
WHISTLEBLOWER POLICY

Version Number: 7.11

Whistleblower Policy

1. Objective

- Black Box (the expression means Black Box Limited and its subsidiaries, hereinafter referred to as “we”, “our”, “us”, “Company”,) believes in the conduct of the affairs of its employees in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Black Box has a separate “Code of Conduct” (COC) that may be read along with this Policy, which is a guide to each one of us for “doing business ethically”. The role and involvement employees in referring any violation or potential violation of the COC is encouraged by the company and its management including the Board of Directors.
- This policy sets out how the Company will support its employee to safely express their concerns, and the protections available to such employee.
- This Whistleblower Policy (WBP) helps to provide the structure available to access the Country Ethics Officer, Chief Ethics Officer and/or Chairman of the Ethics and Compliance Committee.
- This Policy must be read along with the Code of Conduct of Black Box as formerly stated.

2. Definitions

The definitions of some of the key terms used in this Policy are given below:

- 2.1 “Ethics Committee”** means the “Ethics and Compliance committee” constituted by the Board of Directors of the Company.
- 2.2 “Employee”** means every employee of the Company (wherever employed by Black Box), including the Directors in the employment of the Company. For the limited purpose of this policy, temporary and contractual workers shall also have the rights, protections, and privileges. The extension of protections and privileges to employees under this Policy, including temporary and contractual workers, does not create or suggest an employment contract.
- 2.3 “COC”** means Black Box Code of Conduct.
- 2.4 “Investigators”** means those persons authorized, appointed, or consulted by the concerned Ethics Officer or Chairman of the Ethics Committee and shall include the auditors of the Company and the law enforcement (if required).
- 2.5 “Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during an investigation.

- 2.6 “Whistleblower”** means an employee or an associate (temporary and contractual workers, supplier of goods and services) or any other external individual or party making a Protected Disclosure (as defined hereinafter) under this Policy. The Whistleblower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor are they required to determine the appropriate corrective or remedial action that may be warranted in each case.
- 2.7 “Protected Disclosure”** Any communication made in good faith that discloses or demonstrates information that may relate to unethical or improper activity/malpractice. Protected Disclosure would include such communication on account of refusal to obey/carry out any such unethical or improper activity/malpractice or illegal activity and/or retaliation for having refused the same.
- 2.8 “Interference”** Use of authority (direct or indirect) to obstruct an individual’s right of making a Protected Disclosure of cash or kind) of professional and/or personal nature to obstruct, an individual’s right of making a Protected Disclosure. The benefits & rewards shall include, but not limiting to, appointment, promotion, transfer, assignment, suspension, performance evaluation, monetary benefit, or other disciplinary action.
- 2.9 “Coercion”** With respect to bodily harm or harm to material possessions of the Whistleblower; using a threat or conveying intentions amounting to such threat, using language to that effect, causing harm, using other direct/indirect methods to the same effect, targeted towards the Whistleblower or member/s of their family so as to obstruct an individual’s right of making a Protected Disclosure.
- 2.10 “Retaliation Complaint”** A complaint by an Employee that alleges retaliation for having made a Protected Disclosure by an authority/target of the Whistleblower’s complaint.

3. Scope of the Policy

The areas covered in the scope of this Whistleblower policy will be as under:

- 3.1 Violation of the Code of Conduct
- 3.2 “Malpractice”: May include a variety of conduct including but not limiting to the following:
- 3.2.1 Any activity that is a violation or possible violation of any statute, regulation, ordinance, court order, or other legal provision
 - 3.2.2 The unauthorized use of funds (e.g., expenditure for improper purpose)
 - 3.2.3 Fraud and corruption (e.g., to solicit or receive any gift/reward as a bribe) or any other act that would be considered “corruption” under the law of the land.
 - 3.2.4 Causing damage or intending to cause damage to the environment for economic or other reasons.
 - 3.2.5 A combination of any of the aforesaid or would otherwise be considered as opposed to good morals or ethics in any geography.
- 3.3 Abuse of power /Financial Misconduct
- 3.3.1 Questionable accounting, internal accounting controls, or auditing matters

- 3.3.2 Fraud or deliberate error in the preparation, evaluation, review, or audit of any financial statement of the Company or in the recording and maintaining of financial records of the Company
 - 3.3.3 Misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports, or audit reports
 - 3.3.4 Deviation from full and fair reporting of the Company's financial condition
 - 3.3.5 A potential suppression, destruction or manipulation of information regarding financial data
- 3.4 Any other irregularities of a general, operational, or financial nature
 - 3.5 Other unethical conduct

4. Coverage

All Employees including temporary and contractual workers (or contractors, supplier of goods and services) of the Company are eligible to make Protected Disclosures under the Policy.

