

WHISTLEBLOWER POLICY

FOR

CONFIDENCE POWER AND ENERGY PLC.

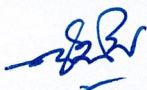
Company Secretariat

CONFIDENCE POWER AND ENERGY PLC.

Awal Center

17th Floor, 34, Kemal Ataturk Avenue, Banani, Dhaka.

Date: 28 October, 2025



WHISTLEBLOWER POLICY

1. INTRODUCTION

Confidence Power and Energy PLC. (hereinafter referred to as the “Company”) is committed to conducting its business with honesty, integrity, and accountability. The Company expects all directors, officers, employees, and associated persons to uphold the highest standards of ethical behavior and corporate governance.

This Policy provides a framework for reporting genuine concerns about suspected wrongdoing, unethical behavior, or violations of Company policies or applicable laws—without fear of retaliation or victimization.

Objectives of this Policy are to:

- Encourage employees and stakeholders to report, in good faith, any suspected misconduct, malpractice, or breach of law or policy.
- Establish clear procedures for handling and investigating disclosures in a fair, timely, and confidential manner.
- Ensure that serious misconduct or unethical behavior is identified and addressed appropriately to protect the interests of the Company and its stakeholders.

All personnel are expected to comply with both the letter and spirit of this Policy, in addition to all applicable laws, regulations, and the Company’s Code of Conduct.

2. SCOPE AND APPLICABILITY

This Policy applies to all individuals engaged by the Company, including:

- Directors and officers;
- Permanent, temporary, part-time, and contractual employees;
- Consultants, agents, and contractors; and
- Any third parties acting on behalf of the Company.

This Policy shall operate in conjunction with all relevant laws and regulations. In the event of any inconsistency, applicable legal provisions shall prevail.



3. **REPORTABLE CONCERNS**

- Employees and stakeholders are encouraged to report, in good faith, any concern that they reasonably believe constitutes or may constitute:
- A criminal offence (e.g., fraud, corruption, theft, or tax evasion);
- Breach of legal or regulatory obligations (e.g., falsification of records, non-disclosure of related-party transactions, bribery, or money laundering);
- Improper or unethical conduct (e.g., conflict of interest, insider trading, misrepresentation, or abuse of authority);
- Danger to health, safety, or the environment;
- Financial malpractice, misappropriation of assets, or misleading financial reporting;
- Deliberate concealment of any of the above.

This Policy does not cover personal grievances related to employment conditions, which should be addressed through normal HR grievance procedures.

Any report made maliciously, with bad faith, or for personal gain may result in disciplinary action.

4. **REPORTING CHANNELS (DISCLOSURE TO WHOM)**

In the first instance, concerns should be raised with the immediate line manager or departmental head, who will refer the matter to the Internal Audit & Compliance Department ("Responsible Department").

If the concern involves or is unsuitable to be reported to the Responsible Department, it should be reported directly to the Chairman of the Audit Committee through the Company Secretariat.

Employees may also seek confidential advice from the Responsible Department or Legal Department regarding whether a matter falls within the scope of this Policy.

5. **REPORTING PROCEDURE (DISCLOSURE – HOW)**

Reports may be made **in writing** and should include sufficient details to enable proper investigation.

Where possible, the whistleblower should specify whether they wish their identity to remain confidential.

Upon receipt of a formal disclosure:

- The Responsible Department shall acknowledge receipt within three (3) working days;
- The disclosure shall be logged, and an appropriate preliminary assessment will commence.
- The Responsible Department shall determine whether the concern warrants escalation to the **Audit Committee**.

Anonymous disclosures will be reviewed based on the credibility of the information, the seriousness of the issue, and the likelihood of obtaining further supporting evidence.

6. **INVESTIGATION PROCESS**

All disclosures will be reviewed promptly and fairly. The Responsible Department shall:

- Conduct an initial assessment to determine the scope and validity of the concern;
- Where necessary, appoint an independent investigator or external expert;
- Maintain confidentiality throughout the process; and
- Report significant matters to the Audit Committee.

The whistleblower may be informed of the general outcome of the investigation, subject to legal and confidentiality constraints. Detailed findings may only be disclosed upon approval of the Board.

If external reporting to law enforcement or regulatory authorities becomes necessary, the Company may proceed without prior notice to the whistleblower.

7. **CONFIDENTIALITY**

All reports will be treated with strict confidentiality. The identity of the whistleblower will not be disclosed except:

- Where required by law;
- Where disclosure is necessary to conduct a fair investigation; or
- With the whistleblower's prior consent.

All parties involved in the investigation must maintain confidentiality regarding the nature of the concern, the persons involved, and the progress of the investigation.

8. PROTECTION OF WHISTLEBLOWERS

The Company strictly prohibits retaliation against anyone who, in good faith, reports a concern under this Policy.

No employee will suffer demotion, suspension, threats, harassment, discrimination, or any form of adverse treatment as a consequence of raising a genuine concern.

Any person found to have engaged in retaliatory behavior will be subject to disciplinary action.

Conversely, if it is established that a report was made maliciously or in bad faith, disciplinary measures may also apply to the whistleblower, subject to review by the Audit Committee.

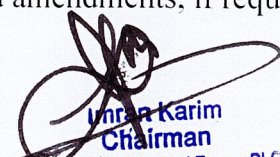
9. CORRECTIVE ACTION AND COMPLIANCE

Upon completion of an investigation, the Responsible Department shall report, recommend corrective or disciplinary actions to the **Audit Committee**, which will oversee their implementation and report to the **Board of Directors**.

The Company shall also identify and address any control weaknesses to prevent recurrence.

10. REVIEW AND AMENDMENT

This Policy shall take effect from the date of approval by the Board of Directors. The **Audit Committee** may review the adequacy and effectiveness of this Policy **annually** and recommend amendments, if required, for Board approval.


Munir Karim
Chairman
Confidence Power and Energy PLC

