

## **WHISTLE BLOWER AND REPORTS MANAGEMENT POLICY**

This document is the proprietary property of Expleo. The information contained in this document is confidential. This document may not be wholly or partially copied, reproduced, loaned, stored in data retrieval system, disclosed to third parties or used for any purpose other than for which it is supplied except with prior written permission by the proprietors, Expleo

## Table of Contents

1.	OBJECTIVE: .....	3
2.	APPLICABILITY: .....	3
3.	LEGAL FRAMEWORK: .....	4
4.	SPEAKING UP: WHO, WHAT, WHEN AND HOW: .....	5
4.1	WHO CAN REPORT ? .....	5
4.2	WHAT TO REPORT ? .....	5
4.3	WHEN AND HOW TO REPORT? .....	6
4.3.1	SUBMIT AN ALERT VIA EMAIL AT AUDIT.COMMITTEE@EXPLEOGROUP.COM .....	7
4.3.2	RESPONSIBILITY OF MANAGER OR HUMAN RESOURCES (HR) .....	8
4.3.3	ADMISSIBILITY OF THE REPORT .....	9
5.	REPORT MANAGEMENT: .....	10
5.1	GUIDING PRINCIPLES .....	10
5.2	WHO WILL BE INVOLVED IN THE INVESTIGATION AND TO WHAT EXTENT: .....	12
5.3	WHAT HAPPENS AFTER THE SURVEY? .....	12
6.	POLICY REVIEW AND ACCESS: .....	13
7.	TRAINING: .....	13
8.	DISCIPLINARY ACTION: .....	13
<b>APPENDIX 1. GLOSSARY .....</b>		<b>13</b>

## **1. Objective:**

This Policy explains the framework of the whistle blower mechanism and reports management system, its main features and the rights and obligations of the persons concerned. It is broadly disseminated.

Moreover, this Policy aims to encourage the fair and transparent functioning of Expleo Solutions Limited (to be referred here as “Expleo Solutions”) by encouraging the disclosure of any suspected wrongdoing. In order to foster an open corporate environment within the Company, those who expose any suspected wrongdoing will be provided protection from and remedies for any act of retaliation.

The objective of this Policy is to:

- 1) Specify who it is intended for, in which case and when it should be used.
- 2) Promote the fair and transparent operation of Expleo Solutions by encouraging people who knows or suspects violations of the Rules within our organization to speak up. We recognize that a healthy work environment is one that not only encourages our Employees to speak up, but also one in which they feel safe to do so.

As a public limited company, Expleo Solutions is expected to comply with Corporate Governance norms and standards set by the Securities and Exchange Board of India (“to be referred here as “SEBI”) in running its day-today business to ensure financial and non-financial integrity are maintained as per expectations. This Policy is to provide opportunity to employees to access in good faith, the Audit Committee in case they observe unethical and improper practices or any other wrongful conduct in the Company.

## **2. Applicability:**

This Policy applies to all employees of the Company, irrespective of their function and entity, including branches, local entities (subsidiaries or satellites) and any person acting directly or indirectly on behalf of the Company (director, party in a contractual relationship, etc.), regardless of their location. This policy also applies to external Whistleblowers.

This Policy takes effect once approved by Board of Directors of the Company.

Please take the time to read this document, and make sure you apply it to your day-to-day work. It is imperative that everyone understands its scope and importance. Compliance with these principles is essential to maintain our reputation, ensure the trust of our stakeholders and guarantee our long-term success.

### 3. Legal Framework:

Expleo Solutions is a sub-subsubsidiary of Expleo Group, and therefore in order to align with the Expleo Group's policy, Expleo Solutions may also take into consideration the following legislations to set up the legal framework on which this Report Management Policy is based:

- The Universal Declaration of Human Rights
- The United Nations Convention against Corruption.
- The ten principles of the Global Compact; and
- The Organization for Economic Co-operation and Development ('OECD') Guidelines for Multinational Enterprises.

