FPL Technologies

WHISTLEBLOWER POLICY

1. PURPOSE AND SCOPE

At FPL, we are committed to the highest standards of ethics and governance. This Policy establishes a secure, transparent framework for all Individuals including employees, directors, consultants, contractors, service providers and partners to report unethical, illegal, or unsafe practices without fear. Our goal is to uphold a culture of trust where every concern is handled with seriousness and integrity.

We provide strong, resilient and confidential reporting channels to ensure that each disclosure is heard and followed by appropriate subsequent action. While we encourage disclosure of identity to facilitate a comprehensive and effective investigation, we respect the choice to remain anonymous.

To ensure the integrity of this mechanism, anonymous or pseudonymous reports qualify as "Protected Disclosures" only if they provide specific, tangible, and verifiable evidence of severe misconduct, such as fraud, financial misappropriation, or accounting irregularities.
Maintaining strict confidentiality across all reports is our utmost priority. We remain dedicated to safeguarding the identity of the whistle blower while ensuring an equitable process for everyone involved.
Our commitment is to execute objective, unbiased, and prompt investigations for each Protected Disclosure. We prioritize transparent communication and will maintain an active dialogue with the whistle blower whenever necessary to gain a thorough insight into the reported matter.

2. DEFINITIONS

a. The term '**Company**' refers to FPL Technologies and its consolidated subsidiaries.
b. "**Code of Conduc**t" means the Code of Conduct as applicable to the Company.
c. "**Report**" means a concern raised by an individual or group of individuals, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity with respect to the Company. However, the Report should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
d. "**Individuals**" means all employees (including directors, managers and interns), consultants, contractual employees, service providers, suppliers, business partners (including their employees) engaged by the Company.
e. **"Investigating Officer**" means the officer appointed by the management of the Company from amongst the employees to assist in the investigation of a Report.

f. "**Management**" means management of the Company comprising of Directors.
g. "**Policy**" means this Whistle Blower Policy and includes any amendments made to it from time to time.
h. "**Subject**" means a person or group of persons against or in relation to whom a Report is made or evidence gathered during the course of an investigation.
i. "**Whistle Blower**" is an Individual or group of Individuals who make a Report under this Policy and also referred to in this Policy as Whistle Blower.
j. "**Whistle Blower Committee**" shall comprise of the members from different functional areas from inside the Company

3. REPORTING A COMPLAINT/CONCERN

3.1 This Policy seeks to provide a channel to Individuals to report concerns to the management, in relation to malpractices and events which have taken place/ suspected to take place, involving but not limited to:

a. Breach of Code of Conduct, integrity and ethics;
b. Intentional financial irregularities, including fraud, or suspected fraud;
c. Deliberate violations of applicable laws, statutes, or regulatory requirements;
d. Gross or willful negligence causing substantial and specific danger to health, safety and environment;
e. Manipulation of data/records of the Company;
f. Proliferation, unauthorized access, or leakage of confidential, proprietary, or customer information;
g. Gross wastage/misappropriation of funds/assets of the Company;
h. Physical assault endangering an Individual while at work;
i. Any issue or grievance which the individual has experienced at work and has reason to believe that it cannot be shared with anyone other than an independent third person.

3.2 Exclusions:

(i) To ensure the integrity of this mechanism, the Whistle Blower Committee will not entertain reports (anonymous or otherwise) that fall into the following categories:

a. Matters relating to appraisals, compensation, promotions, ratings, behavioral issues, or interpersonal conflicts between colleagues/supervisors. These should be addressed through the Company's established Human Resources or internal redressal mechanisms.
b. Matters currently pending before any court of law, tribunal, quasi-judicial body, or governmental authority.
c. Complaints that are vague, ambiguous, or fail to provide specific evidence, actionable information.
d. Reports that are largely repetitive, unsubstantiated, and offer no new value or evidence.

e. Business-as-usual issues such as malfunctioning infrastructure, routine disagreements, personal domestic matters, or historical personal conflicts between Individuals. These should be reported to the appropriate manager or authority.

(ii) Reports relating to an infraction under the Prevention of Sexual Harassment Policy will be referred to the relevant committee and dealt with in accordance with such policy.

