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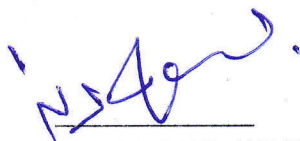
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BOARD OF DIRECTORS

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## 1. Purpose

The purpose of this Policy is to promote transparency and ethical conduct by providing a secure, confidential, and independent mechanism for reporting fraud, corruption, theft, and financial irregularities. The Policy ensures that concerns are addressed promptly, fairly, and without fear of retaliation.

## 2. Scope

This Policy applies to all Stakeholders of Interloop Limited: Shareholders, Employees, Suppliers, Service Providers, Customers, and Contractors across all locations and business units.

## 3. Definitions / Abbreviations

**BAC** – Board Audit Committee

**BoD** – Board of Directors

**Independent Function** – The function designated by the BAC to independently manage whistleblowing (e.g., Internal Audit, unless the whistle concerns Internal Audit itself)

## 4. The Policy Statement

Interloop Limited is committed to independent, unbiased, non-management-driven handling of whistleblowing disclosures. All whistleblowing disclosures will be directed to the Chairperson Board Audit Committee, who will route the matter to the Internal Audit Department or other designated Independent Function for assessment and investigation.

## 5. Whistleblowing Reporting Process

- i. All disclosures, irrespective of the level of personnel involved, must be submitted to the Chairperson Board Audit Committee via: Email: [whistle-blower@interloop.com.pk](mailto:whistle-blower@interloop.com.pk)
- ii. Anonymous reporting is permitted. Reports submitted in good faith will be handled with due diligence and confidentiality, and the Company will protect whistleblowers against retaliation.
- iii. A Whistleblowing Policy Notice shall be displayed on all notice boards of Interloop Limited in the format provided in Annexure-2.
- iv. Furthermore, in accordance with Regulation 35(1)(v) of the Listed Companies (Code of Corporate Governance) Regulations, 2019, companies may disclose significant policies on their official website, including the Whistleblowing Policy. The Company will therefore publish this Policy on its website to ensure transparency and good governance.

## 6. Acknowledgment

As per the advice of the Chairperson BAC, the Head of Internal Audit or any other independent functionary will acknowledge receipt to the Whistleblower within 10 working days, except in cases of anonymous whistles where the communication channel is not available.

## 7. Handling & Investigation Process

### a. Independent Screening & Classification

As designated by the Chairperson of the Board Audit Committee, the Head of Internal Audit or any other independent functionary not being part of the management shall determine:

- i. Actionable cases
- ii. Non-actionable cases(e.g., personal grievances, insufficient information)

**b. Criteria for Determining Actionability**

Each disclosure will be assessed based on the following criteria:

Disclosures will be classified as Actionable if all of the following criteria are met:

- i. Allegations involve fraud, corruption, theft, or any financial irregularity.
- ii. Sufficient detail and evidence are provided to initiate an investigation.
- iii. The matter falls within the scope of whistleblowing (not a personal grievance).
- iv. The implicated individual(s) are identifiable or traceable.

Whereas, disclosures will be classified as Non-Actionable if any of the following criteria are met:

- i. Lack of sufficient information or evidence.
- ii. Personal grievances or unrelated to fraud, corruption, theft, or any financial irregularity.
- iii. Matters already addressed through other internal mechanisms (e.g., HR grievance, sexual harassment).
- iv. Reports made in bad faith or with malicious intent.

All assessments will be documented, and whistleblowers will be informed of the outcome. Non-actionable reports may be redirected to appropriate channels (e.g., HR, Legal) if relevant.

**c. Escalation Protocol**

- i. All Actionable matters → Reported directly to Chairperson BAC
- ii. Serious matters → Immediately escalated to the entire BAC on the advice of Chairperson BAC.
- iii. Non-actionable → Documented and redirected to the proper mechanism under the HR domain.
- iv. Serious matters are defined as whistleblowing disclosures that meet any of the following criteria:
  - 1) **Involvement of Senior Leadership**  
 Allegations implicating personnel at the Vice President level or above.
  - 2) **Significant Financial Impact**  
 Incidents involving an actual or potential financial loss exceeding PKR 10 million.
  - 3) **Law Enforcement or Regulatory Exposure**  
 Matters requiring engagement with law enforcement agencies, regulatory authorities, or external legal bodies.
  - 4) **Major Reputational Risk**  
 Any issue that may cause material reputational damage to Interloop Limited, its governance bodies, or key stakeholders.
- v. Such serious matters will receive priority handling, accelerated review, and immediate escalation to the full Board Audit Committee.

**d. Frivolous or Malicious Disclosures**

Intentionally false, misleading, or malicious reports will be treated as frivolous. Such cases will be documented by the designated official, and repeated frivolous reporting may result in the recommendation of disciplinary action by the BAC to the CEO. Whistleblowers will be informed of the outcome and rationale.