Expleo Group is based in France, and thus, being its subsidiary, Expleo Solutions ensures that this Policy seeks to also comply with the requirements set out by French law, which all Expleo Group entities and subsidiaries must comply with, regardless of where they are established or operate from. These include:

- The French "Sapin II" law of extraterritorial application, completed by the transposition of the European Whistleblowers Directive into French law.
- France's duty of care law, with extraterritorial application.
- General legislative measures to protect individuals (including provisions relating to sexual and moral harassment, as well as all forms of discrimination).

There may be instances where the Expleo Group policy is in conflict with the local legislation of a particular country. Where local legislation is governed by the statutory authority, then local legislation will apply over and above the Expleo Group policy.

Given that Expleo Solutions is a listed company in India, the company is also subject to the rules, regulations, guidelines, notifications, circulars and other directives issued by the Ministry of Corporate Affairs, Securities Exchange Board of India ("**SEBI**") and the stock exchange(s) **in which the securities of the Company are listed on. These include but are not limited to:**

- **SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.**
- **Companies Act, 2013 and its Rules.**

## 4. SPEAKING UP: WHO, WHAT, WHEN and HOW:

### 4.1 WHO can Report ?

The following people (see [Appendix 1](#) below for a detailed presentation of each type of Whistleblower) are encouraged to report any violation of the Rules within the Company, as soon as they become aware of it:

- Employees (e.g. staff members, members of management bodies, subcontractors).
- Facilitators, whether legal entities or individuals (e.g. colleagues, relatives, close friends, trade unions, NGOs).
- Other designated persons (e.g. former Employees, candidates for employment with Expleo, Expleo contracting parties).
- Stakeholders.

### 4.2 WHAT to Report ?

#### What types of violations?

A Whistleblower may file a Report on the basis of information or reasonable suspicion concerning:

- Violations that actually took place.
- Violations that have not yet been committed but are very likely to be.
- Any attempted violation or any attempt to withhold information relevant to a violation.

#### What is the substance of a violation under this Policy?

These are acts or omissions equivalent to:

- Criminal activities such as felonies, infractions, serious (or not) misdemeanors.
- Corruption acts such as bribery or influence peddling.
- Theft, money laundering, embezzlement or fraud (including financial, social, accounting, tax and banking issues).

- Violations of human rights or fundamental freedoms such as those addressed in the Labor and human rights policy or failure to comply with health and safety principles.
- Employee rights, such as the right to non-discrimination, lack of moral or lack of psychological or verbal violence.
- Behavior that does not comply with competition law, such as anti-competitive agreements or cartels with competitors, customers or suppliers.
- Environmental damages.
- Non-compliance with export control regulations, economic sanctions and embargoes.
- Behavior or situations contrary to the Codes of Conduct or any other Expleo Solutions Policy, including Retaliation for filing a Report in accordance with this Policy.
- A situation that could present a threat or cause serious harm to the public interest (with regard to health, safety or social security).
- Or any other conduct in violation of applicable law.

*\*This list of violations is not exhaustive and may change over time.*

The only types of information that are subject to this Policy are those obtained **(i)** either within the scope of the Whistleblower's professional activities, whether or not the Whistleblower has personal knowledge of it, or **(ii)** outside the scope of his or her professional activities, insofar as the Whistleblower has personal knowledge of it *(This means that for information outside the Whistleblowers' professional activities, they must witness the misconduct or be personally confronted with it - they cannot simply relay information they have heard from another person, such as rumors).*

