WHISTLE BLOWER / VIGIL MECHANISM POLICY

1. INTRODUCTION

Tricolite Electrical Industries Ltd. (the "Company") is committed to conducting its business with integrity, transparency, accountability and in compliance with applicable laws and internal standards. The Company encourages directors and employees to raise genuine concerns regarding suspected misconduct, fraud, unethical behaviour, financial or accounting irregularities, violations of law or Company policies, or any conduct that may adversely affect the Company.

This Policy establishes a structured and confidential mechanism for reporting, receiving, assessing and investigating such concerns and for protecting persons who raise genuine concerns in good faith.

2. PURPOSE

The purpose of this Policy is to:

- provide a safe and accessible channel for directors and employees to report genuine concerns without fear of retaliation;
- enable timely and impartial assessment and investigation of reported concerns;
- protect the confidentiality of the whistleblower and the information reported, subject to applicable law;
- ensure appropriate corrective, preventive or disciplinary action where a concern is substantiated; and
- support the Company's commitment to ethical conduct, responsible governance and accountability.

3. SCOPE

This Policy applies to all directors and employees of the Company, including permanent, temporary, contractual and probationary employees, and may also be used by consultants, interns, agency personnel and other persons working with or for the Company where the concern relates to the Company or its operations.

Reportable concerns may include, without limitation:

- fraud, attempted fraud, misappropriation or misuse of Company funds or assets;
- false, misleading or manipulated books, records, invoices, expenses or financial information;
- bribery, corruption, kickbacks, conflicts of interest or improper benefits;
- violation of applicable law, regulatory requirements, accounting standards or Company policies;
- unauthorised disclosure or misuse of confidential information;
- serious misconduct, abuse of authority or deliberate concealment of material information;
- undue or improper awarding of contracts or procurement decisions;
- retaliation or victimisation against a person who raises a genuine concern; and
- any other conduct which, in good faith, the reporting person reasonably believes involves serious wrongdoing or poses material legal, financial, operational or reputational risk.

4. DEFINITIONS

- **"Company":** Tricolite Electrical Industries Ltd.
- **"Whistleblower":** A director, employee or other eligible person who makes a disclosure under this Policy in good faith.

- **“Protected Disclosure”:** A communication made in good faith containing information which the reporting person reasonably believes indicates misconduct, fraud, illegality, unethical conduct or another matter covered by this Policy.
- **“Whistle Officer”:** The person designated by the Board, or by the Director designated by the Board, to receive/coordinate Protected Disclosures and administer this Policy.
- **“Designated Director”:** A Director nominated by the Board to perform the role contemplated for the audit committee under Rule 7 where an Audit Committee is not required to be constituted.
- **“Subject”:** A person or entity against whom a Protected Disclosure is made or who is alleged to be involved in the reported matter.
- **“Investigating Officer/Team”:** The person(s) appointed to conduct an assessment or investigation, including an external professional where considered appropriate.

5. GOVERNANCE AND RESPONSIBILITY

Where the Company is required to constitute an Audit Committee, the Audit Committee shall oversee the vigil mechanism in accordance with applicable law. Where the Company is not required to constitute an Audit Committee, the Board shall nominate a Director to discharge the oversight role for the vigil mechanism.

The Board shall designate a Whistle Officer to coordinate receipt, acknowledgement, preliminary assessment, record-keeping and investigation of disclosures. A person having a conflict of interest in a particular matter shall not participate in its assessment or investigation.

The Whistle Officer shall report material or substantiated matters, and such other matters as may be appropriate, to the Audit Committee where constituted, or otherwise to the Designated Director/Board.

6. ROLE OF THE WHISTLEBLOWER

- The Whistleblower should provide information honestly and in good faith and, to the extent available, provide relevant facts, dates, documents, names and other supporting material.
- The Whistleblower is not expected to prove the allegation. The responsibility for determining whether an investigation is warranted rests with the Company.
- The Whistleblower should not conduct an independent investigation, confront the Subject, destroy or alter records, or seek to influence witnesses.
- The Whistleblower may be asked for additional information where reasonably necessary. Anonymous disclosures may also be considered where sufficient information is available for meaningful assessment.

7. REPORTING AND COMMUNICATION

A Protected Disclosure may be made in writing or by email through the reporting channel designated by the Company from time to time. The Company shall communicate the current reporting contact details to directors and employees and shall ensure that the mechanism is reasonably accessible.

