



Teejay Group Whistleblower Policy

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Overview

Teejay Group whistleblower policy reflect our commitment to doing things right every step of the way.

We are determined to realize our vision while abiding to a code of ethics and moral principles, setting high standards in our conduct and ethical behavior when doing business and working in a team-based environment.

Our Company truly values the help of employees and all other stakeholders who identify and escalate potential concerns that need to be addressed. Whistleblowing is encouraged and all stakeholders who Speak Up are protected. The Whistleblower will not suffer for raising concerns in good faith about suspected misconduct, and Teejay does not tolerate any form of retaliation against the Whistleblower for Speaking Up. This policy shall guide the Whistleblower to escalate your concerns.

The Whistleblower policy includes guidelines on who the policy applies to, what are the complaints or disclosures that are entertained/ accepted, how to make a disclosure, process of investigation and Whistleblower protection. Please refer the table of contents for details.

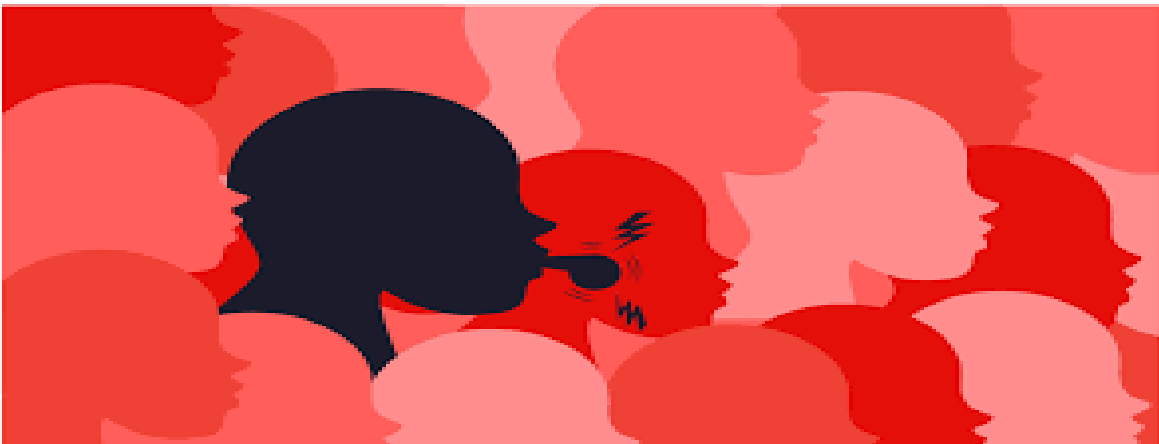


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Our Values

Corporate values are the operating philosophies or principles that guide an organisation's internal conduct that its relationships with customers, shareholders, suppliers, employees, and society. Our values of Integrity, Innovate to Lead, Collaboration, and Togetherness are defined in a way that gives clarity to all stakeholders as to how we function as a corporate entity.

Our Value – What It Means To Us

Value	Means to Us	Slogan	Context
Integrity	We live by strong moral principles, with our stakeholders every step of the way	Doing the right thing always	External-Internal
Innovate to Lead	Innovating the way forward with our vision for the future by setting the benchmark to the industry.	Think Out of the Box	External-Internal
Collaboration	To actively collaborate with all our stakeholders both internally and externally. This brings accomplishment and synergy in all our activities.	Partnering with all and in all what we do	External-Internal
Togetherness	Fostering fellowship and understanding and creating camaraderie to ensure we achieve excellence as one team.	Close Knit Team	Internal

Purpose

Teejay Whistleblower Policy is a vital component when it comes to supervising the conduct of members in our Teejay family – to identify whether the actions of a member or members goes against the established values and corporate policies.

The Policy is designed to develop practices that reduce the concerns and risks relating to Disclosable Conduct, and safeguards the Reputation, Values, and Ethics of our Company.

The objectives of the Whistleblower policy are to:

- Provide a clear framework and process enabling the Disclosure of any Disclosable Conduct as a Protected Disclosure for Disclosers, with a clear understanding of how allegations will be handled
- Protect Disclosers to the utmost from victimization and retaliation
- Support Disclosers throughout the reporting and investigation process
- Ensure procedural fairness to anyone who is the subject of an allegation of Disclosable Conduct

Commitment to Integrity

Integrity has been embedded in Teejay's working culture since inception. Teejay views integrity as a guiding force that inspires us to live by strong moral principles as we serve our stakeholders every step of the way. We are firm believers of doing right things ethically and while creating a conducive, trustworthy, and transparent working environment – which remains as a key factor in achieving organisational goals.