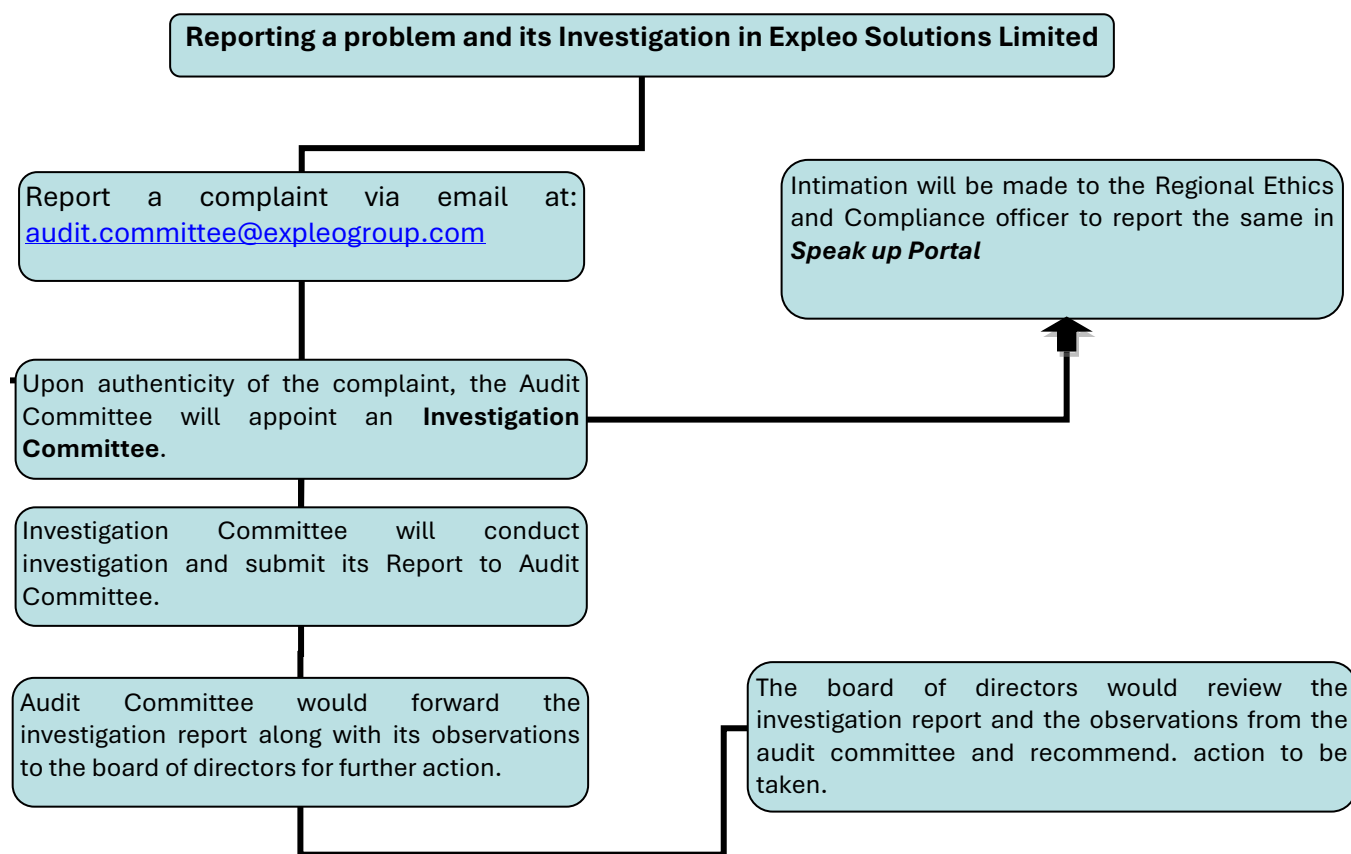
It should be noted that facts, information and documents that fall within the scope of national defense and medical confidentiality in particular are excluded from the report system.

#### **4.3 WHEN and HOW to Report?**

Whistleblowers are encouraged to report any information, whether or not they have all the facts at the time of disclosure. The sooner a violation is brought to our attention, the sooner we can remedy it.

We rely on Whistleblowers to help us make this process as quick and efficient as possible, and we encourage them to provide, from the outset, detailed and documented information (e.g. documents, screenshots, text messages, emails, etc.) in whatever format they deem useful in assessing the admissibility of the Report.