**e. Investigation Structure**

For all actionable matters, an investigation committee shall be constituted of at least 3 members by the Chairperson of the Board Audit Committee (BAC). The committee may comprise the Head of Internal Audit, other designated independent functionaries, or external experts, depending on the nature and sensitivity of the case. The Chairperson BAC shall also nominate the Head of this investigation committee.

In case a whistle is blown against the Head of Internal Audit, any other investigative functionary, or the CEO, the Whistleblower will directly write to the Chairperson of the Board or the Chairperson of the Board Audit Committee.

A comprehensive process flow diagram corresponding to the aforementioned process is presented in Appendix 1 at the conclusion of this Document. Further, an outline of the access and investigation rights and limitations of the investigation committees is given in Appendix 3.

## 8. Timelines

A formal inquiry shall be conducted, and an investigation report containing the findings and recommendations shall be completed within 45 working days from the date of the committee's formation. Any extension beyond this 45-day period will require prior approval from the Board Audit Committee (BAC).

The Head of the Investigating Committee shall submit its report to the Chairperson of BAC for review and onward referral to the Board Audit Committee and the BOD for further action.

## 9. Reporting to the Board and the Board Audit Committee

In line regulation 14 (xvi) of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the CEO shall present to the Board a quarterly post-investigation reports /synopsis of issues and information pursued under the whistleblowing policy, clearly disclosing how such matters were dealt with and finally resolved or concluded; For this purpose, the designated independent function under the oversight of Chairperson BAC, will provide the CEO with high-level, post-closure investigation summaries, except in cases where the whistleblowing matter involves the CEO, in which case the BAC reports directly to the Board.

## 10. Safeguards

Interloop ensures that all whistleblowing reports are handled with strict confidentiality. Individuals who report concerns in good faith are protected against harassment, victimization, or any form of retaliation.

## 11. Policy Review

The effectiveness of this Policy will be reviewed annually by the Board of Directors on criteria of disclosures received, actions taken, and the percentage of matters concluded successfully.

## 12. Retention of Records

All investigation-related documentation will be retained for a minimum of seven (7) years from the date of case closure. If legal proceedings are involved, records will be retained until resolution, even if beyond the 7-year period.

