

SOFTLOGIC FINANCE PLC

WHISTLEBLOWING POLICY

(For all employees use)

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1. The Intent of the Policy

Softlogic Finance PLC recognizes the importance of continuous commitment to maintain high standards of Corporate Governance at all times. Accordingly, Company's Whistleblowing Policy is intended to serve as a channel of corporate fraud risk management.

This Policy recognizes the duty of each and every Team Member in the Company to voice their genuine concerns in relation to activities which they consider are wrongful or illegal or otherwise harmful to the interests of the Company, its employees and customers.

The Policy will allow any Member of the Softlogic Finance Family ("Team Member") who has a legitimate concern on an existing or potential "wrongdoing", done by any person within the Company to come forward voluntarily, and bring such concern to the notice of an independent designated authority. The Company is committed to ensure that such legitimate concerns of Team Members on wrongdoings are taken seriously and investigated. Such legitimate disclosures will enable the Company to deal with such matters early, resolve effectively and as much as possible, within the purview of the Company itself. Hence this procedure will be operated for and on behalf of the Board Audit Committee.

2. Definition of "Wrongdoing"

The following may be taken as a guideline for the purpose of defining what is meant by "wrongdoing" (but may not be limited to them) in terms of the whistleblowing process.

- 2.1 Breaking any rules/regulations/policies/procedures of the company.
- 2.2 Committing/assisting any Team Member to commit any wrongful/illegal act or omission thereby causing any loss or damage to the company and/or its employees.
- 2.3 Engaging/persuading any person to engage/aiding any person to engage in any conspiracy against any employee of the company.
- 2.4 Any act/omission committed by any staff member with an intention of having any wrongful gain.
- 2.5 Any staff member who intends to facilitate (or knowing it to be likely that he will thereby facilitate the commission of an offence against the Company or any customer of the Company), and who conceals, is deemed to have committed an offence against the Company, Customers or Employees.
- 2.6 Any staff member who accepts or obtains or agrees to accept or attempts to obtain from any person, for himself or for any other person any gratification whatsoever, other than legal remuneration, as a reward to do any act in relation to his duties as a member of the staff, commits an offence against the Company.
- 2.7 Any staff member who on any official matter is bound to furnish information, furnishes as true information which he knows and/or has reasons to believe to be false, commits an offence against the Company.

- 2.8 Any staff member who uses any document as genuine which he knows or has reasons to believe to be a forged document, commits an offence against the Company.
- 2.9 Any staff member, who destroys, alters, mutilates or falsifies any book, paper, writing, valuable security, computer data or account (including customer accounts and user accounts) maintained by the Company, commits an offence against the Company.
- 2.10 Any staff member who, (for whatever reason), discloses to any other person any matter which he is obliged to keep secret (such as passwords) commits an offence against the Company.
- 2.11 Any staff member, who's aware of the fact that an offence has been committed against the company or its employees or customers of an offence against the Company or an offence against any of its customers has committed, and fails to report the incident to his superiors, will be deemed to have committed an offence against the Company.

(Please Refer Annexure 02 for the existing flyers issued in this regard)

3. Who is it for?

It is for all Team Members of the Company, including all employees (whether full-time, part-time or contract) of SFIN, customers, suppliers, consultants or others who have a business relationship with it.

4. Definition of 'Investigator'

- 4.1 The Chief Internal Auditor or any staff members from the Internal Audit Department recommended by the Chief Internal Auditor
- 4.2 Head of a Department or any staff member recommended by the Management
- 4.3 Any other party recommended by the Board Audit Committee

5. On whom can the concern be raised?

A concern on the wrongdoing can be raised on any person or persons within the Company, whether such person is in employment with the Company or otherwise.

6. Types of concerns not forming a part of the procedure

Matters relating to a Team Member's own conditions of employment, promotions, other career related matters, salary, employee benefits, etc. and those that are addressed by the Company's Staff Procedural Manual, are not intended to be concerns that can be raised through the Whistleblowing procedure.

7. Confidentiality

Company Team Members (Whistleblowers) have the right to raise such legitimate concerns, in confidence, under this procedure and the Company gives the assurance to such Team Members (Whistleblowers) that their identity will be protected and respected at all time

8. Protection to the Whistleblower

- 8.1 The Caller Line Identity (CLI) facility will be disabled in the telephone devices pertaining to the contact numbers (Land phones) given. The dedicated email address will only be accessed by authorized persons.
- 8.2 In cases of alleged criminal offences, the Whistleblower will be informed that his/ her identity may need to be disclosed during judicial proceedings.
- 8.3 This Policy prohibits any adverse action, harassment or discrimination against a Whistleblower for disclosing in good faith a concern regarding unethical and/or improper practices or wrongful conduct.
- 8.4 Any Whistleblower against whom adverse action is taken due to his disclosure of information under this Policy may approach the BAC Chairman to report it.
- 8.5 Any employee who retaliates against a Whistleblower making a submission in good faith, will be subject to disciplinary action, including termination if warranted.
- 8.6 Any person assisting in the investigation of a Whistleblowing submission will be protected to the same extent as the Whistleblower

9. Anonymous Complaints

It is preferable that Team Members refrain from making “anonymous” disclosures, for the reason that it could hinder the investigation and the rectification procedure. However, if the Team member prefers anonymity due to a valid reason, such reason/s shall be clearly justified, and the originator shall indicate as to how the facts disclosed could be verifiable, despite the originator being anonymous.

