



## Whistle Blowing Policy

### 1. Scope

- 1.1. The Policy is applicable to all categories of Company Affiliates including FCCL's Board members, Management and Employees and External Associates such as Contractors, Sub-contractors, Vendors, Consultants and other Business Partners etc.
- 1.2. The Policy covers following concerns for reporting by whistle blowers: -
  - 1.2.1. Conduct by anyone, which is an offence, breach of law or failure to comply with legal obligations.
  - 1.2.2. Violation or non-compliance of Company's policies & procedures.
  - 1.2.3. Health and safety risks, including risks to the public as well as other employees.
  - 1.2.4. Damage to the environment, Company assets and corporate image.
  - 1.2.5. Possible fraud, corruption, incorrect financial reporting with mala-fide intentions.
  - 1.2.6. Illegal use of sensitive Company data.
  - 1.2.7. Actions which are unprofessional, unethical, inappropriate or are in conflict with a general understanding of what is right.
  - 1.2.8. Workplace harassment.
  - 1.2.9. Unauthorized use or access to Company property.
  - 1.2.10. Insider trading.
  - 1.2.11. Non-adherence to the principles of FCCL's Code of Conduct.

### 2. Objectives

- 2.1. To cultivate a culture of transparency, fairness and accountability within FCCL and to enable individuals to report illegal, unethical or non-compliant activities confidentially and without fear of retaliation.
- 2.2. It fulfills compliance requirements under SECP guidelines and supports internal governance.
- 2.3. This policy also fulfills compliance obligations under the Code of Corporate Governance issued by SECP.

### 3. Definitions

- 3.1. The expressions used in this policy means: -
  - 3.1.1. **Whistle-Blowing:** The disclosure by a person (employee or associate) of actual or suspected misconduct, violations, or concerns regarding legal, ethical, or regulatory non-compliance.
  - 3.1.2. **Whistle-Blower:** An individual who reports a concern in good faith.
  - 3.1.3. **Wrongdoing:** It includes, but is not limited to:
    - 3.1.3.1. Breach of legal obligations or company policy.
    - 3.1.3.2. Fraud, bribery, corruption, kickbacks, conflict of interest, money laundering and misuse of Company's resources.
    - 3.1.3.3. Health, safety, or environmental risks.





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3.1.3.4. Misconduct affecting the Company's reputation or operations.

3.1.4. **Good Faith:** Where a whistle-blower has reasonable grounds to believe the concern is genuine and not made with malicious intent, personal gain or to harass others.

3.1.5. **Escalation / escalated case:** A matter or complaint that, due to its seriousness, sensitivity, or lack of resolution at the initial level, is formally referred to a higher authority within the Company (such as the Audit Committee, Board of Directors, or designated oversight body) for further review and necessary action.

3.1.6. **Retaliation:** It means, any adverse action (dismissal, demotion, suspension, harassment, discrimination, threats, negative performance appraisals or any conduct that creates a hostile work environment) taken directly or indirectly against a whistle-blower for reporting a concern in good faith.

**4. Policy Statement/ Provisions.** FCCL encourages employees and associates to report actual or suspected misconduct through defined secure channels.

4.1. All disclosures will be handled with confidentiality and neutrality.

4.2. Retaliation against whistle-blowers is strictly prohibited.

4.3. This policy affirms FCCL's zero-tolerance approach to misconduct and ensures that concerns are addressed professionally and lawfully.

### **5. Roles and Responsibilities**

#### **5.1. Whistle-Blowing Committee (Sub-committee of Executives):**

5.1.1. The Whistle-Blowing Committee shall serve a supervisory and oversight role in the implementation of this policy. It makes sure that all reported concerns are handled fairly, kept confidential, and comply with legal requirements. Routine or low-level concerns will be handled by the designated investigator, while sensitive or high-impact cases may be directly managed by the Committee, which can recommend further action to the Managing Director or, through the HR & R Committee, to the Board.