(iii) This mechanism does not release Individuals from their duty of confidentiality, nor can it be used as a route for raising malicious or unfounded allegations.

4. HANDLING REPORTED VIOLATIONS

All Reports will be appropriately investigated, with information shared strictly on a need-to-know basis. If you are asked to participate in an investigation, you are required to provide complete, honest, and truthful information, and you must not discuss the investigation with other employees or Individuals.

5. REPORTING PROCESS

a. To be considered under the Policy, the complainant is encouraged to provide the following information in his/her complaint: name, contact details, designation, location, email ID, employee number / vendor code (as applicable), and department. Other than complaints relating to concerns regarding questionable accounting or auditing matters, the Whistle Blower Committee shall not entertain any complaint where all such information is not provided, including anonymous/pseudonymous complaints.

b. In respect of such anonymous/pseudonymous complaints (i.e. other than complaints relating to concerns regarding questionable accounting or auditing matters) no further action will be required to be taken and the case will be closed, without intimation to the complainant.

c. All Reports should be addressed to the Whistle Blower Committee by sending an e-mail in English or in Hindi to **ethics@fplabs.tech.** An individual must exercise sound judgment in raising concerns to avoid baseless allegations.

d. The Report should be made promptly after the occurrence of the relevant event and the Whistle Blower becoming aware of the occurrence of such event so as to ensure a clear understanding of the issues raised.

6. THE INVESTIGATIVE PROCESS

a. The Whistle Blower Committee will acknowledge receipt of the Report within a reasonable time.

b. In case the Subject is any member of the Whistle Blower Committee, they shall immediately recuse themselves and the Management shall replace such members with another member to examine and investigate the Report.

c. In the event the Whistle Blower Committee is of the view that a Report has not been made in good faith such an event shall be viewed seriously and the Whistle Blower may be subject to appropriate disciplinary action. In case of repeated frivolous complaints or false allegations by an Individual, the Whistle Blower Committee, may take suitable disciplinary action including reprimand against the concerned Individual in accordance with the rules, procedures and policies of the Company.

d. The Whistle Blower Committee may call for such further information or particulars from the Whistle Blower as they deem fit.

e. All Reports under this Policy will be recorded and thoroughly investigated. The Whistle Blower Committee will investigate and may at its discretion consider involving any other officer of the Company for the purpose of the investigation as the Investigating Officer.

f. The investigation may involve study of documents and holding of interviews with various individuals. Any person required to provide documents, access to systems, and provide other information or appear for interviews for the purpose of such investigation shall co-operate in doing so, and shall make themselves available for any such interview at all reasonable times.

g. Subject(s) will normally be informed in writing of the allegations and given an opportunity to provide their inputs during the investigation.

h. The Whistle Blower Committee or the Investigating Officer, as the case may be, will make best endeavors to complete the investigation within [60 days] from the receipt of the Report.

i. Upon conclusion of the investigation, the Whistle Blower Committee will formally apprise the Management of the case outcome along with its recommendations within [30 days] of receipt of a Report for further action as deemed fit. In the event a prima facie case exists against the Subject, the Management shall take appropriate action in this regard or shall close the matter, as the case may be, for which the Whistle Blower Committee shall record the reasons.

j. All records, including complaints, Reports, investigation reports, recommendations and supporting documents, shall be maintained by the Company for a period of 7 years from the date of the final report or closure of the investigation or as required by applicable law, whichever is more.

7. POTENTIAL VICTIMISATION

a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Report under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower’s right to continue to perform his duties / functions including making further Reports. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle

Blower to receive advice about the procedure etc.

b. The identity of the Whistle Blower shall remain confidential to those directly involved in the implementation of this Policy on a need-to-know basis, unless the Whistle Blower makes their identity public or disclosure is required by law enforcement agencies. Unauthorized disclosure of identity will result in appropriate action against the person making such disclosure.

c. Any other Individual assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. This Policy does not protect an Individual from adverse action taken independent of their disclosure of unethical and improper practice etc. unrelated to a disclosure made by such Person pursuant to this Policy.

d. If at any time the Whistle Blower believes that the above-mentioned Clause has been violated, he/she/they may report such violation to the Whistle Blower Committee who shall investigate the same and recommend suitable actions to the Management.

