

# EASTCASTLE INFRASTRUCTURE WHISTLEBLOWING POLICY

## 1. Introduction and scope

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**Eastcastle Infrastructure is committed to observing high standards of corporate governance and ethical conduct, and to conducting its business with integrity and in compliance with all applicable laws and the highest industry standards.**

Reporting of suspected illegal or unethical conduct by, or within, Eastcastle Infrastructure is critical to fulfil this. Our Environmental and Social Management System establishes our framework of environmental and social policies which are essential for maintaining the required standards of performance and compliance across our operations. Eastcastle Infrastructure policies and procedures set the general standards of conduct which are central to the way in which we carry out our day-to-day activities and which we all must strive to follow at all times. Eastcastle Infrastructure has a Code of Conduct for its people which contains the principal ethical standards of our policies and procedures. All Eastcastle Infrastructure people are required to follow our Code of Conduct. If you suspect or witness behaviour by anyone in connection with Eastcastle Infrastructure operations which you believe could represent illegal or unethical conduct or a breach of any of our policies or procedures, Eastcastle Infrastructure expects you to report it using the whistleblowing procedures contained in this Policy.

This Whistleblowing Policy (the **Policy**) applies to (i) all officers, executives, directors, employees (including full and part-time, contracted and seconded employees) and contract workers of Eastcastle Infrastructure (together, **Employees**) and (ii) all persons and/or entities working or acting on behalf of, or in connection with, or performing services for, Eastcastle Infrastructure anywhere in the world (including, but not limited to, consultants, suppliers, advisors and representatives/personnel of third party contractor organisations) (together, **Associated Parties**). All such individuals are referred to in this Policy as **Eastcastle Infrastructure Personnel**.

This Policy also applies, to the extent relevant, to third party whistle blowers who have no direct connection to Eastcastle Infrastructure. This provides a minimum standard procedure that must be followed when suspected illegal or unethical conduct or breach of policies or procedures is reported. It outlines the processes to be followed and the protections that whistle blowers should receive. Whistle blowers who raise concerns are assured of confidentiality and protection from any form of retaliation or harassment where their concerns are raised in good faith. This Policy is designed to encourage internal reporting to the proper channels and to foster a 'speak up' culture. This culture enables concerns about suspected illegal or unethical conduct to be investigated, and appropriate corrective and preventative action to be taken.

All defined terms used in this Policy are set out in the Appendix.

We do not expect Eastcastle Infrastructure Personnel to act as lawyers or investigators and if you have a legal or ethical concern, you should not hesitate to report it so that it can be addressed expediently by the appropriate management department. The following list of types of conduct that are considered illegal or unethical, and which should be reported, provides examples of the types of matters which should be reported:

- (a) criminal offences such as, fraud, theft, bribery or corruption;
- (b) failure to comply with, or breach of, any legal and regulatory obligations to which Eastcastle Infrastructure and/or Eastcastle Infrastructure' Personnel are subject;
- (c) breaches of any of Eastcastle Infrastructure's policies and procedures;
- (d) abuses of position or authority (whether or not for personal gain);
- (e) any acts of harassment, discrimination, intimidation or retaliation;
- (f) danger to health and safety;
- (g) negative impacts on, the environment or communities in which Eastcastle Infrastructure operates; and
- (h) deliberate concealment of information concerning any matter falling within the issues listed above.

This Policy applies regardless of whether:

- (a) the whistle blower is the first or only source of the information;
- (b) the concerns are substantiated or not. Whistle blowers are not expected always to be shown to be correct. They are only required to have reported based on their own reasonable and good faith belief in the accuracy of their concerns;
- (c) the whistle blower has themselves violated any of the Eastcastle Infrastructure policies and procedures or otherwise has performance issues; or
- (d) the report was made by a source externally to Eastcastle Infrastructure.

This Policy is not designed to be used where other more appropriate procedures are available (for example, concerns about working conditions or relationships with colleagues when you should speak to your line manager or where appropriate use the Eastcastle Infrastructure Grievance Policy and Procedure).

Any questions about the scope or application of, or principles underpinning this Policy should be directed to the relevant line manager, in the first instance, who may then escalate the issue to the Compliance Officer. The Compliance Officer at the date of publication of this Policy is Lesley Morley, contactable directly at [Lesley.m@ecinfrs.com](mailto:Lesley.m@ecinfrs.com). Any changes will be clearly communicated.

## **2. Whistle blowers' rights**

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Whistle blowers have the following rights:

- (a) to have access to the Compliance Officer or and other Company officers engaged in the whistle blower process, without revealing their own identity;
- (b) to have their identity kept confidential; and

- (c) to suffer no retaliation or reprisal.

Eastcastle Infrastructure must ensure that the rights of any whistle blower are respected.

