



**Healthcare Compliance
Whistleblower Policy**

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Revision History

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1.0	21-Nov-2022	Madhusudhan D S	Dan Bailey	Dan Bailey	Initial Release
2.0	12-Jan-2023	Madhusudhan D S	Dan Bailey	Dan Bailey	Reporting email ids changed.

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1. Introduction

Sagility Limited (formerly Sagility India Limited, earlier Sagility India Private Limited), its parent companies, affiliates, and subsidiaries; and its employees, agents, contractors, vendors, officers, and board members (the “Company” or “Sagility”) are guided by its company values. These values are the foundation of how it conducts itself and interacts with each other, its clients, suppliers, investors, and other stakeholders. The Company is committed to ensuring corporate compliance and promoting an ethical corporate culture by observing the highest standards of fair dealing, honesty, and integrity in its business activities.

2. Purpose

This Whistleblower Policy (the “Policy”) is in place to ensure concerns raised regarding misconduct or improper state of affairs or circumstances in relation to the Company’s business are dealt with effectively, securely, appropriately, and in accordance with applicable laws and regulations. This policy is intended to communicate three fundamental principles:

- Reporting in accordance with this Policy is encouraged by the Company.
- Retaliation by the Company against whistleblowers is unacceptable.
- Good faith efforts of the Company to protect the confidentiality of a whistleblower will be practiced by the Company unless a whistleblower consent to identity disclosure.

The Company encourages the reporting of any instance of suspected unethical, illegal, corrupt, fraudulent, or undesirable conduct involving the Company’s business and provides protections and measures to individuals who make a disclosure in relation to such conduct without fear of victimization or reprisal.

The Company may invite officers, senior management and employees to attend training sessions to ensure ongoing education regarding the application of the policy.

3. Scope and Applicability

This Policy applies to any person who is, or has been, any of the following with respect to the company: employee (temporary and permanent), officer, director, contractor (including sub-contractors and employees of contractors), supplier (including employees of suppliers), consultant, auditor, associate, and relative, dependent, spouse, or dependent of a spouse of any of the above. This Policy is intended to apply to the above persons in all countries in which the Company operates a business.

4. Distribution and Control of this Document

Document Owner	–	Global Healthcare Compliance
Read Access	–	Internal Version will be made available to all employees of the Company
	–	External Version will be made accessible to public through the Company website
Write Access	–	Madhusudhan DS (VP- HC)
Revision	–	As and when changes occur
Review	–	Annual from the last revision/review date

5. Reportable Conduct

A Person who falls within the scope of this Policy may make a report or disclosure under this Policy if such person has reasonable grounds to believe that a Company director, officer, employee, contractor, supplier, consultant or other person who has business dealings with the Company has engaged in conduct (Reportable Conduct) which is: dishonest, fraudulent or corrupt; illegal (such as theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage to property); unethical including any breach of the Company’s policies such as the Code of Conduct; oppressive or grossly negligent; potentially damaging to the Company, its employees or a third party; misconduct or an improper state of affairs; a danger, or represents a danger to the public or financial system; harassment, discrimination, victimization or bullying.

Reportable Conduct may be in relation to matters concerning the Company including but not limited to:

- Abuse of authority which leads to a financial irregularity, or financial loss to the Company.
- Breach of the Company Code of Conduct or an employee's employment contract or Policies or Procedures of the Company.
- Manipulation of the Company's data or records.
- Negligence causing substantial and specific danger to public health and safety.
- Financial irregularities, including fraud or suspected fraud or deficiencies of internal control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports.
- An unlawful act having repercussions on the Company or its reputation.
- Pilferage of confidential or proprietary information of the Company.
- Deliberate violation of law or regulations.
- Waste or misappropriation of the Company's funds or assets.
- Other unethical, biased, favoured, imprudent act or behaviour.
- Conflicts of interest.
- Improper usage of the Company's intellectual property rights.
- Any act involving child or forced labour, slavery, or human trafficking.

