Kapruka Holdings PLC

Policy on Whistleblowing

Objective:

Kapruka Holding PLC is to establish a safe and confidential mechanism for reporting unethical, illegal, or inappropriate activities within the company, while ensuring that whistleblowers are protected from retaliation or discrimination. This policy aims to uphold high ethical standards among all employees, fostering a culture of openness and accountability. Additionally, it will outline the internal mechanisms for reporting, investigating, and addressing concerns related to illegal or unethical behavior in the workplace, allowing employees to do so without fear of punishment or unfair treatment.

Purpose:

The purpose of this policy at Kapruka Holding PLC is to encourage employees to promptly report any suspected illegal or unethical activities. All reports will be treated with the utmost confidentiality and investigated appropriately. The policy provides clear guidance on how employees can raise concerns and report misconduct, ensuring they can do so without fear of punishment, retaliation, or unfair treatment.

Employees are expected to raise concerns in good faith and not with the intent to victimise or distress others. Making malicious or false statements, or obstructing another employee from reporting concerns, will be considered misconduct and addressed through the disciplinary procedure. This policy applies not only during working hours but also to all functions and locations where official company-related activities occur.

Scope and Applicability:

This policy applies to Kapruka Holdings PLC and to any individual who is, or has been, one of the following in relation to the Company:

- Director
- Employee
- Service provider (including employees of service providers)
- Supplier (including employees of suppliers)
- Dependent or spouse of any of the above

The policy encompasses all employees, directors, contractors, consultants, and any other individuals associated with Kapruka Holdings PLC. It covers the reporting of suspected misconduct, including but not limited to fraud, corruption, bribery, financial irregularities, harassment, discrimination, and violations of company policies or legal obligations.

The policy outlines a clear process for reporting concerns, guarantees confidentiality, and protects whistleblowers from retaliation.

Reportable Activities

An individual may report or disclose information under this policy if they have reasonable grounds to believe that a director, officer, employee, service provider, supplier, consultant, or any other person with business dealings with Kapruka Holdings PLC has engaged in Reportable Behavior that is:

- Dishonest, fraudulent, corrupt, illegal, or wrongful
- Oppressive or grossly negligent
- A breach of confidentiality or privacy
- Misuse of social media
- A violation of any applicable laws or regulations
- A violation of the Company's Code of Ethics and Professional Conduct or any other Company policy, directive, procedure, rule, or regulation
- Potentially damaging to the Company, its employees, their health and safety, or a third party
- Misconduct or indicative of an improper state of affairs
- A danger, or represents a danger, to the public or financial system
- Harassment, discrimination, victimization, or bullying

Kapruka Holdings PLC retains the discretion to determine whether there are reasonable grounds to substantiate that Reportable Behavior is occurring and whether any conduct qualifies as Reportable Behavior.

Reporting Mechanism

Any Reportable Behavior may be reported to an independent custodian designated by management as the Company's Whistleblower Protection Officer. Reports can be submitted via the email address below, and the Officer will investigate the Reportable Behavior in accordance with this policy.

The Company's Whistleblowing email address is whistleblowing@kapruka.com .

The Whistleblower Protection Officer is available to assist individuals with reporting concerns under this Policy, ensuring confidentiality and the integrity of the reporting process. Complainants should provide detailed information about the Reportable Behavior, including context and any evidence, while being encouraged to share their identity for a thorough investigation.

Disclosures can be made anonymously, but the Company also allows reporting to public authorities or discussing concerns with legal practitioners, with protections still in place. Confidential information will only be disclosed under specific conditions, such as consent, legal requirements, or to prevent harm. Employees must maintain confidentiality regarding any investigation information, and if a Whistleblower's identity is disclosed without consent, they should report it to the Whistleblower Protection Officer immediately.

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3. Confidentiality and Anonymity

The company is committed to ensuring that all reports of suspected misconduct are handled confidentially, with information about the whistleblower and the reported concern shared only with those necessary for conducting a proper investigation. Whistleblowers have the option to remain anonymous when reporting concerns, and the company will respect this choice, making no attempts to identify anonymous whistleblowers.

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4. Whistleblowing Process

Reporting Issues: Upon witnessing any suspected actions related to Reportable Behavior, concerns should be raised as soon as reasonably possible. While complaints may be submitted verbally, it is encouraged that all complaints be made via email, clearly outlining the background of the incident, relevant dates, and information about any witnesses.

Investigation: Upon receiving a complaint under this Policy, the Whistleblower Protection Officer will assess the concern based on the information provided and initiate an investigation if necessary, involving the Company's audit, legal, human resources, and/or other relevant internal departments. The investigation will begin within one week of filing the complaint. If required, an external investigator may be appointed to assist in the process.

Employment-related grievances will be referred to the relevant HR Business Partner or Group Chief Human Resources Officer for resolution in accordance with existing policies and procedures.

Employees are strictly prohibited from conducting their own investigations, as this may compromise evidence or put their safety at risk.