Teejay Group of Companies (hereinafter referred to as the Company) embraces the core values and has a zero-tolerance policy towards corruption and bribery in all its transactions.

With integrity being a main pillar in our value framework, the Leaders of the Company remains committed to demonstrate support for anti-corruption, and ensure that everyone follows ethical business practices, and in the meantime maintaining a culture built on honesty and resistance to fraud and corruption.

Definitions

The definitions of some of the key terms used in this Policy are given below

Whistleblower Policy details the framework for receiving, investigating, addressing, recording, and escalating allegations of Disclosable Conduct

"The Policy" or **"This Policy"** refers to the "Whistleblower-Policy"

Discloser is an Employee, external stakeholder or related party making a Disclosure under this Policy

Disclosure is an allegation of Disclosable Conduct made in accordance with this Policy

Disclosable Conduct is deemed a serious wrongdoing by the Company, Company employees or related parties, or external stakeholders, that is in contravention with our values.

Serious Wrongdoing is defined as but not limited to dishonesty, corrupt behavior, illegal activities, theft, fraud, breach of company policies or procedures, bribery, sabotage, violence, victimization cover up of wrongdoing (refer to the section -

Eligible Recipients of Disclosable Conduct is the Whistleblower Reporting Panel and/or the Independent Audit Committee Chairman

Company refers to all entities of the Teejay Group

We mean the Group (as above)

You or **your** refers to a Discloser or someone contemplating making a Disclosure

Detrimental Conduct, Detriment is negative action taken against any person who, in good faith, makes a Disclosure or assists or participates in an investigation of the disclosure and as a result suffers Detriment

Senior Leadership / Management refers to HODs, DGMs and above

Responsibilities of Related Stakeholders

Whistleblower Reporting Panel

- Ensure that the Policy is implemented, periodically reviewed and best practices incorporated.

Board of Directors and CEO

- Embrace the core values of the Company and lead by example.
- No exception or compromise for any violations or breach of the policy.
- Create an open culture to encourage reporting of any disclosable conduct.
- No tolerance for discrimination or retaliation against genuine disclosure.

Audit Committee

- Review the Company's arrangement for the confidential receipt, retention and treatment of complaints alleging fraud, received from internal/external sources and pertaining to accounting, internal controls or other such matters.
- Assuring confidentiality to whistle-blowing employees,
- Review the Company's procedures for detecting and preventing fraud and bribery and receiving reports on non-compliance,
- Establish a procedure for receiving and dealing with "Non-Compliance with Laws and Regulations (NOCLAR) referred by Professional Accountants,

Employees

- Adhere to the guidelines set-out in the policy when carrying out duties on behalf of the Company.
- Live by the core values of the Company creating an ethical business environment. Choose what you truly believe to be the right course of action.
- It is the duty of the employee to report any disclosable conduct or breach of the policy by subordinates, managers or third-party entities that deal with the Company. (Whether in the past, occurring or likely to happen)

External Stakeholders

- Understand the expectation of Teejay Group of Companies and its policy on whistleblowing.
- Apply the Teejay Group's policy on anti-corruption on behalf of the Company during the period of contract.
- External stakeholders implicitly acknowledge that their non-adherence to Teejay's core values and lack of co-operation with Teejay under this Policy may have a detrimental impact on the Company's ability to engage and do business with them.

Investigator

- Assigned by the Management post discussion with the Whistleblower Reporting Panel

Scope

Who does the Policy apply to?

This Policy applies to Disclosers which means anyone who is in any of the following categories in respect of their interactions with Teejay, or having an impact on Teejay

- *All Directors and Employees of the Company* (for example, permanent, secondees, interns, trainees, temporary employees)
- Persons who are not employees but are authorised to act on behalf of the Company or represent the Company.
- Non-controlled persons or entities that provide goods and services to the Company under contract. (including their employees, contractors, sub-contractors, consultants, and service providers)
- Immediate family members and dependents of the above

Persons and entities outside of Teejay including Business Partners & Associates, Suppliers of Goods or Services, and other contractual obligators and immediate family members and dependents of employees, are required to remain respectful of the Teejay Values and co-operate with Teejay under this Policy.

These external stakeholders implicitly acknowledge that their non-adherence to the Teejay Values and co-operation with Teejay under this Policy may have a detrimental impact on the Company's ability to engage and do business with them.