Any disclosures that do not fall within the definition of Reportable Conduct, will not fall within the scope of this Policy. It will be in the Company's sole discretion whether it determines the existence of a reasonable suspicion that the Reportable Conduct is occurring and/or whether the conduct constitutes "misconduct or improper state of affairs" under this Policy.

For the avoidance of doubt, Reportable Conduct does not include personal work-related grievances. A personal work-related grievance is a grievance about any matter in relation to an employee's current or former employment, having implications (or tending to have implications) for that person personally and that do not have broader implications for the Company. Examples of personal work-related grievances are as follows: an interpersonal conflict between an employee and another employee; a decision relating to the engagement, transfer, or promotion of an employee; a decision relating to the terms and conditions of engagement of an employee; a decision to suspend or terminate the engagement of an employee, or otherwise to discipline an employee. Personal work-related grievances should be reported to your manager or in accordance with the Company's Grievance Policy. A Complaint about sexual harassment is Reportable Conduct. However, Complaints of sexual harassment may be referred to another committee within the Company for investigation and resolution in accordance with applicable laws and regulations.

6. Making A Disclosure

The Company intends, always, to maintain a culture of honest and ethical behaviour. Accordingly, if a person who falls within the scope of this Policy becomes aware of any Reportable Conduct, it is expected that such person will make a disclosure under this Policy. There are several ways to report or disclose any issue or behaviour which is Reportable Conduct.

7. Role of the Audit Committee

The Audit Committee shall:

- a. review the functioning of the whistle blower mechanism, at least once in a financial year
- b. Review and monitor cases presented each quarter;
- c. Review the final report submitted to the Chairman of the Audit Committee post investigation by the investigation agency, and decide any disciplinary action to be taken in case of complaints against any Director of the Company, the CEO, CFO.

8. Internal Reporting

An email address has been established for each geography of Company operations. A whistleblower may communicate Reportable Conduct to the corresponding email address of the whistleblower's location. The whistleblower's communication will be directed to the Company's designated Whistleblower Protection Officers:

whistleblower.col@sagilityhealth.com

whistleblower.ind@sagilityhealth.com

whistleblower.jam@sagilityhealth.com

whistleblower.php@sagilityhealth.com

whistleblower.usa@sagilityhealth.com

The Group CEO of the Company will designate two (2) Whistleblower Protection Officers. Whistleblower complaints of Reportable Conduct to the above email addresses will be routed to both Whistleblower Protection Officers who shall have the responsibility to work as a team and fulfil their obligations as specifically provided herein. In the event a whistleblower decides to escalate a complaint of Reportable Conduct, for whatever reason the whistleblower may determine, the whistleblower may direct a communication to the Company's designated whistleblower escalation email address:

globalwhistleblower.esc@sagilityhealth.com

Communications directed by the whistleblower to the above escalation email address will be routed to the Whistleblower Protection Officers and the Company's Group CEO. Any whistleblower communication of Reportable Conduct received outside of the protocol indicated above will be forwarded by the recipient of such communication to the applicable geographic email address indicated above to ensure the process established herein for whistleblower reporting, investigation and resolution is consistent in each whistleblower reporting incident. The whistleblower may direct a communication to the Company's designated whistleblower escalation email address:

anilchanana@icloud.com

9. Reporting

The General Counsel of the Company will report to the Audit Committee every quarter about the matters reported under the policy, the status of the investigation of each case, the results of investigation and the action taken.

10. Anonymity

Any person making a disclosure may make such disclosure anonymously. It may be difficult for the Company to properly investigate the matters disclosed if a report is submitted anonymously and therefore the Company encourages whistleblowers to share their identity and as many facts about themselves, their situation, and the substance of the allegation(s) as possible when making a disclosure, however a whistleblower is not required to disclose his or her identity.

11. Investigation

The Company will investigate all matters reported under this Policy as soon as practicable after the matter has been reported. A Whistleblower Protection Officer, or designee, will investigate the matter and where necessary, appoint an external investigator to assist in conducting the investigation. Representatives from other disciplines within or outside the Company should provide support to the Whistleblower Protection Officer on an as needed basis in the investigation process based upon their expertise in the respective field. All investigations will be conducted in a fair, competent and timely manner and all reasonable efforts will be made to preserve confidentiality during the investigation. If the report is not anonymous, the Whistleblower Protection Officer or designee may contact the whistleblower, by the preferred method of communication indicated to discuss the investigation process and any other matters that are relevant to the investigation.