5. Disqualifications & Exceptions

An employee or associate who intentionally files a false report of wrongdoing will be subject to discipline, up to and including termination.

- 5.1 While it will be ensured that Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- 5.2 Protection under this Policy would not mean protection from disciplinary action for a person, arising out of his/her wrongdoing.
- 5.3 Whistleblowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistleblowers who make repeated Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. Such persons may also become liable for other disciplinary action.
- 5.5 Work-related grievances do not qualify for protection under this Policy. These work-related grievances must be raised with the Manager/next level Manager, Function Head or HR.

6. Procedure & Reporting Mechanism

- 6.1. Whistle Blower will have the option of lodging his/her complaint as Protected Disclosure to the designated Country Ethics Officer or authorized personnel as given below:

Country Ethics Officer

For reaching the Country Ethics Counselor, the following choices are available:

Global Ethics Helpline- 1-855-833-0005

Region/Territory	Ethics Officer	Contact Details
India, BBL	Rajat Varma	Whistleblower.IndiaBBL@Blackbox.com
India, BBNS	Mohan Rao	Whistleblower.IndiaBBNS@Blackbox.com
MEA (UAE, Kenya, Saudi Arabia)	Ajay Modi	Whistleblower.MEA@Blackbox.com
ANZ (Australia & New Zealand)	Rohit Jain	Whistleblower.ANZ@Blackbox.com
APAC	Cheow Kien Siong (Sherman)	Whistleblower.APAC@Blackbox.com
USA	Vanessa Wilson	Whistleblower.USA@Blackbox.com
Europe	Andre van der Wit	Whistleblower.Europe@BlackBox.com

The Protected Disclosures concerning the Chief Ethics Officer, Chief Financial Officer and Directors of the Company should be addressed to the Chairman of the Ethics Committee of the Company. All other Protected Disclosures should be addressed to the concerned Country Ethics Officer of the Company.

Chief Ethics Officer

Name: Komal Seshagiri

Email id: Komal.Seshagiri@BlackBox.com

Mailing Address: Suite 510, 2701 Dallas Parkway
Plano, TX 75093

Chairman of Ethics Committee

Name: Sujay Sheth

Email id: Sujay.Sheth@gmail.com

Mailing Address: [151, Lorong Chuan, #02-01A, New Tech Park Lobby A , Singapore 556741](#))

- 6.2. If a protected disclosure is received by any employee of the Company apart from the Country Ethics Officer, Chief Ethics Officer or Chairman of Ethics Committee, appropriate care must be taken to keep the identity of the Whistleblower in confidence and the same should be disclosed to the Country Ethics Officer, Chief Ethics Officer and Chairman of the Ethics committee only.
- 6.3. Protected Disclosures should preferably be reported in writing or email to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, or the language of the place of employment of the Whistleblower.
- 6.4. Protected Disclosures should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 6.5. For providing protection to the Whistleblower, the Whistleblower should disclose his/her identity in the written communication.

7. Investigation

- 7.1 The Country Ethics Officer shall investigate all Protected Disclosures reported under this Policy or they will oversee the investigations.
- 7.2 The Chief Ethics Officer/ Chairman of the Ethics Committee in consultation with Country Ethics Officer, May at their sole discretion, consider involving any Investigators for the purpose of investigation.
- 7.3 The decision to investigate taken by the Country Ethics Officer is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- 7.4 The senior management of the Company / Compliance Officer / Chairman of Ethics Committee would be consulted as deemed appropriate. The investigations would be done based on whether,
 - 7.41 Alleged act constitutes an improper or unethical activity or conduct, and
 - 7.42 Allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review.
- 7.5 The identity of a Subject and the Whistleblower will be kept confidential to the extent possible.
- 7.6 Subjects may be informed of the allegations at the outset of a formal investigation and shall be given the opportunity for providing their inputs/rebuttal during the investigation.
- 7.7 Subjects are required to co-operate with the concerned Ethics Officer or any of the Investigators during investigation.

