. The following is not an exhaustive list, and complaints regarding matters not listed here may be submitted as well.

- Fraud against investors, securities fraud, mail or wire fraud, bank fraud or fraudulent statements to the U.S. Securities and Exchange Commission (the “**SEC**”) or the investing public.
- Violations of SEC rules and regulations or any other laws applicable to PropertyGuru's financial accounting, maintenance of financial books and records, internal accounting controls and financial statement reviews or audits.
- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of PropertyGuru.
- Significant deficiencies in or intentional noncompliance with PropertyGuru's internal accounting controls.
- Misrepresentations or false statements regarding a matter contained in the financial records, financial reports or audit reports of PropertyGuru.
- Deviation from the full and fair reporting of PropertyGuru's financial condition.
- Misconduct or an improper state of affairs or circumstances in relation to, among other things, Accounting Complaints, corporate governance or tax affairs.
- Illegal conduct at PropertyGuru or by an officer or employee of PropertyGuru, such as fraud, theft, corruption, bribery, drug supply or use, violence and intimidation, criminal damage to property or breaches of laws or regulations (including work health and safety laws).
- Improper, unethical or dishonest conduct at PropertyGuru or by an officer or employee of PropertyGuru, such as breaches of any corporate policies, misuse of company assets, conflicts of interest or abuses of power or authority, an activity that poses a substantial risk to people, property, operations or the environment, or an activity that constitutes a danger to the public or financial system.
- Concealment of any disclosable matters.

Complaints will be reviewed by the Whistleblower Protection Officer and the Chair of the Audit and Risk Committee, who will agree the appropriate person to investigate the complaint. PropertyGuru will abide by all laws that prohibit retaliation against employees who lawfully submit complaints under these procedures.

In the event that PropertyGuru contracts with a third party to handle complaints or any part of the complaint process, the third party will comply with this Policy.

## **2.3 Who should I disclose to?**

A disclosure can be made anonymously through the PropertyGuru Whistleblower hotline, **Integrity@PG**, managed by a third party provider, KPMG. Disclosures through the PropertyGuru Whistleblower hotline can be made in the following ways:

- Via web portal: <https://kpmgethicsline.com.sg>  
(Available in English, Vietnamese, Bahasa Indonesia, Thai languages)
- Via email address: [ethicsline@kpmg.com.sg](mailto:ethicsline@kpmg.com.sg)  
(Disclosure can be made in English, Vietnamese, Bahasa Indonesia or Thai language)

Upon making a disclosure, KPMG will:

- Send a report within two working days from receipt of the complaint to PropertyGuru's Whistleblower Protection Officer and the Chair of the Audit and Risk Committee.
- Provide a report translated to English if complaint is submitted in local language.
- Provide feedback to the Whistleblower to the extent KPMG can do so.

Alternatively, disclosures can be made in writing to PropertyGuru's Whistleblower Protection Officer (Helen Snowball, Chief People Officer) by email to [helen@propertyguru.com](mailto:helen@propertyguru.com), with a copy to be sent to the Chair of the Audit and Risk Committee.

## **2.4 The role of the Whistleblower Protection Officer**

You will have access to the assistance of the Whistleblower Protection Officer (as defined in Section 2.3 above) as provided in this Policy. The Whistleblower Protection Officer's role is to:

- seek to protect you from Detrimental Conduct (as defined in section 4.1 below);
- assist you in maintaining your wellbeing;
- subject to section 3 below, maintain your confidentiality, where relevant, including as required by law;
- together with the Chair of the Audit and Risk Committee, review and consider any complaints of Detrimental Conduct or any concern that your disclosure has not been dealt with in accordance with this Policy; and
- escalate any matter the Whistleblower Protection Officer and the Chair of the Audit and Risk Committee consider appropriate to the Board or any committee of the Board.