All investigations will be conducted in a fair, independent, and timely manner, with efforts to maintain confidentiality throughout the process. During the investigation, the Whistleblower

Protection Officer, or a designated person, along with other internal personnel, will interview all relevant parties, including the whistleblower, to gather further information or evidence.

If the report is not anonymous, the Whistleblower Protection Officer or an external investigator will contact the whistleblower through their preferred communication method to discuss the investigation process and any related matters. The individual against whom the complaint is made will be informed of the allegations and given an opportunity to respond, unless there are valid reasons for not doing so.

After the investigation, the Company will document the findings in a report. This report will remain the property of the Company and will only be shared with the whistleblower or the individual accused if deemed appropriate by the Company**.**

Based on the investigation findings, the Company will take appropriate corrective actions or implement consequence management procedures. If misconduct is identified, it will be addressed in accordance with the Company's disciplinary procedures and relevant policies, including the Code of Ethics and Professional Conduct for Directors and Employees, as well as the Anti-Bribery and Corruption Policy.

The investigation aims to be completed within 14 working days, though the timeline may vary depending on the complexity of the case.

4.3. Findings and Actions:

- Upon completion of the investigation, the whistleblower may or may not be informed of the outcome, depending on confidentiality requirements. If the investigation reveals a potential criminal offense, the matter will be escalated to the Audit Committee and then to the Board for a final decision.
- The Head of Internal Audit is responsible for maintaining records of all reports and the actions taken. Additionally, the Head of Internal Audit will report the number, nature, and status of complaints to the Audit Committee on a quarterly basis.
- Any breach or unauthorized disclosure of the investigation's details will be treated as misconduct and subject to disciplinary action according to Company policies.
- The findings will be documented in a report, outlining the evidence and conclusions. Appropriate actions, such as disciplinary measures, policy revisions, or legal proceedings, will be implemented based on the findings.
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4.4. Feedback to Whistleblower: If the whistleblower's identity is known, the company will provide feedback on the outcome of the investigation where possible. This feedback will be delivered in a way that safeguards the confidentiality of the investigation and protects all individuals involved.

5.Safeguard Against Reprisal

5.1. Confidentiality:

8.1. This policy is designed to empower employees to report concerns or misconduct without fear. Kapruka Holdings PLC will ensure that the identity of any employee raising concerns remains confidential. If revealing the employee's identity becomes necessary for the investigation, the company will discuss this with the individual before any disclosure is made.

8.2. While employees are encouraged to report concerns, anonymity is discouraged, as it may hinder the investigation process.

8.3. Investigating anonymous claims can be challenging due to the inability to gather additional information, potentially stalling the investigation. However, anonymous reports will still be taken seriously and investigated to the extent possible. The company is not responsible for maintaining anonymity if the whistleblower independently shares information with third parties about the reported issue.

5.2. Whistleblower Protection:

9.1. Concerns may arise about potential repercussions for whistleblowers who report suspected activities related to Reportable Conduct. This Policy aims to foster honesty and ensures that individuals who raise genuine concerns are treated with the highest level of confidentiality.

9.2. Anyone making a disclosure will be treated fairly and will not face any form of retaliation. The confidentiality of all matters raised under this Policy will be strictly maintained.

9.3. Whistleblowers will not be subject to civil, criminal, or administrative legal action (including disciplinary action) for making a disclosure or participating in an investigation, provided that the report was made in good faith, based on reasonable belief or suspicion, and was not driven by malicious intent or personal gain.

9.4. Kapruka (or any individual acting on behalf of the Company) will not engage in any detrimental conduct or retaliation against a person who has made a disclosure in accordance with this Policy.

9.5.Kapruka strictly prohibits any form of detrimental conduct or retaliation against any individual involved in an investigation under this Policy, whether as a whistleblower or as part of the investigative process.

9.6.If any person experiences detrimental conduct or retaliation as a result of making a disclosure or participating in an investigation, they should report it immediately to a Whistleblower Protection Officer or an eligible recipient, following the reporting procedures outlined above.

9.7.Whistleblowers who suffer loss, damage, or injury as a result of a disclosure may seek remedies such as compensation, civil law remedies, or reinstatement, particularly if the Company fails to take reasonable precautions to prevent retaliation.

9.8.However, if it is found that a whistleblower knowingly made a false accusation with malicious intent, they will forfeit the protections offered under this Policy and will face disciplinary action in line with the Company's policies.

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6. Awareness

6.2. Communication:

- Kapruka will ensure that all employees and stakeholders are informed about the whistleblowing policy and the available reporting channels. Information regarding this policy will be included in the employee handbook, posted on the company website, and communicated through internal newsletters and other communication platforms.

Compliance and Review

7.1. Compliance: This policy will comply with all applicable laws, regulations, and industry standards concerning whistleblowing. Kapruka will ensure that all employees understand and adhere to this policy.

7.2. Review and Amendments: The Board will review this policy annually to ensure its effectiveness and alignment with regulatory requirements and best practices. Any updates to the policy will be communicated to all employees and integrated into the company's governance framework.