- 7.8 Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 7.9 Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is reasonable evidence in support of the allegation.
- 7.9 The Subjects will be informed about the outcome of the investigation if the committee deems fit.
- 7.10 The investigation shall be completed normally within 60 days of the receipt of the Protected Disclosure. There will be extended timeline based on committee's advice. If external assistance is sought by the Company, then it would be completed within 120 days or as required by the applicable laws of the country.

8. Protection

- 8.1 The Company takes any breach of the COC very seriously and may initiate disciplinary action against any person/s found to be in breach of the same. It is the responsibility of all Employees to ensure the standards are maintained and to report suspicions of failure of propriety and that they:
- 8.1.1 Are acting in good faith.
 - 8.1.2 Believe (on reasonable grounds) that the information is accurate.
 - 8.1.3 Have not made the allegation for the purpose of obtaining payment for personal gain; and
 - 8.1.4 Take reasonable steps to raise the subject matter of the disclosure internally, by drawing it to the attention of the appropriate Country Ethics Officer within the Company who in turn owes a duty of confidentiality to the Whistleblower.
- 8.2 The Company views very seriously any false and malicious allegations, which are made under this standard and will regard such allegations as a serious disciplinary offence.
- 8.3 The Company does not tolerate any harassment or victimization (including informal pressures) and will take appropriate action to protect Whistleblowers who raise a concern in good faith.
- 8.4 If Whistleblowers request protection of their identity, the Company will not disclose it without taking them into confidence. However, it is possible that the Company will be unable to resolve the concerns raised without revealing their identity (e.g., because evidence is needed in Court).
- 8.5 Any Whistleblower, who believes they are being penalized for raising a concern, should report their concerns to the concerned Ethics Officer or Chairman of Ethics Committee who will investigate.

- 8.6 No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported made Protected Disclosure under this Policy. The Company, as a policy, condemns and prohibits any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. The Company will take steps to minimize difficulties, which the Whistleblower may experience because of making the Protected Disclosure.
- 8.7 A Whistleblower may report any violation of the above clause to the Country Ethics Officer/ Chief Ethics Officer or Chairman of the Ethics Committee as the case may be, who shall investigate the same and recommend suitable action to the management.

9. Investigators

- 9.1 Investigators are required to conduct a process towards neutral fact-finding process and analysis. All Investigators shall be independent and unbiased. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards
- 9.2 Technical and other resources may be drawn upon as necessary to augment the investigation. Investigators shall derive their authority and access rights from the Chief Ethics Officer or Chairman of Ethics Committee when acting within the course and scope of their investigation.
- 9.3 The Country Ethics Officer will launch investigation after a preliminary review for the case in hand as required. The Country Ethics Officer may consult with the Chief Ethics Officer or Chairman of Ethics Committee regarding the investigation as necessary.

10. Decision

If an investigation leads the concerned Country Ethics Officer to conclude that an improper or unethical act has been committed, such officer shall recommend disciplinary or corrective action as deem fit to the management of the Company.

11. Reporting

The Country Ethics Officer shall submit a summation of the cases and findings, if applicable, to the Chairman of the Ethics Committee and Audit Committee or any other committee as deemed necessary at specified intervals about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

In case of Protected Disclosures, which could not be proven, no action would be taken and as such, the status will be reported to Audit Committee

12. Retention of Documents

The Company shall retain all Protected Disclosures in writing or documented along with the results of investigation relating thereto for a minimum period of seven years.

13. Amendment and Review

Black Box reserves its right to amend, modify or review this Policy in whole or in part annually or at any time if and to the extent required as applicable by law. The responsible officer for the maintenance and operation of this policy is the Chief Ethics Officer.

14. Awareness Training

The Company will regularly communicate to all existing employees and Directors about the avenues open to them under this Policy, All new hires will be provided with this Policy through induction training and onboarding.