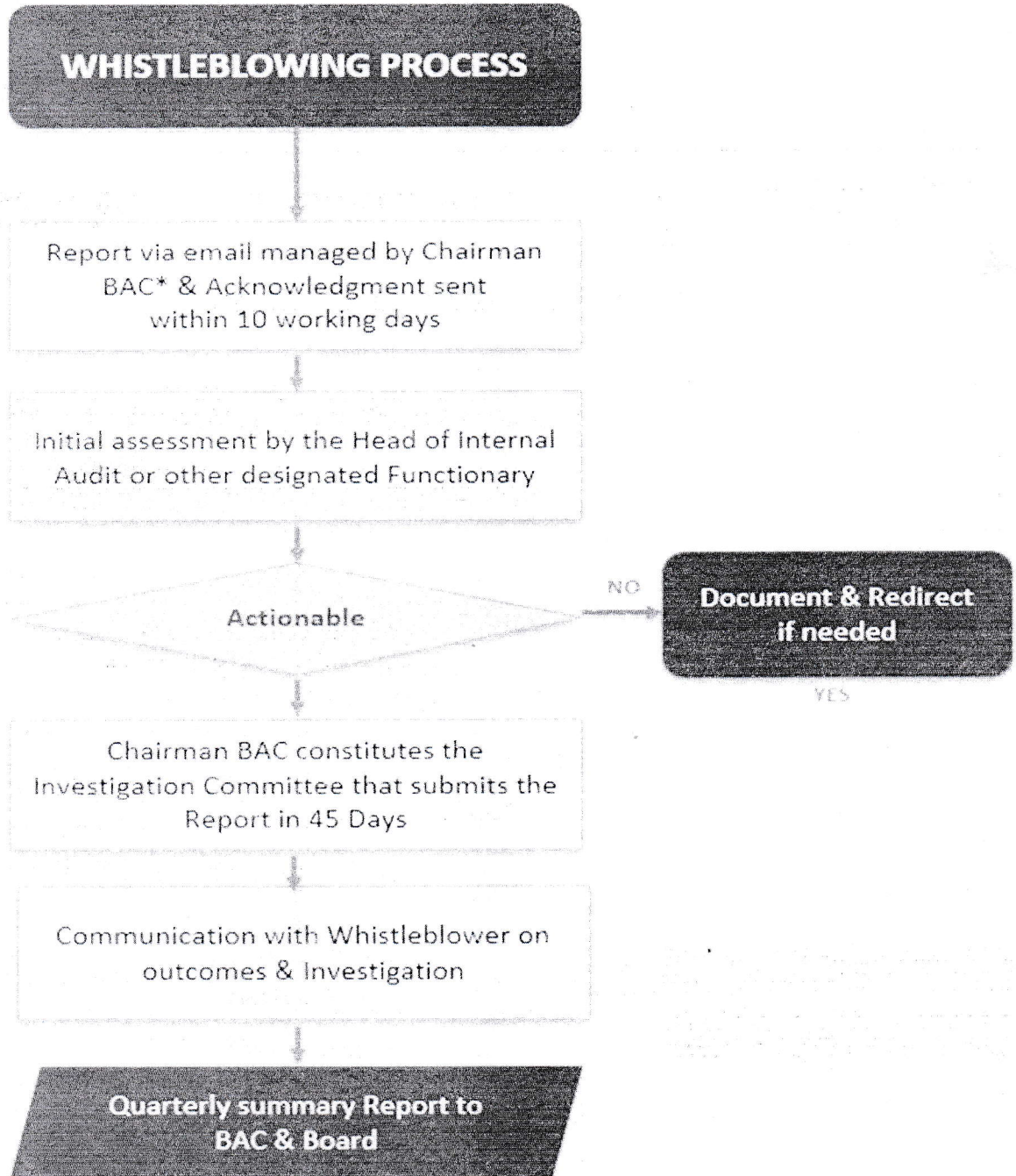
## 13. Contact

For practical guidance on any aspect of this Policy, please contact the Chairperson of the Board Audit Committee by emailing at [whistle-blower@interloop.com.pk](mailto:whistle-blower@interloop.com.pk).

## 14. Related Documents

Whistleblowing Process Flow	Appendix-1
Whistle-Blowing Policy Notice	Appendix 2
Access, Investigation Rights & Limitations of Committees	Appendix 3

**WHISTLEBLOWING PROCESS FLOW - APPENDIX 1**



**WHISTLEBLOWING POLICY NOTICE - APPENDIX 2**

Interloop Limited has adopted a formal Whistleblowing Policy to enable Stakeholders to report, in good faith, any suspected incidents of:

1. Fraud,
2. Corruption,
3. Theft,
4. Cases of financial irregularities,
5. Non-following of due process, obviating of any provision of the Manual(s) Policies.

The Company ensures:

1. Confidential handling of all disclosures
2. Protection against retaliation for Whistleblowers acting in good faith

**a. Reporting Channels**

All disclosures, regardless of the level of the individual(s) involved, must be submitted via the following confidential reporting channel:

**Email:** [whistle-blower@interloop.com.pk](mailto:whistle-blower@interloop.com.pk)

The Chairperson of the Board Audit Committee will constitute an appropriate investigation Committee for further assessment and action.

**b. Confidentiality and Protection**

Your identity and disclosure details will be treated with strict confidentiality. Anonymous reporting is also permitted. No Whistleblower will face harassment, victimization, or adverse consequences for reporting concerns in good faith.

**c. Contact for Guidance**

For any questions about this Policy or process, please contact:

Chairperson Board Audit Committee

**Email:** [whistle-blower@interloop.com.pk](mailto:whistle-blower@interloop.com.pk)

**ACCESS, INVESTIGATION RIGHTS & LIMITATIONS OF INVESTIGATION COMMITTEE(S) -  
APPENDIX 3**

To ensure transparency, consistency, and accountability in handling whistleblowing cases, the following access rights, investigation authorities, and limitations apply to all Investigation Committees constituted under this Policy:

**a. Access Rights**

- i. Direct access to all relevant Company records, systems, emails, documents, and evidence necessary for the investigation, subject to legal and regulatory restrictions.
- ii. Authority to seek information or clarification from any employee, including members of the Management Committee, without obtaining prior approval from implicated individuals.
- iii. Right to engage external experts, forensic auditors, or legal counsel where specialized expertise is required.

**b. Investigation Rights**

- i. Authority to recommend immediate preventive measures (e.g., suspension of system access, hold on transactions) to preserve evidence or prevent further risk during the investigation.
- ii. Submission of the final investigation report directly to the Board Audit Committee (BAC) for review and onward recommendation to the Board of Directors (BoD).

**c. Limitations**

- i. Cannot impose disciplinary actions; final disciplinary decisions rest with the Board of Directors.
- ii. Cannot access or review privileged legal communication without prior approval from the BoD.
- iii. Cannot disclose investigation details outside the authorized governance structure.
- iv. Cannot override the authority of the BAC or the BoD.
- v. Cannot use investigative powers for personal, political, or retaliatory purposes.
- vi. Cannot interfere in ongoing HR grievance proceedings unless the matter falls under the scope of this Whistleblowing Policy.

**d. General Provisions**

- i. The Investigation Committee shall operate independently and free from undue influence.
- ii. The identity of the Whistleblower and all case details shall be kept strictly confidential.
- iii. In cases of conflict of interest, implicated or connected individuals shall have no involvement in the investigation process.