If necessary, the person in charge of receiving the Report will ask the Whistleblower to complete his or her alert by providing additional information if possible - in such cases, it is essential that Whistleblowers provide all the requested information available to them without delay.



The various procedures for submitting a Report are detailed below:

#### 4.3.1 Submit an alert via email at [audit.committee@expleogroup.com](mailto:audit.committee@expleogroup.com)

Reports/complaints of unethical activity / misconduct would need to be in writing with a clear explanation of the activity or misconduct. The report needs to be factual with specific instances as examples and approximate timeline of the activities. The report / complaint observing the unethical activity can also be reported anonymously.

The reporting procedure would be to send a report / complaint to the Audit Committee through an email addressed to [audit.committee@expleogroup.com](mailto:audit.committee@expleogroup.com).

In appropriate or exceptional cases, whistle blowers shall have direct access to the chairperson of the audit committee.

### Investigation Procedure and Action

- The Audit committee will review the reports /complaint received from whistleblower and determine whether, it is admissible or inadmissible. The whistleblower will be informed, If the reports/complaint is inadmissible,
- The Audit committee will appoint an Investigation Committee consisting of 3 members to investigate reports/complaints made by the whistleblower.
- The details regarding the actions taken pertaining to a complaint shall be intimated by the board to the Regional Ethics and Compliance Officer, who shall report the same in **Speak up Portal** of Expleo Group.
- The investigation committee will examine the Whistleblowers report and related details / documents and will also conduct necessary discussion to collate all relevant information.
- The Investigation Committee would take all reasonable measures to ensure that the report is submitted within 30 working days of being appointed, or such extended time as may be granted by the Audit committee.
- An Investigation report would be prepared at the end of the investigation by the Investigation Committee and would be submitted to the Audit Committee.
- The Audit Committee will forward the investigation report along with its observations to the Board of Directors for further action. The board of directors would review the investigation report and the observations from the audit committee and recommend action to be taken.

#### 4.3.2 Responsibility of manager or Human Resources (HR)



We strongly encourage you to use the Whistleblowing channel as regulated by this Policy in point 4.3.1 in order to be able to act more quickly on any problematic situations. We would like to remind you that Expleo Solutions is committed to ensuring that all Whistleblowing is treated with the utmost seriousness and diligence, while respecting all the guarantees provided by law, including confidentiality, impartiality and protection against retaliation.

In case any complaint is received directly by the Manager or Human Resources (HR), it is their duty to inform the complainant about the uniform channel of reporting the complaint as mentioned in point 4.3.1 of this Policy.

#### **4.3.3 Admissibility of the Report**

**If a Report is admissible, an investigation will be launched to determine the veracity of the allegations.**

A Report is admissible when it meets the conditions set out in this Policy, in particular when:

1. The Reporter is an Employee, a Facilitator, an Other Designated Person or a Stakeholder *(see Appendix 1 below for the definition and further information on each of these categories)*.
2. There is a violation of the Rules covered by this Policy *(see section 4.2 for what is considered a violation)*.
3. The Report - as completed within a reasonable timeframe as mentioned herein - contains all the information necessary to investigate the violation.
4. The Whistleblower acts in good faith.

Any Report submitted in bad faith<sup>1</sup> or with malicious intent may result in disciplinary/judicial proceedings.

---

<sup>1</sup> People are considered to be acting in bad faith if, among other things, they Report facts they know to be false, or with the intention of causing harm, or in the hope of obtaining an undue advantage, or if they knowingly make vexatious or defamatory allegations against a third party.

A Whistleblower is considered to be acting in good faith when he or she provides information that he or she believes to be complete, fair and accurate, enabling him or her to reasonably believe in the veracity of the information provided, even if it later appears that he or she was mistaken.

If a Whistleblower realizes, after having made a Report, that he or she has made a mistake, he or she must immediately inform by [sending email directly to audit.committee@expleogroup.com](mailto:audit.committee@expleogroup.com).