Until the Board formally designates the Whistle Officer and reporting email/number, the policy should not be circulated as operationally complete. The final approved version should include the designated officer’s name/designation and official reporting address.

In appropriate or exceptional circumstances, a Whistleblower shall have direct access to the Chairperson of the Audit Committee, where an Audit Committee is constituted. Where no Audit Committee is constituted, the Whistleblower may approach the Designated Director or the Board Chairperson directly.

8. CONFIDENTIALITY

The Company shall maintain confidentiality of the identity of the Whistleblower, the Subject and the contents of the Protected Disclosure to the extent reasonably practicable and permitted by law. Information shall be shared only with persons who have a legitimate need to know for assessment, investigation, legal compliance or decision-making.

The Whistleblower should also maintain confidentiality and should not disclose the matter to persons who are not involved in its handling.

9. RECEIPT, ASSESSMENT AND INVESTIGATION

- Each Protected Disclosure shall be logged and acknowledged, where the Whistleblower has provided contact details.
- An initial assessment shall determine whether the matter falls within this Policy, whether there is sufficient information to proceed, whether immediate protective action is required, and the appropriate investigation route.
- Concerns that are clearly outside the scope of this Policy, purely personal grievances without an integrity/compliance dimension, or unsupported allegations may be closed or referred to the appropriate internal process. Such closure shall not be used to suppress a genuine concern merely because it is inconvenient or sensitive.
- Investigations shall be conducted objectively and, where practicable, by persons independent of the matter under review.
- The Subject shall be given a reasonable opportunity to respond to material allegations, subject to the need to protect evidence, witnesses and the integrity of the investigation.
- Investigations may be conducted internally or with the assistance of external legal, forensic, accounting or other professional advisers where appropriate.
- On completion, the findings and recommended actions shall be documented and placed before the appropriate oversight authority.

10. SAFEGUARDS AND PROTECTION AGAINST RETALIATION

The Company shall provide adequate safeguards against victimisation or retaliation against a person who makes a genuine Protected Disclosure in good faith. Retaliation may include termination, demotion, adverse changes in duties, intimidation, harassment, discrimination or other unfair treatment because a person raised or assisted with a concern.

Protection does not extend to a person who knowingly makes a false, malicious or frivolous allegation, deliberately provides materially misleading information, or misuses the mechanism. Appropriate action may be taken in accordance with applicable law and Company policy after due consideration.

Nothing in this Policy prevents the Company from taking legitimate disciplinary or performance-management action unrelated to the fact that a person has made a Protected Disclosure.

11. CONFLICTS OF INTEREST

Any person involved in receiving, assessing, investigating or deciding a complaint shall disclose any actual or potential conflict of interest and recuse themselves where appropriate. The matter shall then be assigned to an independent person or authority.

12. RECORDS AND REPORTING

The Whistle Officer shall maintain appropriate records of disclosures, assessments, investigations, findings and actions, with access restricted on a need-to-know basis. Records shall be retained in accordance with the Company's record-retention requirements and applicable law.

Where an Audit Committee is constituted, material matters and such periodic summary as required by the Committee shall be placed before it. Where no Audit Committee is constituted, appropriate reporting shall be made to the Designated Director/Board.

13. NON-RETALIATION DOES NOT LIMIT LEGAL RIGHTS

Nothing in this Policy prevents a person from making a disclosure to a statutory or regulatory authority, law-enforcement agency, court or other competent authority where permitted or required by law. This Policy does not restrict any statutory right or remedy.

14. AMENDMENTS AND REVIEW

The Board may amend, modify, suspend or withdraw this Policy, subject to applicable law. The Policy shall be reviewed periodically and whenever there is a material change in applicable law, the Company’s structure or the mechanism for handling Protected Disclosures.

Any amendment required solely to align the Policy with a change in law may be placed before the appropriate authority for approval in accordance with the Company’s governance framework.

15. EFFECTIVE DATE

This Policy shall become effective from the date approved by the Board of Directors of Tricolite Electrical Industries Ltd. and shall remain in force until amended or replaced.

ANNEXURE A – MINIMUM INFORMATION FOR A PROTECTED DISCLOSURE

- Name and contact details of the Whistleblower (optional for anonymous disclosures);
- Nature and description of the concern;
- Date, time and location of the incident, where known;
- Names/designations of persons involved, where known;
- Documents, emails, photographs, records or other supporting material, if available;
- Names of persons who may have relevant information, if known; and
- Any immediate risk to persons, assets, records, compliance or business operations.