

IA.04 - Whistle-Blower Policy

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1.Introduction

The Bata Group:

- a) Is committed to operating to the highest standards of integrity and ethics and in full compliance with all its internal policies and guidelines as well as applicable laws and regulations of the countries in which we operate, and
- b) Demands that all persons employed by or dealing with Bata Group companies are treated with dignity and respect.

The Bata Group whistle-blower policy has been developed to provide a mechanism for any employee, contractor, and other stakeholder (“whistle-blower”) to raise any good faith concerns they may have about the conduct of a Bata business or Bata employee or contractor.

2.Scope of application

This policy is applicable to all legal companies within the Bata Group, with no exceptions.

3.Policy enforcement

This policy is expected to be applied by all entities falling in the above category. Non-compliance is not tolerated. If you believe that you won't be able to comply with the present Policy, please proactively contact the internal audit department.

4. Policy – Whistle-Blower Policy

4.1 Acting in Good Faith

Whistle-blowers are expected to act in good faith when they raise their concerns. They should have reasonable grounds for believing that the conduct they are complaining about is wrongful and the alleged action or non-action constitutes a genuine and serious breach of what is laid down in the Group Values and/or Company's Code of Conduct.

Whistle-blowers should not knowingly and deliberately file wrong or misleading information.

4.2 Considerations for decision making.

Whistle-blower who, in good faith, reports wrongful conduct shall be protected from retaliation, threat, intimidation, termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, any direct or indirect use of authority to obstruct the whistle-blower's right to continue to perform his/her duties/functions in a free and fair working conditions.

A Bata Group employee who retaliates against a whistle-blower who has acted in good faith may be subject to disciplinary procedures up to and including termination of employment by his/her Bata Company employer.

4.3 Confidentiality

All complaints shall be treated as confidential.

It is not necessary for whistleblowers to disclose their identity, however they are encouraged to do so as this generally enables a fuller investigation of the complaint. Similarly, whistle-blowers are invited to cooperate in any investigation. The identity of the whistle-blower shall be protected to the fullest extent permitted by law in order to conduct a thorough investigation.

4.4 Wrongful Conduct

Whistle-blowers may raise concerns regarding any conduct they consider wrongful, including but not limited to the following:

- a) violation of any law or regulation or any Bata policies, guidelines or standards of practice
- b) sexual harassment
- c) workplace harassment or violence
- d) health and safety concerns
- e) criminal activity such as theft and fraud
- f) corruption, bribery, conflicts of interest, and
- g) any act causing damage to the environment.

However, the complaints related to service matters or personal grievances (such as increment, promotion, appraisal etc.) do not fall within the scope of this policy. Also, any customer/product related grievance will not be considered in scope for investigation.

4.5 Constitution of Bata Company Whistle-blower Committee” (BCWC) at country level

A Bata Company Whistle-blower Committee (“BCWC”) shall be established in each country within the Bata Group. The composition of this Committee shall consist of the Finance Director, Human Resources Manager, Internal Audit Manager of the Bata Company and, when available, an Independent Director of the Company. The BCWC shall be chaired by the Finance Director.

Each BCWC shall establish their own procedures for the administration of their respective Committees, in accordance with this policy and any local legislation.

The responsibilities of each of the BCWC shall include, but not be limited to, the following:

- a) ensure that a clear and effective country-level whistle-blowing process exists and is well communicated to employees.
- b) conduct a fair and unbiased inquiry into any whistle-blowing complaint.
- c) appoint investigating officer(s) / agencies (internal or external), if required
- d) decide on the outcome of any investigation including recommendation of any appropriate course of action, and
- e) take such action as it deems appropriate to ensure that the goals of the whistle-blower policy are being fulfilled.

4.6 Role and Responsibility of the “whistle-blower”

The whistle-blowers shall be encouraged to provide reliable information. They are also encouraged to co-operate with the Members of the Bata Company Whistle-blower Committee (BCWC) and including production of documentary evidence to investigate the allegations/ complaints.

4.7 Filing a Complaint

Any whistle-blower can file their complaint at the local level with the BCWC by email to whistleblower.companyname@bata.com or other means of communication. This mailbox shall be set to automatically forward incoming emails to the Director of Operations Review.

If the complaint relates to one or more members of the BCWC or the Country Manager of their Company, they must file their complaint at Group level by email to whistleblower@bata.com. This mailbox shall be set to automatically forward incoming emails to the Director of Operations Review.

4.8 Whistle-blower Communications

Posters and other communications in the local language highlighting the whistle-blowing process shall be implemented. The posters are required to be posted on notice boards across all Bata locations including retail stores, factories, depots, distribution centers & corporate office to remind the employees of the opportunity to raise any concerns they may have under the whistle-blowing policy.

4.9 Communication and Implementation of Policy

A communication mechanism must be put in place to create and maintain awareness about the policy with the existing employees on a recurring basis. In the case of new joiners, awareness of the whistle-blower policy should be part of the onboarding process.

4.10 Governance

The BCWC shall report at least annually to the local Bata Operating Company's Board of Directors.

4.11 Procedure to resolve complaints related to Country Managers and local Whistle-blower Committee members.

On receipt of a valid complaint from a whistle-blower, the Director of Operations Review may perform all such acts as may deem fit and appropriate to safeguard the interests of the Company, including but not limited to, the following functions:

- a) Obtain legal opinion or expert's view in relation to the incident.
- b) Carry out any investigation required, including where appropriate engaging the assistance of external agencies or internal audit.
- c) Seek an explanation of the matters raised including giving reasonable opportunity to
- d) any employees involved to respond, and
- e) Recommend the appropriate penal actions resulting from the investigation.

A report shall be prepared after completion of investigation by the Director of Operations Review, which shall be submitted to the Group CFO and /or Group CEO along with recommendations for Disciplinary Action. The decision of the Group CFO and / or Group CEO shall be final and binding.

The Director of Operations Review shall submit a report to the Group Audit Committee of the Board of Directors on a quarterly basis which includes details of all whistle-blowing complaints, the investigation results and any actions taken.

5.Document references

#	Document Name
1	
2	
3	
4	

6.Definitions & Acronyms

Acronyms	Description

7.Appendixes

N°	Document Name

8.Audit requirement

When evidence or documentation are mentioned as mandatory, it must be retained to allow any audit to take place.