10. The Procedure

The legitimate concern of a Whistleblower on the “wrongdoings” can be raised in writing or through a telephone call to the Chairman of the Board Audit Committee, Head of Human Resource Department, Head of Internal Audit Department or Head of Compliance Department.

When a Whistleblower raises a legitimate concern of a wrongdoing, this concern will be recorded in the Complaint Register maintained by the Internal Audit Department (*Please Refer Annexure 03*). The investigation of submissions shall be prompt and ordinarily completed within a reasonable time frame. A report shall be prepared after completion of investigation. The Investigator will carry out an independent investigation if necessary and reports to the Board Audit Committee. When resolving matters arisen through whistleblowing, Investigator should have

unrestricted access to all user logins, records/documents, property and personnel to carry out investigative procedures.

However, any other matters which need the attention of the respective Head of Department will be directed to them for their review and for their necessary actions.

The Audit Committee shall have:

10.1 Explicit authority to investigate into any matters within its Terms of Reference

10.2 The resources which it needs to do so

10.3 Full access to information and authority to obtain external professional advice and to invite outsiders with relevant experience to attend, if necessary in the event of a concern which creates substantial risk, Board Audit Committee Chairman, while inquiring on the matter, may refer the concern to the Integrated Risk Management Committee to take appropriate remedial action. At all times the protection of the identity of the Whistleblower making the disclosure is assured.

Once the investigation is completed, the investigator should provide a comprehensive written report, summarizing and evaluating all the evidence that has been considered. Based on the evidence, a decision will be made and appropriate disciplinary actions will be taken. The relevant disciplinary actions will be determined by the Management based on the investigation report produced by the Investigator.

11. Retention of complaints and other Documents

The Head of Internal Audit shall liaise with the BAC Chairman in maintaining a log of submissions received, tracking their receipt, investigation and resolution. All documentation relating to a submission shall be treated as confidential and retained securely for a minimum of 3 years unless a longer period is specified by law. If no legitimate whistle blowings were received for a period of annum, it would be confirmed at the BAC by the head of Audit.

12. Role of the Subject

The Subject is a person who is the focus of investigative fact finding based on evidence gathered during the course of an investigation.

The Subject has;

- a) A responsibility to co-operate with any investigation undertaken, and not interfere with it.
- b) A responsibility to ensure evidence is not withheld, destroyed or tampered with, and witnesses are not influenced, coached, threatened or intimidated in any manner.
- c) The right to be informed of the allegations at the outset of the formal investigation, and the outcome, at its conclusion.
- d) The right to be heard and an entitlement to due process in the investigation.

An employee who believes he was unfairly dealt with in the investigation may appeal to the BAC Chairman for restitution.

13. Guiding Principle of the Whistleblowing Policy of the Company

The Board Audit Committee acknowledges that a legitimate concern is raised by a Whistleblower with the best interest of the Company and its stakeholders, in a genuine manner. As such, anyone raising a concern in the genuine belief that a wrongdoing has occurred or about to occur will not be penalized in any way, if after the full investigation it is found that the concern was a bona fide mistake.

Any form of reprisal against anyone who in good faith has raised a concern is forbidden and will itself be regarded as a serious offence to be dealt with under a disciplinary procedure.

14. Review and Changes to the Policy

The Board Audit Committee shall review this Policy at least annually and make recommendations for amendment it considers necessary.

Dedicated email Address:

whistleblowing@softlogicfinance.lk

The email address access is available for head of Audit and the emails are getting forwarded to the common email address internalaudit@softlogicfinance.lk , which is essentially and only linked to any of the head of audit's official email address.

Annexure 01: Contact details

#	Name	Designation	Address	Telephone	Email address
1	Mr. C Kalupahana	BAC Chairman	Head office No.13, De Fonseka Place, Colombo 04	077 657 1743	chandratz@yahoo.com
2	Ms. Arosha Lewwanduwage	Head of Internal Audit	Head office No.13, De Fonseka Place, Colombo 04	071 333 8435	arosha.lewwanduwage@softlogicfinance.lk internalaudit@softlogicfinance.lk
3	Ms. Natasha Sivaratnam	Head of Compliance	Head office No.13, De Fonseka Place, Colombo 04	071-333 8523	natasha.sivaratnam@softlogicfinance.lk complianceofficer@softlogicfinance.lk

Annexure 02: Existing Whistleblower Flyers



Our organization has zero tolerance for fraud

HELP US TO SPOT IT AND STOP IT

Call us on our whistle blower hot lines

0112 055 073

whistleblowing@softlogicfinance.lk

softlogic Finance



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උදවු කරන්න.**

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0112 055 073

whistleblowing@softlogicfinance.lk

softlogic Finance



எமது அமைப்பு ஒருபோதும் ஊழல்களை
பொருத்துக் கொண்டு இருக்காது.

**அதனை அடையாளம்
கண்டு நிறுத்த எமக்கு
உதவி செய்யுங்கள்.**

அழையுங்கள்

0112 055 073

whistleblowing@softlogicfinance.lk

softlogic Finance

Annexure 03: Complaint Register

Serial Number	Date	Reference	Compliant	Date of action	Action taken	Closed on	Closed actions	BAC informed	Way of communication