## **3 Confidentiality**

### **3.1 Confidentiality of Whistleblower identity**

Where a Whistleblower is an employee, subject to section 3.2, PropertyGuru will protect the confidentiality and anonymity of the employee to the fullest extent possible, consistent with the need to conduct an adequate review.

PropertyGuru is not obligated to keep complaints from non-employees confidential or to maintain the anonymity of non-employees.

### **3.2 Permitted exceptions**

Subject to applicable laws, the identity of a Whistleblower (or information that is likely to lead to his or her identity becoming known) may be disclosed without the Whistleblower's consent if the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of any applicable whistleblower regimes or as otherwise required by law in the countries in which PropertyGuru Group operates.

### 3.3 Provision of Whistleblower information to a court or tribunal

You must not disclose or produce to a court or tribunal any information or documents which discloses the identity of a Whistleblower (or information likely to lead his or her identity becoming known) without seeking the advice of the Whistleblower Protection Officer who, in addition, may seek the advice of external legal counsel as required.

## 4 Prohibition against victimisation

### 4.1 Detrimental Conduct prohibited

PropertyGuru strictly prohibits all forms of Detrimental Conduct against you.

**"Detrimental Conduct"** means any actual or threatened conduct that could cause a Detriment to you as a result of you making a disclosure, including:

- (a) termination of employment
- (b) harassment, bullying or intimidation;
- (c) personal or financial disadvantage;
- (d) unlawful discrimination;
- (e) harm or injury, including psychological harm;
- (f) damage to reputation; or
- (g) any other conduct that constitutes retaliation.

**"Detriment"** includes (without limitation) dismissal, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination, harassment or intimidation, harm or injury including psychological harm, damage to property, and reputational, financial or any other damage to a person.

The Group will take all reasonable steps to protect you from Detrimental Conduct and will take action, where it considers appropriate, where such conduct is identified.

The Group also strictly prohibits all forms of Detrimental Conduct against people who are involved in an investigation of a Whistleblower disclosure in response to their involvement in that investigation.

### 4.2 No victimisation based on Whistleblower status

You must not cause or threaten any Detriment to any person for a reason which includes that he/she or any other person:

- (a) is or proposes to be a Whistleblower; or
- (b) is suspected or believed to be, or could be, a Whistleblower.

#### 4.3 Whistleblower immunity

You must not:

- (a) subject a Whistleblower to any liability or disciplinary action; or
- (b) enforce a remedy or exercise a right against a Whistleblower, for making a disclosure.

However, a Whistleblower may be held liable for any personal misconduct revealed by his or her disclosure or an investigation following a disclosure.

## 5 Investigations of information disclosed under this Policy

When a disclosure is made which may fall under this Policy, the following steps must be followed:

- (a) where a complaint is received through the PropertyGuru Whistleblower hotline, KPMG must provide the information to the Whistleblower Protection Officer (copying the Chair of the Audit and Risk Committee) as soon as practicable within two working days from receipt of the complaint, removing any information which identifies or may identify the discloser of the information (the potential Whistleblower) prior to doing so (unless the potential Whistleblower has provided his or her consent to that disclosure);
- (b) as soon as practicable, the Whistleblower Protection Officer must determine whether the disclosure falls within the scope of this Policy and, if so, shall agree with the Chair of the Audit and Risk Committee who shall be responsible for investigating the complaint. Any Accounting Complaint shall be promptly referred to the Audit and Risk Committee or such other persons as the Audit and Risk Committee determines to be appropriate. The investigator of a disclosure may assign another employee, outside counsel, advisor, expert or third-party service provider to investigate or assist in investigating the matters disclosed, if they determine it to be necessary or appropriate. The Whistleblower Protection Officer or Chair of the Audit and Risk Committee may direct that any individual assigned to investigate any matter disclosed work at the direction of or in conjunction with PropertyGuru's legal department, legal counsel or any other attorney in the course of the investigation;
- (c) the investigator must conduct any investigation in an objective and fair manner, ensuring to provide any employee who has been adversely mentioned in information provided by a Whistleblower an opportunity to respond to the allegations made in respect of him or her prior to any adverse findings being made;
- (d) the outcome of the investigation must be reported to the Audit and Risk Committee, and may be reported to the Whistleblower and any persons affected as the Whistleblower Protection Officer considers appropriate. If the investigator is in a position to recommend appropriate disciplinary or corrective action, the investigator also may recommend disciplinary or corrective action. In circumstances where an adverse finding is made, appropriate disciplinary and remedial actions will be taken. PropertyGuru reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of any law;
- (e) if determined to be necessary by the Whistleblower Protection Officer or the Chair of the Audit and Risk Committee, PropertyGuru shall provide for appropriate funding, as determined by the Whistleblower Protection Officer or the Chair of the Audit and Risk Committee, as applicable, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses;