If the Report is not admissible because it exceeds the scope of this Policy, the Whistleblower will be informed.

If it appears that an internal or judicial procedure or equivalent (grievance, arbitration, injunction, mediation, complaint, etc.) is pending or in progress, the Report is in principle inadmissible, and its processing will be suspended or closed. However, Expleo Solutions reserves the right to investigate and take corrective action if necessary.

In any event, if the Report is deemed inadmissible, the Whistleblower will be duly informed.

## 5. Report management:

### 5.1 Guiding principles

- **Anonymity** - if Whistleblowers choose to remain anonymous, the Company will refrain from any attempt to identify them, unless required by the Audit Committee.
- **Confidentiality** - all investigations, including the existence and content of the report, information exchanged during the alert procedure, the identity of the Whistleblower or the people and third parties involved, will remain strictly confidential, in accordance with applicable law.

To ensure confidentiality and security of information, Expleo Solutions has taken the following measures:

- ✓ Members of the Audit Committee and Investigation Committee are bound by strict confidentiality obligations.
- ✓ Confidential information exchanged as part of the Whistleblowing procedure is accessible only to those authorized to collect and process it (admissibility, investigation, etc.).

Breach of confidentiality may result in disciplinary action.

- **Impartiality** - all investigations will be conducted impartially, which means, among other things, that all reports will be treated objectively on the basis of the information available. For example, the people mentioned in the report will of course not be involved in its processing.
- **Integrity of information** - all investigations will be conducted without interference, including, but not limited to, withholding, destroying or tampering with evidence. In this regard, Expleo Solutions has the right to take all measures permitted by applicable law to protect information and documents that may be used as evidence in the investigation of a Report or in subsequent proceedings.
- **Zero Tolerance for Retaliation** - Expleo Solutions has a Zero Tolerance Policy for any act or threat of Retaliation against Whistleblowers.

If you believe that you have been subject to retaliation for raising a concern and/or submitting a report, you should immediately inform the Audit Committee by sending email at [audit.committee@expleogroup.com](mailto:audit.committee@expleogroup.com).

- **Data Privacy** - All personal data collected, stored, used or disclosed pursuant to this Policy will be managed in accordance with the applicable data protection laws.

If Whistleblowers choose to remain anonymous, Expleo Solutions will refrain from any attempt at identification, except where required by law. If Whistleblowers choose to identify themselves, or if a specific provision obliges Expleo Solutions to identify the authors of an anonymous Report, their identity shall be treated confidentially by the people in charge of managing the Report.

It should be noted that certain legal and regulatory provisions strictly regulate the communication of information and the identification of anonymous Whistleblowers. For example, the amended Sapin II law specifies that "the identity of the Whistleblower may only be disclosed with the Whistleblower's consent", the only exception being communication to the judicial authority, and then only "in cases where the persons responsible for collecting or processing the alerts are required to report the facts to the judicial authority". These obligations, or the equivalent of local legislation, will be strictly enforced.

Depending on your location and subject to applicable law, you may have the following rights described here with respect to personal data processed by Expleo Solutions under this Policy:

- Subject to limitations related to the nature of the report, the right to request confirmation as to whether or not Expleo Solutions is processing personal data about you and, if so, requesting a copy of such personal data.
- Subject to limitations related to the nature of the report, the right to request rectification or updating of your personal data that are inaccurate, incomplete or outdated.

- Subject to limitations related to the nature of the Report, the right to ask Expleo Solutions to delete your personal data in certain circumstances provided by law.
- Subject to limitations related to the nature of the Report, the right to ask Expleo Solutions to restrict the use of your personal data in certain circumstances.
- Where the processing of your personal data is based on your prior consent, you have the right to withdraw your consent at any time, unless the nature and circumstances of the Report and applicable law restrict this right.

You can exercise your rights by sending an e-mail to [dpo@expleogroup.com](mailto:dpo@expleogroup.com).