The Whistleblower Policy will be accessible to these stakeholders through the Teejay website.

What is Disclosable Conduct?

Disclosable Conduct is anything that has reasonable grounds and sufficient evidence to help substantiate to behavior, that contravenes the Company's Values or violates the spirit of prevailing laws, in relation to Teejay employees, stakeholders, related parties and other persons and entities within the scope of this Policy, who wishes to avail themselves of protection and or anonymity against reprisal for having made the disclosure.

Examples of Disclosable Conduct include but are not limited to:

- Dishonesty, corruption, bribery, blackmail
- Theft, fraud, money laundering, or misappropriation
- Causation of risk to health and safety of workers / deliberate conduct of unsafe work practices
- Breach of Code of Conduct and other Group Policies & Procedures
- Use of Company funds or Group resources in a manner that falls within the scope of Reportable Conduct
- Manipulation or falsification of financial records
- Abuse of position to obtain personal benefits
- Unauthorized disclosure of confidential information
- Modern slavery (labor exploitation, eg child labor, force labor, cheap labor below acceptable norms)
- Failure to comply with legal or regulatory obligations
- Illegal activities (e.g. drug sale or use, violence or threatened violence and criminal damage against property)
- Victimizing of someone for making Disclosures
- Engaging in, or threatening to engage in, detriment against a person who has made a disclosure or is suspected to have made, or be planning to make, a disclosure under this Policy
- Bullying and Harassment. The Company's Abuse and Harassment Free Workplace Policy is an important part of this Whistle Blower Policy, but this Whistle Blower Policy also refers to other undesirable behaviors beyond those covered under the Abuse and Harassment Free Workplace Policy.

What this Policy does not cover?

The Whistleblower Policy is not intended to replace the following work-related grievances, including;

- If your concern relates to an interpersonal conflict between you and another Employee
- If your concern is a decision relating to your employment or engagement, such as a transfer, promotion, or disciplinary action
- If your concern relates to your own treatment as an employee
- If your concern is related to abuse and or harassment including discrimination, bullying

In the case of a party other than a Teejay employee;

- if your concern relates to conduct that has no direct operating, financial or reputational impact on Teejay

Personal work-related grievances should be raised with the respective persons/committees identified in the respective policies and procedures (Code of Conduct, Abuse & Harassment Free Workplace Policy, Grievance Procedure, Talent Policies etc.) under the purview of the Human Resources Function.

Escalation Process

When can I make a Disclosure?

A Discloser shall ensure that there is a reasonable belief or basis for a disclosable conduct and the disclosure is made in good faith and not for the personal gain or motivated by ill or malicious intention. Mere rumour or hearsay information shall not warrant a whistle blow

However, a Discloser does not need to prove their allegations. In addition, the Disclosure can still qualify for protection and or anonymity, even if the Disclosure turns out to be incorrect.

Employees, suppliers, business partners, contractors, customers, and other Stakeholders are encouraged to voice their concerns on actual or suspected misconduct, violations of the guidelines in the anti-corruption policy and the Group gift policy and or any other illegal or unethical behaviour through the following communication channels.

How can I make a Disclosure?

For the protections and/or anonymity under this Policy to apply, a Discloser may make a disclosure of Disclosable Conduct via any of the channels set out below by telephone, in person or via email:

Internal Escalation

Teejay relies on its employees and stakeholders within the scope of the Policy maintaining a culture of honest and ethical behavior by living by its core values. Therefore, the Company encourages employees and stakeholders within the scope of the Policy to submit a disclosure in confidence, to any of the members of the Whistleblower Reporting Panel as published by the Group. Please refer to Annexure I for details.

If the disclosure relates to any member(s) of the Whistleblower Reporting Panel, Teejay recommends that the disclosure be raised directly to the Independent Non-Executive Audit Committee Chairman of the Teejay Group.

External Escalation

Where you do not feel comfortable making an internal report, or where you have made an internal report, but no action has been taken within a reasonable time, you may submit a Disclosure directly to the Independent Non-Executive Audit Committee Chairman of the Teejay Group.

Can I make an anonymous Disclosure?

Disclosure can be made anonymously and still be afforded the protections under this Policy. A Discloser can refuse to answer questions that they feel could reveal their identity at any time, elect to adopt a fictitious name and/or create an anonymous email address which will be used for any communications related to investigations.

However, in some cases it may be difficult to investigate or take any other action in respect to an anonymous disclosure in the absence of relevant information that may reveal the Discloser's identity. This policy seeks to protect the identities of Discloser and safeguard them from retaliation and victimization.