- (f) in a situation where the whistleblower allegation is against the Chief Executive Officer or Chief Financial Officer, the report must be immediately disclosed to the Chair of the Board of Directors and the Chair of the Audit and Risk Committee;
- (g) subject to the exceptions allowed under section 3 of this Policy or otherwise by law, the identity of a Whistleblower (or information that is likely to lead to his or her identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a Whistleblower will be identified;
- (h) a Whistleblower may raise any concerns or complaints regarding this Policy or his or her treatment with the Whistleblower Protection Officer;
- (i) at any time with regard to any Accounting Complaint received by the Audit and Risk Committee, the Chair of the Audit and Risk Committee may specify a different procedure for investigating and treating such an Accounting Complaint.

## **6 Board reporting**

Subject to the confidentiality obligations in section 3, the Whistleblower Protection Officer must provide the Board reports at each Board meeting (and whenever else as deemed necessary) on all Whistleblower complaints made within the last 12 months, including information on:

- (a) the number and nature of disclosures made in the last 12 months;
- (b) the complainant (unless anonymous, in which case the report will so indicate);
- (c) a description of the substance of the complaint;
- (d) the status of any investigations underway; and
- (e) the outcomes and recommendations of any investigations completed, and actions taken as a result of those investigations.

## **7 Access to Reports and Records and Disclosure of Investigation Results**

All reports and records associated with Accounting Complaints are considered confidential information and access will be restricted to members of the Audit and Risk Committee, the Chief Executive Officer, PropertyGuru's legal department, and any person involved in investigating an Accounting Complaint as contemplated by these procedures. Access to reports and records may be granted to other parties at the discretion of the Audit and Risk Committee.

Accounting Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

## **8 Retention of Records**

All Accounting Complaints and documents relating to such Accounting Complaints made through the procedures outlined above shall be retained for at least five years from the date of the complaint, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry or investigation and thereafter as necessary.



## **9 Compliance with Law**

This Policy is intended to meet the requirements of Rule 10A-3(b)(3) under the U.S. Securities Exchange Act of 1934, as amended.

## **10 Training**

All Group officers and employees must attend compulsory training organised by the Group regarding the Group's Whistleblower program.

All the persons listed in section 2.2 of this Policy must attend compulsory training organised by the Group on responding appropriately to disclosures made by Whistleblowers or potential Whistleblowers.

## **11 Policy review**

This Policy must be reviewed by the Audit and Risk Committee with the assistance of the Whistleblower Protection Officer annually or as often as the Audit and Risk Committee or Whistleblower Protection Officer considers necessary to ensure it is operating effectively. Any proposed changes to this Policy will be, upon recommendation of the Audit and Risk Committee, reviewed and approved by the Board.

## **12 Consequences for non-compliance with policy**

Any breach of sections 3 or 4 of this Policy by a director, officer, employee, independent contractor, vendor, customer or business partner will be taken seriously by the Group, and may be the subject of a separate investigation and/or disciplinary action.

Subject to applicable laws, a breach of this Policy may also amount to a civil or criminal contravention under applicable whistleblower regimes, giving rise to significant penalties.