However, you are reminded that, given the specific nature of the data processing linked to this Policy, these rights cannot be used to prevent Expleo Solutions from fulfilling its legal obligation to process Whistleblowers and protect Whistleblowers. For legal reasons, Expleo Solutions may be subject to legitimate, compelling reasons or applicable legislation that would prevent the exercise of your rights.

## **5.2 Who will be involved in the investigation and to what extent:**

The Investigation Committee as appointed by the Audit Committee of the Company will investigate and submit the report to the Audit Committee. The Audit Committee will forward the investigation report along with its observations to the board of directors for further action. The board of directors would review the investigation report and the observations from the audit committee and recommend action to be taken.

Any disciplinary action that may be taken as a result of an investigation initiated under this Policy is subject to all applicable local laws and regulations as well as Expleo Solutions internal rules.

## **5.3 What happens after the survey?**

The Investigation Committee or the person in charge of the investigation will recommend a course of action based on the results of the investigation and the potential consequences that will ensue. This may involve, for example, departmental reorganization, training, disciplinary action or legal proceedings.

Once the investigation has been completed and the recommendations issued, the Whistleblower will be informed in writing of the outcome and will receive general information describing the measures taken to assess the accuracy of the allegations and, where appropriate, to remedy the Reported violation.

## **6. Policy review and access:**

This Policy is regularly reviewed by the Expleo Solutions Company Secretary and Regional Compliance officer in an effort to ensure our continuous improvement and to account for any changes in applicable laws and/or regulations.

It is communicated to new recruits as soon as they arrive.

It is permanently available in digital format and in several languages on the intranet of the Expleo Group and/or the local Expleo entity.

## **7. Training:**

The Corporate Compliance Team will determine if, when and for whom training on this Policy may be required and will ensure that such training takes place and is documented.

As an Employee, you are expected to familiarize yourself with this Policy and to participate in periodic training sessions to which you will be invited.

## **8. Disciplinary action:**

You are expected to act in accordance with this Policy.

Independently of the criminal penalties incurred in the event of corruption or any other criminal offence, failure to comply with this Policy may lead, where appropriate, to disciplinary action or to the Employee being held liable before the competent courts.

Any disciplinary action that may be taken as a result of an investigation initiated under this Policy is subject to all applicable local laws and regulations as well as Expleo Solutions internal rules.

## **Appendix 1. Glossary**

The definitions below apply to capitalized terms used throughout the Policy, whether used in the singular/plural or feminine/masculine.

Employee: one of the following individuals:

- Director, shareholder/partner/owner of voting rights at the Annual General Meeting, member of the administrative/management/supervisory bodies, manager, employee, apprentice, intern or trainee of Expleo Solutions,

- ✓ It doesn't matter whether the job is full-time, part-time or hourly.
- ✓ It doesn't matter whether the job is permanent or temporary.
- A casual worker, persons who work for Expleo Solutions on a permanent or temporary basis, but who are not directly employed by Expleo Solutions (including managers, consultants, subcontractors, temporary workers, etc.); or
- Member of Expleo Solutions Executive Committee.

**Expleo Group:** refers collectively to the group formed by Expleo Group S.A.S. and all companies **(i)** in which it directly or indirectly holds more than 50% of voting rights and/or capital, **(ii)** which it directly or indirectly controls, de jure or de facto, jointly or exclusively, or **(iii)** which are otherwise covered by articles L. 233-1 and L. 223-3 of the French Commercial Code.

**Company/Expleo Solutions** – Referred to **Expleo Solutions Limited**, India which is part of Expleo Group, and the Equity shares of the Company is listed in both the Stock Exchanges i.e. National Stock Exchanges (NSE) and Bombay Stock Exchanges (BSE) in India.