### 3. Whistle blowers' obligations

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Whistle blowers should:

- (a) consider using normal reporting channels before reporting a concern under this Policy. This Policy is designed to complement the normal reporting channels;
- (b) where possible, retain any evidence that supports their concerns;
- (c) report a concern in good faith – this means you must have a genuine and honest reason for reporting;
- (d) provide all known relevant information – you must report everything you know; for example, do not leave anything out because you are worried it might give a bad impression of yourself;
- (e) be available to the Compliance Officer, the Audit Committee or their delegated representatives to provide information and answer questions; and
- (f) respect confidentiality. Do not share your concern with Eastcastle Infrastructure Personnel other than the appropriate representative unless you are required to do so by law.

While it is Eastcastle Infrastructure's desire to address matters internally, nothing in this Policy should discourage any Eastcastle Infrastructure Personnel from reporting any perceived illegal activity or breach of law to the appropriate external authority.

### 4. Reporting a concern

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An Employee who has a concern about suspected illegal or unethical conduct should choose the appropriate reporting line, as follows:

- (a) where possible and reasonable, in the first instance report to the Employee's Line Manager;
- (b) where reporting to the Line Manager is, or is likely to be, ineffective, or where the Line Manager is potentially directly or indirectly involved with, or otherwise linked to, the suspected illegal or unethical conduct, report to the Compliance Officer; or
- (c) report to the Ethics Hotline via **eastcastle.integrityline.com**.

Where an Associated Party wishes to report concerns about suspected illegal or unethical conduct they should:

- (a) where possible, in the first instance, make a report to the Compliance Officer; or
- (b) report to the Eastcastle Infrastructure Ethics Hotline via **eastcastle.integrityline.com**.

Where the report of the Associated Party relates in any way to the conduct within their own organisation, then it is appropriate for their concern to be reported to the relevant organisation. If

you are an Associated Party whistle blower then you should first use the whistleblowing channel provided by your own organisation unless your complaint is also relevant to Eastcastle Infrastructure. If your organisation has no whistle blowing channel, Eastcastle Infrastructure will report your concern to your organisation for their action. In any case, if the report is made anonymously or a request for anonymity is made by the whistle blower, this anonymity will be respected and protected by Eastcastle Infrastructure. See section 6.

No Employee, including senior management and the Compliance Officer, or Associated Party should ever attempt to discover the identity of a whistle blower who has chosen to report a concern anonymously.

## 5. Non-retaliation policy

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All concerns regarding illegal or unethical conduct must be taken seriously and respected. Where a whistle blower raises concerns about illegal or unethical conduct, in good faith and without malicious intent, Eastcastle Infrastructure will ensure that they are in no way penalised or disadvantaged as a result of making this concern known.

Any kind of retaliatory behaviour, including harassment and informal pressure, is strictly forbidden and will have disciplinary consequences. These disciplinary consequences may include, but are not limited to, disciplinary action taken by Eastcastle Infrastructure (including termination of employment), civil action or criminal prosecution. These assurances of non-retaliation apply even if the concerns raised by the whistle blower are later discovered not to be valid, provided that they were raised in good faith.

Anyone who suspects that they have been retaliated against in contravention of this Policy must report their suspicion immediately to the Compliance Officer.

Misusing this Policy or knowingly making false allegations will be treated as a serious disciplinary matter.

## 6. Anonymity and confidentiality

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Whistle blowers have the right to report a concern without revealing their own identity. Eastcastle Infrastructure will not attempt to track or secretly discover a whistle blower's identity. The Compliance Officer must protect the whistle blower's identity. Notwithstanding the above, we encourage Eastcastle Infrastructure Personnel to provide their contact details because it helps Eastcastle Infrastructure to obtain further information that may be necessary for the investigation

Whistle blowers can request that their identity and/or the reported information is kept confidential. Subject to any legal restrictions, Eastcastle Infrastructure will endeavour treat all information reported as confidential, however, some information relating to the issue may need to be shared more widely in order to investigate fully the issues raised. Anyone investigating a report is required to keep all information confidential.

An exception to this promise of confidentiality is where Eastcastle Infrastructure may be required by law or regulation to disclose information regarding the concern or where disclosure to the relevant criminal authorities is necessary.

## 7. Investigation process

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Any reports of suspected illegal or unethical conduct will be reported promptly by the Compliance Officer to the Chief Financial Officer and to the Audit Committee, and appropriately investigated by the Chief Financial Officer or Audit Committee, as relevant, in conjunction with the relevant line manager and the local legal team.

Precisely how the investigation must proceed will be considered on a case-by-case basis depending on the severity of the concern. The Chief Financial Officer may choose to involve the Audit Committee in the investigation. The Chief Financial Officer or Audit Committee as relevant must, upon completing the investigation, determine whether or not the matter is sufficiently serious to flag to Eastcastle Infrastructure's board of directors.

The whistle blower may be debriefed on the outcome of the investigation to the extent that this accords with confidentiality requirements. During this meeting, Eastcastle Infrastructure's non-retaliation Policy (see below) should be re-affirmed and any concerns specifically raised by the whistle blower should be addressed.

