



HAYLEYS FABRIC PLC

WHISTLEBLOWER POLICY

1. Purpose

Hayleys Fabric PLC is committed to the highest standards of the ethical, moral and legal conduct in its businesses. In line with this commitment, this Whistleblower Policy is primarily to provide a mechanism for employees to raise concerns where the interest of the organisation is at risk and is expected to provide an assurance that employees raising such concerns will be protected from reprisals and victimisation. This Policy applies to all individuals working at all levels (both permanent and contract) within Hayleys Fabric Group.

2. Definitions

The following words and terms as used in this Policy shall unless the context clearly requires otherwise, have the following meaning set below;

2.1 'Affiliate' shall mean any legal entity which is directly or indirectly controlled by or is under common control of Hayleys Fabric PLC, the term "control" in relation to an entity, being the legal majority of the composition of the beneficial ownership directly or indirectly directors or power to direct more than 50% of the voting securities or policies of such entity or controlling by contract or otherwise. The term "controlling" and "controlled" shall be construed accordingly

2.2 'Committee' shall mean the Whistleblower Policy Committee established under this Policy to consider and redress concerns raised by a Whistleblower.

2.3 'Company' shall mean a legal entity within Hayleys Fabric Group to which the concern raised under this Policy is related.

2.4 'Hayleys Fabric Group' shall mean Hayleys Fabric PLC and its Subsidiaries.

2.5 'Management' shall mean those persons that are in a managerial position in a Company who can reasonably be regarded as having the authority to make an initial assessment of the concern/allegation made by a Whistleblower.

2.6 'Policy' shall mean this

Whistleblowers' Policy
2.7 'Whistleblower' or 'Complainant' shall mean a person who raises a concern and/or allegation under this Policy

3. Scope

This Whistleblower Policy is intended to cover concerns raised by staff on matters such as:

- Incorrect financial reporting;
- Financial fraud;
- Unlawful or improper conduct;
- Breach of the Code of Business Conduct, Values and other Policies of the Company;
- Any other improper activity that may have a negative impact upon the ability of the Company to achieve its objectives and may cause damage to its image and reputation.

This Policy does not require the Whistleblower to prove the truth of the allegations made. Whistleblowers are required to raise such allegations in good faith and in an independent and unbiased manner. The Whistleblower

may also need to provide sufficient information for the Management to take

Under this Policy, the Whistleblower shall not be at risk of suffering any form of victimisation or retribution from the Company. However allegations in bad faith may result in disciplinary action.

A Whistleblower is able to lodge concerns confidentially and/or anonymously.

Management would take all possible measures to ensure that the complainant would not be penalised for making a complaint. Further if such an event occurs, appropriate disciplinary action will be taken against the parties involved in making the complaint. The Management will take appropriate steps if needed in the event any harassment is levelled against the complainant.

The Management will be responsible for the Accused will be treated as appropriate.

4. Procedure to raise a concern

4.1 Concerns may be raised face to face or by telephone or in writing. A written and history of the issue at hand, in chronological order together with the reasons pertaining to the concerns expressed.

4.2. These concerns shall be raised to the Managing Director of the company to whom the concern is related. regard to the manner in which the concern is raised should be obtained from the Managing Director within this Policy should be followed.

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5. Management Response

Once a concern is raised, the following steps will be taken:

- Receipt will be acknowledged where identity is disclosed
- Management will proceed to make an initial assessment and decide on one of the following actions:
 - To be investigated internally by appropriate personnel including the Internal Inquiring Committee
 - To be referred to the Police or any other legal authority where such concerns disclose information of a criminal nature; external auditors;
 - To be the subject of an independent inquiry
- In the event the Management decides to conduct an internal investigation through the internal inquiry committee as laid down in this Policy, the relevant parties shall be notified and the investigation shall be commenced.
- The Whistleblower will be provided with feedback on actions taken if s/he has so requested. However, it must be noted that the Management may not be able to make full disclosure where an infringement of a duty of confidentiality to another person would have been made.