What kind of information should I provide?

When a Discloser reports a disclosure (in person, in writing, online or by phone), please provide as much detailed information as it shall expedite the investigation, such as:

- The background, history and reason for the concern
- Names, dates, places and other relevant information
- Any documents that may support the disclosure

A disclosure can only be followed up if it contains sufficient information and there is a reasonable possibility of obtaining further information.

However, it is always encouraged to report a disclosure despite all information of a disclosure being available as soon as possible since prevention is better than cure.

Never investigate the matter yourself and do not seek evidence to build a strong case. It is guaranteed that no disciplinary measures or other steps will be taken against the Discloser if your genuine concern later turns out to be mistaken or misguided.

Investigation process

The Whistleblower Reporting Panel will endeavor to acknowledge receipt of a disclosure to an Eligible Recipient as quickly as possible.

Please do note that acknowledging your disclosure will not amount to accepting it as fact. It means that the concern you have raised will be looked into.

We will assess the disclosure to determine whether:

- a) it falls within this Policy
- b) further information is required
- c) an investigation is required – and if so, how that investigation should be carried out

Generally, if an investigation is required, the Whistleblower Reporting Panel will determine:

- a) the nature and scope of the investigation
- b) who should lead the investigation – including whether an escalated or external investigation is appropriate
- c) the nature of any technical, financial, or legal advice that may be required to support the investigation; and
- d) the anticipated timeframe for the investigation

Whistleblower Reporting Panel will complete the inquiry within a reasonable period but not beyond 3 months unless in an exceptional situation from receipt of the disclosure and communicate its finding within 10 days of such completion including its recommendations for action to the management team and to both parties.

Where practical and as deemed required, Teejay will keep the Discloser informed of the steps taken or to be taken (or if no action is to be taken, the reason for this), and provide appropriate updates, including about the completion of any investigation.

Feedback shall be provided to the Discloser if requested by the Discloser. In the event the Discloser is known, the feedback shall be formally communicated via a written report. In the case where anonymity of the Discloser is maintained, feedback shall be made via pre-established channels.

However, the extent of the information provided, or whether it will be provided at all, will be subject to applicable confidentiality considerations, legal obligations (including considerations of privacy) and any other factors Teejay considers relevant in the particular situation.

During an investigation, all persons and entities within the scope of this Policy (including external parties) are required to co-operate fully with any investigation, including responding to all questions, and providing all information or documents requested.

What protections and support will I have as a Discloser?

A Discloser who makes a Disclosure (internally or externally) in accordance with this Policy will be afforded important protections and support as set out below in this policy.

Confidentiality

Teejay will take all reasonable steps to ensure that disclosures are kept confidential, including ensuring that:

- a) Eligible Recipients are trained to receive and deal with disclosures in a confidential manner
- b) Details of the disclosure are shared to the minimum extent necessary only with those persons who have a need to know the information for the proper performance of their duties
- c) All files and records pertaining to a disclosure are retained securely and password protected with restricted access to defined individuals

We will not disclose the identity of the Discloser (if known) or any information likely to lead to their identification, unless one of the following exceptions applies:

- a) The Discloser consents to the disclosure of their identity
- b) Disclosure of details that might reveal the Discloser's identity is reasonably necessary for effective investigation of the allegations
- c) The concern is reported to a legal division or practitioners for the purposes of obtaining legal advice or legal representation.

Detrimental Conduct is not tolerated

Teejay will not tolerate any form of Detrimental Conduct taken by any person against the Discloser or, any people who are involved in an investigation of a Disclosure. Examples of Detrimental Conduct can include, but are not limited to;

- Dismissal of an employee or alteration of an employee's position / duties to their disadvantage
- Negative performance feedback that is not reflective of actual performance
- Harassment, intimidation, or bullying
- Threats to cause detriment

We take all allegations of Detrimental Conduct very seriously. If you believe that you are suffering Detriment you should report it to us, and we will take appropriate steps in accordance with this and the Company's other policies. If you as the Discloser have experienced Detriment, contact any of the members of the Whistleblower Reporting Panel or the Independent Non-Executive Audit Committee Chairman

Support and fair treatment

If the disclosure mentions or relates to employees of the Company, other than the Discloser, Teejay will take steps to ensure that those individuals are treated fairly. Typically, this would include giving those persons an opportunity to respond to the subject matter of the disclosure. In addition, action would only be taken against such a person if there is evidence of wrongdoing.