**Facilitator:** One of the following:

- *A private, not-for-profit individual or legal entity who assists a Whistleblower in the Reporting process within Expleo Solutions (for example, a colleague, relative, close friend, trade union or NGO).*
- individuals associated with a Whistleblower, who are at risk of being subjected to Retaliation in the course of their professional activities by their employer, their client or the beneficiary of their services;
- legal entities controlled by Whistleblowers within the meaning of the French Commercial Code, for which they work or with which they have a professional relationship (*for example, a limited company controlled by the Whistleblower, for which the Whistleblower works, or with which the Whistleblower has a professional relationship*).

**Local entity:** any legal entity in which Expleo Solutions holds, directly or indirectly, more than 50% of the shares or voting capital (or equivalent).

**Manager:** Person who acts as a supervisor for an employee.

**Other designated person:** one of the following individuals:

- persons whose employment relationship with Expleo Solutions has ended, where the information provided under section 4.2 above was obtained in the course of that relationship and persons who have applied for employment with Expleo Solutions, where the information designated in section 4.2 above was obtained in the course of that application,
- the contractual partners of Expleo Solutions and their subcontractors or, in the case of legal entities, the members of the administrative, management or supervisory bodies of these contractual partners and their subcontractors, as well as their employees.

**Policy:** refers to the present Policy.

**Reporting:** an alert made by a Whistleblower in accordance with this Policy and which meets the conditions set forth herein.

**Retaliation :** means any action/inaction (direct or indirect), threat or attempt to exclude a person from a recruitment process or access to an internship or professional training program, as well as to discipline, dismiss, suspend or modify the employment/contractual relationship, sanction, reprimand or discipline, coerce, intimidate, harass or ostracize, cause loss (e.g. *damage to reputation or money*), blacklisting, cancellation or early termination of a contract for the supply of services or goods, cancellation of a license or permit, inappropriate referral for psychiatric or medical treatment or other unfavorable/unfair treatment, or discrimination in the nature of duties or remuneration, profit-sharing, allocation of shares, training, reclassification, working hours, performance evaluation, qualifications, grading, promotion, transfer or renewal/conversion/termination of employment or temporary employment contracts. Harassment and psychological or verbal violence may also, depending on the facts and circumstances, be considered as Retaliation.

**Stakeholder:** third parties recognized as having an interest in Expleo Solutions activities for the following reasons:

- They participate in the company's economic life (e.g. *customers, suppliers, shareholders*),
- They observe or influence Expleo Solutions behaviour both internally and externally (e.g. *trade unions, NGOs*),
- They are affected, directly or indirectly, by its activities in a positive or negative way (e.g. *local authorities, the State*).

**Whistleblower:** Any Director, Officer, Employee, Facilitator, other Designated Person or Stakeholder who meets the criteria set forth in this Policy and who raises a concern or submits a Report that is covered by this Policy.

**Audit Committee:** A Committee constituted by the Board of Directors of the Company, consisting of some of the members of the Board of Directors.

**Investigation Committee:** Will consist of a team (minimum 2-member team) appointed by the Audit Committee to conduct the investigation of the complaint registered / report submitted by the Whistle Blower.

<b>Document Control</b>	
<b>Document Attributes</b>	
Validity	Expleo / India / Chennai
Author	Company Secretary and Compliance Officer & Team
Retention Period	No time restriction
<b>Document classification</b>	
Confidentiality	Internal
Distribution	Expleo Solutions Limited Staff third-party
To be published	Company's website

**Unethical Activity / Misconduct:** Violations of laws, infringement of the Company's Code of Conduct or related policies, any instances of leak of Unpublished Price Sensitive Information, misappropriation of funds, fraud or misrepresentation.

**Leak or Suspected Leak of UPSI:** It shall refer to such act / circumstance(s) by virtue of which an Unpublished Price Sensitive Information is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.



## Policy Revision History

Revision	Change Information	Prepared By	Reviewed By	Approved By	Approved Date
1.0	Initial Release	Company Secretary and Compliance Officer & Team	1) Eshwar & Team – Secretarial Consultant 2) Ethics and Compliance – Expleo Group 3) Chief Financial Officer 4) Legal Head	Board of Directors	Wednesday, July 23, 2025