The whistle blower can request to withdraw their complaint at any time. However Eastcastle Infrastructure may still proceed with any investigation if it is in Eastcastle Infrastructure's interest to do so.

## 8. Breaches of this Policy

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Eastcastle Infrastructure takes its responsibilities regarding the protection of whistle blowers very seriously. Proven violations of provisions which are intended to protect whistle blowers (as set out in this Policy) will lead to severe disciplinary action of the violator. Such action could involve:

- (a) a formal reprimand;
- (b) suspension;
- (c) restitution; and/or
- (d) termination of employment and/or Associated Party contracts.

These sanctions may be imposed by Eastcastle Infrastructure over and above any separate penalties that may arise from prosecution by regulatory authorities (e.g. fines and/or imprisonment in particularly serious cases).

A whistle blower who has not acted in good faith or does not respect the confidentiality obligation may lose the rights and protections provided by this Policy and may be subject to disciplinary action by Eastcastle Infrastructure, as well as criminal or civil action by regulatory authorities.

## 9. Training

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All Employees must receive a suitable level of training in relation to the requirements of this Policy at the beginning of their employment or association with Eastcastle Infrastructure and at appropriate intervals thereafter. All Employees are required to attend and complete such training sessions or equivalent as the Compliance Officer may from time to time determine to be necessary.

The training will cover:

- (a) the types of conduct that should be reported;
- (b) the process to be followed where an Employee suspects illegal or unethical conduct;
- (c) affirmation of Eastcastle Infrastructure' non-retaliation Policy and the consequences of failing to comply with this; and
- (d) information on where Employees can go to get further assistance in relation to whistle blower queries and issues if required.

## **10. Record Keeping**

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When requested to do so by the Compliance Officer or the Audit Committee, Eastcastle Infrastructure Personnel must submit certifications confirming that they understand, will comply with, and have complied with, the requirements of this Policy.

Eastcastle Infrastructure and Associated Parties must also keep and maintain any records and documentation created in support of, or pursuant to, the requirements of this Policy (including documentation pertaining to training, reports of potential illegal or unethical conduct and the outcomes of these reports) for a period of five years from the date of the related transaction or activity.

## **11. Policy Ownership and Review**

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The Compliance Officer is responsible for the overall implementation, maintenance and upkeep of this Policy.

This Policy will be reviewed no less than once every two years to confirm that it remains fit for purpose and to ensure that it is being implemented throughout Eastcastle Infrastructure.

The Audit Committee is responsible for overseeing the implementation of this Policy. There shall be regular and comprehensive reporting to the Audit Committee on whistleblowing and all matters arising in connection with this Policy.

## **12. Legislation**

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As well as this Policy, Employees will be protected by any relevant whistleblowing legislation (in place from time to time). For the avoidance of doubt, this Policy will apply alongside any local laws which may offer protection in law to whistle blowers. Where there is a conflict, the provisions which offer the greatest level of protection to whistle blowers must be complied with. Any concerns regarding a conflict between local laws and this Policy should be raised with the Compliance Officer who will consider whether the issue requires escalation to the or the Group Head of Legal (if these roles are separated).

## **13. Ethics Hotline**

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Reports can be made to the hotline anonymously via the dedicated web based hotline <https://eastcastle.integrityline.com>

This Policy has been adopted by the board of Eastcastle Infrastructure Holdings Limited on 29<sup>th</sup> November, 2021

**Arjun Narain, Chairman of the board**

**Peter Lewis, Founder Director**

**Pankaj Kulshrestha, Founder Director**

## APPENDIX – DEFINED TERMS

The following defined terms used in this Policy shall have the meanings given to them below.

**Associated Party** means any person and/or entity working or acting on behalf of, or in connection with, or performing services for, Eastcastle Infrastructure anywhere in the world (including, but not limited to, consultants, suppliers, advisors and representatives/personnel of third party contractor organisations).

**Audit Committee** means the audit committee of the board of directors of Eastcastle Infrastructure Holdings Limited;

**Employee** means any officer, executive, director, employee (including full and part-time, contracted and seconded employees) and contract worker of Eastcastle Infrastructure from time to time;

**Eastcastle Infrastructure** means Eastcastle Infrastructure Holdings Limited, Eastcastle Infrastructure Limited and each of its direct and indirect subsidiaries from time to time;

**Eastcastle Infrastructure Ethics Hotline** means the whistleblowing hotline at <https://eastcastle.integrityline.com>.

**Eastcastle Infrastructure' Personnel** means Eastcastle Infrastructure and all Employees and Associated Parties from time to time;

**Compliance Officer** means the person with responsibility for oversight of the Eastcastle Infrastructure compliance and human resources policies. At the time of publication, this is Lesley Morley.

**Chief Financial Officer** means the person with responsibility for management and oversight of financial activities of Eastcastle Infrastructure;

**Group Head of Legal** means the person with responsibility for oversight of all matters of law and regulation relevant to Eastcastle Infrastructure. At the time of publication, Eastcastle Infrastructure' Group Head of Legal is Lesley Morley.