False Malicious Allegations

Anyone making a disclosure must act in good faith and have reasonable grounds for believing the information disclosed constitutes Disclosable Conduct. If it is found a Discloser has knowingly made a false disclosure, or not made a report in good faith; the conduct will be considered a serious matter and may lead to disciplinary action.

How will my matter be investigated?

All Disclosures will be taken seriously, confidentially and with the proper consideration consistent with our core values. They will all be assessed carefully to determine whether an investigation is required.

Who will assess or investigate my Disclosure?

All Disclosures will be assessed by the Whistleblower Reporting Panel, and they will appoint member(s) as appropriate to investigate.

What is the investigation process?

While the particular circumstances of each Disclosure may require different investigation steps, all investigations will:

- follow a fair and unbiased process
- be conducted as quickly and efficiently as the circumstances permit
- determine whether there is enough evidence to substantiate the matters reported
- be independent of the person(s) concerned with the allegations
- will be non-judgmental until the facts ascertained

Notifications of Findings

On completion of an investigation, a written report of the findings will be provided by the Whistleblower Reporting Panel to the Independent Audit Committee Chairman.

At all times relevant to receiving a disclosure the Whistleblower Reporting Panel should always report the same to the HR Department for the disciplinary process of the Company to commence.

Note: Where the punishment is termination, it is necessary that the rules of natural justice and the disciplinary process of the Company have been followed. Even other punishments could be challenged on the basis that a fair hearing was not given.

Complaints

If the Discloser is not satisfied with how an investigation has been conducted, they may contact the Whistleblower Reporting Panel and or to the Independent Audit Committee Chairman to seek a review as to whether this Policy has been adhered to.

Training and Awareness

At the employee level, every employee and Director is required to comply with Company policies, including the Code of Conduct. Policies on gifts, entertainment, facilitation payments, proprietary and confidential information is covered through the Code of Conduct, gift policy and anti-corruption policy. Workplace anti-abuse and Harassment policy covers fair treatment of employees.

- When onboarding a new Director, they undergo a comprehensive induction where they will be apprised, inter alia, of the Company's values, culture, policies which includes anti-corruption policy, Workplace anti-abuse and Harassment policy, the whistleblower policy, gift policy and Code of Conduct.
- The Code of conduct, anti-corruption policy, Workplace anti-abuse and Harassment policy, the whistleblower policy of the Company are readily available to all stakeholders in the Company website.
- Awareness programmes on the Whistleblower policy shall be carried out at the request of the Functional Heads.
- All suppliers that are selected are contractually bound to adhere to Company's Supplier Code of Conduct which covers human rights, anti-corruption policy and the communication of disclosures via the whistleblower policy.

Review of Policy

The Policy will be periodically reviewed every two (2) years by the Group Head of HR and the Whistleblower Reporting Panel. Any amendments shall be recommended to the Board by the Group Head of HR for approval. All stakeholders shall be informed of any revision made to the policy.

The Teejay Group reserves the right to amend the terms of the Whistleblower policy of the Teejay Group from time to time. In the event of any inconsistency between the English, Sinhala, Tamil, and Telugu texts of this document, the English text shall prevail.

Accessibility of the Policy

This Policy will be available to all and can be accessed on Teejay website and on our internal policy platforms.

Other Applicable Policies

Other policies/documents that are to be read together with this policy;

- Teejay Code of Conduct
- Teejay Group Anti-corruption Policy
- Teejay Supplier code of Conduct
- Teejay Lanka/ Prints Abuse and Harassment Free Workplace Policy and POSH-Teejay India
- Gift policy for Customers/ Stakeholders
- Disciplinary policy

Annexure: Whistleblower Reporting Panel

Internal Disclosure

Name	Designation	Contact details
Mr. Pubudu De Silva	Group CEO	0094777727017 pubudud@teejay.com
Ms. Ishara Pathirage	Head of Group Risk and Control Division – Deputy General Manager	0094769108869 isharapa@teejay.com
Mr. Upul Nallaperuma	Chief Operating Officer – Teejay India Operations	0919701366004 upulna@teejay.com
Mr. Janaka Nanayakkara	Head of Group HR	0094764161536 JanakaNa@teejay.com
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Ms. Keshini Perera	Deputy General Manager – Legal, Corporate Communications and CSR	0094767819444 KeshiniP@teejay.com

External Disclosure

Name	Designation	Contact details
Mr. Shrihan Perera	Chairman Audit Committee	shihanbperera@gmail.com