8. MISUSE OF THE PROGRAM AND CHANNEL

a. The Company recognizes the need to offer Individuals this safe and secure channel to share their inputs and grievances about instances covered under this Policy with a neutral and independent panel for investigation and action. It is also important for Individuals to be cognizant of the fact that the Company discourages and shall take serious action should such channels be misused for any other purpose than for which they have been incorporated.

b. The Company will strictly penalize any employee who attempts to misuse this Policy for personal advantage. This Policy is not intended to prevent a complainant from pursuing monetary awards from government, law enforcement, or administrative authorities as permitted by law. Moreover, the protections granted herein do not condone violations of the Code of Conduct or internal policies, and the Company reserves the right to take appropriate action against non-compliant employees. Any proceedings or subsequent actions taken by the Company regarding such violations operate completely separate and distinct from this Policy. This separation will not undermine the protections afforded to employees who blow the whistle in good faith to the satisfaction of the Whistle Blower Committee. Finally, any Individual who is not recognized as a Whistle Blower under this Policy, including due to their own acts or omissions, shall be excluded from these protections.

c. The Whistle Blower Committee is required to assist in the investigation of a Report reported by an Individual and ensure that every measure of confidentiality is taken to safeguard the identity and inputs shared by the Whistle Blower.

d. The program requires equal confidentiality from the Whistle Blower as much as the Whistle Blower believes in the confidentiality at the end of the Whistle Blower Committee. Thus, any Individual can report immediately of any action of repercussion arising out of leak of information at his/ her end. Such leak of information may occur by error of mention or sheer negligence on the part of the individual. The Whistle Blower Committee reserves the right to independently investigate this afresh and take necessary action against the erring parties involved.

9. CONFIDENTIALITY AND ANONYMITY

a. In relation to complaints relating to concerns regarding questionable accounting or auditing matters, an Individual may choose to send communication under this Policy on an anonymous basis. However, in relation to such complaints, Individuals are encouraged to disclose their identities while raising concerns under this Policy. This will assist in obtaining additional details or evidence as may be required during the inquiry.

b. This Policy does not preclude the Company from taking appropriate action against an Individual who improperly and/or in violation of the Code of Conduct of the Company, or who discloses fact that he or she has lodged the complaint or the complaint (in whole or in part) to any member of the public in any form or manner including over social media platform/s. Any proceedings undertaken by the Company in such circumstances, and any ensuing action taken by the Company against an Individual, are intended to be separate and distinct from the provisions of this Policy. The foregoing is not intended to undermine protections afforded by this Policy in cases where the Whistle Blower Committee is satisfied that the Individual has blown the whistle in good faith.

c. Other than in relation to complaints relating to questionable accounting or auditing matters, or where the Whistle Blower Committee has directed a complaint be considered under this Policy, the Company shall not entertain any complaint where the complainant has not provided the required information, including anonymous/pseudonymous complaints.

10. GOVERNANCE

a. To ensure independent oversight, the Whistle Blower Committee shall retain ultimate authority over the whistle blowing mechanism. If any inquiry or investigation involves a member of the Whistle Blower Committee or senior leadership, the issue must be escalated to senior leadership, and the conflicted member will be substituted.

b. This Policy will need to change to keep up with our values, best practices, improvements, as well as legislation and regulations. The Company reserves the right to add, alter or modify / amend this Policy as it deems fit from time to time. Any changes to this Policy will be communicated with all Individuals and any relevant stakeholders. This Policy and any changes made do form any contract of employment.

c. The Audit & Compliance Team along with the HR team will carry out employee training about this Policy.

d. Whistle Blower Committee/Investigating Officers and Senior Management will undergo periodic training to cover the process set out in this Policy to respond to disclosures. Special attention will be paid to the importance of protecting the Whistle Blower's identity during the investigation, unless they consent to their identity being disclosed.

11. CONCLUSION

It will be the endeavor of the concerned team and FPL's Board of Directors to consistently work to ensure highest ethical, moral and business standards in the course of functioning and to build a lasting and strong culture of Corporate Governance.