5.1.2. A Committee comprising relevant executive members shall be formed as under: -

- a) Company Secretary (Chair).
- b) Chief Financial Officer (CFO).
- c) Director HR&A.
- d) Head of Internal Audit.
- e) Co-opted Member (head of relevant Department, if required).

#### **5.2. Human Resource Department:**

5.2.1. Ensure company-wide communication of the policy.

5.2.2. Protect whistle-blowers from retaliation.





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5.3. **Internal Audit:** The Internal Audit function shall support the Whistle-Blowing Committee in policy implementation and monitoring. Its responsibilities include: -

- 5.3.1. Appointing a Senior Manager as the Focal Communication Person to receive and log concerns.
- 5.3.2. Maintaining secure and confidential records of all whistle-blowing cases for a minimum of five (5) years.
- 5.3.3. Submitting quarterly and annual summary reports of complaints, investigations, and outcomes to the Whistle-Blowing Committee and the Board of Directors through Audit Committee.

### 5.4. Department/ Division Heads:

- 5.4.1. Determine if the highlighted concern falls under this policy.
- 5.4.2. Ensure confidential handling and appropriate escalation

## 6. Reporting Channels and Handling Process

### 6.1. Concerns can be raised through:

- 6.1.1. Email: [whistleblowerconcerns@fccl.com.pk](mailto:whistleblowerconcerns@fccl.com.pk)
- 6.1.2. Web link: <https://fccl.com.pk/eng/company-information/>
- 6.1.3. Confidential call on specific PTCL Number : **051-9280075**
- 6.1.4. Post / Courier: **The Chairman Whistle-Blowing Committee**, Corporate Department, Fauji Towers, Block III, 68 Tipu Road, Chaklala, Rawalpindi, mentioning the subject "Whistle Blow" on the envelope
- 6.1.5. In-person: Supervisor, HOD or Internal Audit Focal Person

### 6.2. Investigation Procedure

- 6.2.1. Investigators shall be nominated by the Whistle-Blowing Committee and may include an Investigation Officer from the Internal Audit Department, the HR Department, or a combination of both.
- 6.2.2. Initial acknowledgment within 3-4 days.
- 6.2.3. Full investigation within 15 days (expanded issues can take 30 days).
- 6.2.4. Reporting to MD and whistle blowing Committee through Court of Inquiry (COI).





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6.2.5. Possible disciplinary action or escalation.

6.2.6. Record retention for 5 years.

### 7. Two-Way Communication

7.1. Whistle-blowers will receive an acknowledgement of receipt within 3-4 days via email or through provided source of communication.

7.2. Updates shall be shared through given source of communication after every 7 days.

7.3. Final communication within 15 days unless extended to 30 days.

**8. Compliance and Monitoring.** The Internal Audit Department and the Whistle-Blowing Committee shall monitor compliance with this policy. Any instance of retaliation against a whistle-blower will be reported to the Managing Director, who may take immediate interim measures as necessary. The matter shall then be escalated to the Audit Committee for formal review and further action if necessary.

### 9. Confidentiality and Data Protection

9.1. Identity of whistle-blower is protected internally, unless external legal disclosure is required. Data will be handled in compliance with the relevant laws.

9.2. Whistle-blower Committee is not allowed to disclose internal concerns to any of the external bodies unless the concern raised involves legal provisions or disclosure is required by law.

### 10. Approving Authority

10.1. The Board of Directors will approve the Whistle Blowing policy after recommendation from HR & R Committee.

10.2. The Operating Procedures to implement the policy will be adjusted or modified by the MD provided no financial impact exists.

**11. Review and Revision.** Every 3 years or on necessity based or with change in related Law etc. However, Whistle Blowing Committee, Internal Audit and HR may propose changes if required earlier through HR & R Committee.

**12. Circulation.** Policy will be shared to all concerned through email, onboarding material, internal notices and published on FCCL's official website as per the requirement of Code of Corporate Governance 2019