When a whistleblower has chosen to remain anonymous, the identity will not be disclosed to the investigator or to any other person and the Company will conduct the investigation based on the information provided to it. If possible and appropriate, the Whistleblower Protection Officer will provide feedback on the progress and expected timeframe of the investigation. The person(s) against whom allegations have been made will be informed of the concerns and will be provided with an opportunity to respond (unless there are applicable restrictions or other reasonable basis for nondisclosure).

In the sole discretion of the Whistleblower Protection Officer, a whistleblower and/or person against whom allegations have been made may be informed of the findings. The Company will document the findings in a report, however any such report will remain the property of the Company and will only be shared in the Company's sole discretion.

There shall be an executive of the Company designated by the Company's Group CEO as the Company's Global Ombudsperson. The Whistleblower Protection Officers shall prepare and deliver a written report detailing all whistleblower pending incidents of Reportable Conduct to the Group CEO and Global Ombudsperson monthly; and to the Company's Audit, Finance & Risk Committee (AFRC) and Board of Directors on a calendar quarterly basis. The written reports will offer details of the nature of the complaint(s), the status of the investigation, findings, resolution, and recommendations for resolution or mitigation. All such reports shall include the Company's Global General Counsel and may, as applicable, be designated as protected by the Attorney Client Privilege and all other privileges as applicable law may allow. The Global Ombudsperson shall be empowered to take such action as may be necessary to ensure the intent of this Policy is fulfilled and satisfied in all respects and will act as a liaison between the whistleblower and the Company to ensure the whistleblower is advised of the status and resolution of Reported Conduct if the whistleblower is not anonymous.

Any Reportable Conduct which is required by contract or applicable law or regulation to be reported to a law enforcement or regulatory authority, the Company will comply with same.

12. Protection of Whistleblowers

The Company is committed to ensuring that any person who makes a disclosure in accordance with this Policy is treated fairly and does not suffer detriment.

The Company's employees, officers, directors and lawful agents acting within the scope of their duties will not engage in 'Detrimental Conduct' against a whistleblower acting in accordance with this Policy. Detrimental Conduct includes actual or threatened conduct such as the following (without limitation): termination of employment; injury to employment including demotion, disciplinary action; alternation of position or duties; discrimination; harassment, bullying or intimidation; victimization; harm or injury including psychological harm; damage to a person's property; damage to a person's reputation; damage to a person's business or financial position; or any other damage to a person. The Company strictly prohibits all forms of detrimental conduct against any person who is involved in an investigation of a matter disclosed under this Policy in response to involvement in an investigation.

The Company will take reasonable steps to protect a whistleblower from Detrimental Conduct and will take appropriate action where such conduct is identified. The Company may authorize a whistleblower to perform duties from another location or reassign a whistleblower to another role (at the same level) or make other workplace or duty modifications to protect a whistleblower from the risk of detriment.

If a person acting in accordance herewith is subjected to Detrimental Conduct as a result of making a disclosure under this Policy or participating in an investigation, the Whistleblower Protection Officer should be informed in accordance with the reporting guidelines outlined above. Additionally, the Global Ombudsperson will have plenary authority to take such action as may be necessary to ensure a whistleblower is not subjected to Detrimental Conduct.

13. Other Matters

Any breach of this Policy will be taken seriously and may result in disciplinary action, up to and including termination of employment. Insofar as this Policy imposes any obligations on the Company, such obligations are not contractual and do not give rise to contractual rights. To the extent this Policy describes benefits and

entitlements for employees, they are discretionary in nature and are also not intended to be contractual. The Company may unilaterally introduce, modify, remove, or replace this Policy at any time. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated. A whistleblower who intentionally files a false report of wrongdoing will be subject to disciplinary action.

14. References

1. Compliance Document Retention Policy
2. Compliance Code of Business Conduct and Ethics