6. The Internal Inquiry Process

6.1 Where an initial concern/allegation is made, the Management will discuss the matter with the Complainant. If s/he has a personal interest in the matter, s/he must appropriately within the concern/allegation falls Procedure s/he will be advised accordingly.

6.2 The Committee appointed in immediate response to the enquiry shall communicate the same to the complainant and persons against whom an allegation is made.

6.3. The Committee shall prepare and hand over the statement of allegations to the person against whom the allegation(s) is/are made and give him 10 days of receipt of the same.

6.4 If the person/s against whom the concern/allegation is made desires any witness/es to be called, s/he shall communicate in writing to the Committee the names of witnesses/es mentioned by the person/s whom s/he proposes to call.

6.5 The Committee shall call upon all witnesses/es mentioned by the person/s against whom the concern/allegation is made and any other persons

that The Committee shall provide the Committee may wish to obtain every reasonable opportunity to the statements or evidence from. persons against whom the concern/allegation is made, to defend his/her case.

6.7. The Committee shall complete the "Enquiry" within a reasonable period but not beyond three months. The Human Resources Department of Hayleys Fabric PLC. shall communicate its findings and its recommendations for action to the person/s against whom the concern/allegation is made.

6.8. The decision of the Committee will be conveyed to the Complainant and the person/s against whom the concern/allegation is made.

6.9. Hayleys Fabric PLC's appropriate action in accordance with the recommendations proposed by the Committee.

7. Internal Inquiring Committee

7.1. The Committee shall consist of DGM- Human Resources (HF), Senior Manager - Human Resources (HF), Manager -HR & Admin (SAT) Senior Executive - Human Resources (HF), Junior Executive HR & Admin (SAT) The Committee would at least 2 male /2 female members to ensure fair gender representation. In the event of no representation in the internal committee, the Head of HR to discuss with other committee members and the approval of the Managing Director, suitable person/persons, the Director of Hayleys Fabric PLC. shall be included in the committee with proposed.

7.2. A quorum of 3 members is required to be present for the proceedings to take place.

The quorum should at least consist of

one male/ one female member to ensure

fair gender representation shall cease to be a member of the Committee forthwith on the occurrence of any of the following events:

- Resignation from the Committee by written notice to the Company
- Removal by notice in writing by the Managing Director of, Hayleys Fabric PLC for just and reasonable cause of the company
- On death or any legal incapacity

7.4. Any vacancy can be filled by the Committee on the recommendation of the Managing Director of Hayleys Fabric PLC.

7.5. The Committee at its discretion may from time-to-time review and propose a Managing Director of Hayleys Fabric PLC.

7.6. The decision of the Committee shall take effect after concurrence is received by the

7.7. If the complaint is against a committee member or if there is a conflict of interest during the inquiry known, any committee member s/he will immediately step down from the Committee and the Managing Director of Hayleys Fabric PLC. will appoint a suitable temporary replacement committee member. In the event the member is cleared of all charges, he/she will be immediately reinstated and the temporary member will step down.

8. Confidentiality

Where the Complainant wishes to raise a concern in confidence under this Policy and requests the Company to protect his/her identity, the Company will make its best efforts to do so unless the matter raised requires investigation by law enforcement agencies or is required to be taken up in a court of law where best to proceed.

This Policy while encouraging the Whistleblowers to identify themselves, allows Whistleblowers to raise their concerns anonymously. However, this may result in the Company facing difficulties and taking more time in its investigations with no avenue for follow-up questions and feedback from the person's assistance to enable the Management

9. Right of Appeal

If the Whistleblower or the party against whom the concern/ allegation is made is dissatisfied with the decision of the Committee, the dissatisfied party may appeal to the Managing Director of Hayleys Fabric PLC in writing within 14 days. If no appeal is made within 14 days, the decision of the Committee shall be final and conclusive.

10. Effective Date for Implementation

This Policy shall be effective and operative from Jan 1st, 2024.