

WHISTLE BLOWER POLICY-CATERPILLAR FINANCIAL SERVICES INDIA PRIVATE LTD.

1. OVERVIEW:

Caterpillar Financial Services India Private Limited (Caterpillar/Company) believes in conducting its business in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behaviour. As such the Company endeavours to work against corruption in all its forms including demand and acceptance of illegal gratification and abuse of official position with a view to obtain pecuniary advantage for self or any other person.

This Policy seeks to provide information on:

- a) how an individual can make a disclosure that qualifies for protection;
- b) the protections available to Whistleblowers;
- c) support Caterpillar can provide to Whistleblowers;
- d) how Caterpillar may investigate Protected Disclosures; and

2. DEFINITIONS:

- 1. **“Company”** means Caterpillar Financial Services India Private Ltd.
- 2. **“Caterpillar Group”** Caterpillar Inc. and/or its subsidiaries or affiliates, including Caterpillar Financial Services India Private Limited.
- 3. **“Employee”** means every employee whose name appears on rolls of the company (whether working in India or abroad) including the functional Directors of the Company.
- 4. **“Improper Activity”** means any activity by an employee of the Company that is undertaken in performance of his or her official duty, whether or not that act is within the scope of his or her employment, and that is in violation of any law or the rules of conduct applicable to the employee, including but not limited to abuse of authority, breach of contract, manipulation of company data, pilferage of confidential / proprietary information, criminal offence, corruption, bribery, theft, conversion or misuse of the Company’s property, fraudulent claim, fraud or wilful omission to perform the duty, or that is economically wasteful or involving gross misconduct and leakage of Unpublished price sensitive information.
- 5. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or “Improper Activity”.
- 6. **“Subject”** means an employee against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- 7. **“Whistle Blower”** means an Employee making a Protected Disclosure under this policy.

4. ELIGIBILITY:

All employees of the Company are eligible to make “Protected Disclosures”.

5. WHISTLE BLOWER – ROLE & DISQUALIFICATIONS:

A) Role

- i. The Whistle Blower’s role is that of a reporting party with reliable information.

- ii. The Whistle Blower is not required or expected to conduct any investigations on his own.
- iii. The Whistle Blower does not have any right to participate in investigations.
- iv. Protected Disclosure will be appropriately dealt with by Caterpillar group.
- v. The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons on his written request.

B) Disqualifications:

- i. Whistle Blowers will be accorded protection from any kind of unfair treatment / victimization. However, any abuse of this protection will warrant disciplinary action against him.
- ii. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be motivated or malafide or malicious or frivolous, baseless or reported otherwise than in good faith, will be liable for disciplinary action as per the applicable Caterpillar Enterprise procedure.
- iii. Whistle Blowers, who make a Protected Disclosure, which have been subsequently found to be malafide, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosure under this policy.

6. WHAT ARE THE DISCLOSURES CONSIDERED NOT ELIGIBLE TO BE REPORTED UNDER THE MATTERS?

Please note that personal work-related grievances are not considered disclosure eligible to be reported under this Policy and should be reported through the mechanisms Caterpillar has established to receive these complaints (see below). Personal work-related grievances are issues or concerns which have, or tend to have, implications for the discloser personally. Examples include:

- a) an interpersonal conflict between the discloser and another employee;
- b) a decision relating to the engagement, transfer or promotion of the discloser;
- c) a decision relating to the terms and conditions of engagement of the discloser; and
- d) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

These types of complaints should be raised via the mechanisms established by the Caterpillar, such as the supervisor, human resources, or the Helpline, and be addressed in accordance with applicable policies. However, a personal work-related grievance may still qualify for protection if it includes information about misconduct beyond an individual's personal circumstances or demonstrates a systematic issue.

7. TO WHOM TO MAKE A DISCLOSURE

THE PRIMARY AVENUE FOR MAKING AN PROTECTED DISCLOSURE IS THROUGH CATERPILLAR'S OFFICE OF BUSINESS PRACTICES HELPLINE. IT IS RECOMMENDED THAT THIS AVENUE IS USED FOR ALL WHISTLEBLOWER REPORTS:

By telephone: 1-800-05-6013 (English)

Online reporting: <https://codeofconduct.tnwreports.com>

By email: BusinessPractices@cat.com

By mail:

Caterpillar Inc.

Office of Business Practices

100 N.E. Adams Street

Peoria, IL 61629-6485 USA

The Helpline operator will provide details of the Protected Disclosure to Caterpillar personnel responsible for evaluating and responding to Protected Disclosures. By making a Protected Disclosure to the Helpline, the Whistle-blower will be taken to consent to the details of the Protected Disclosure (including their identity, unless they elect to remain anonymous) being provided and handled in accordance with this Procedure.

A Whistle-blower may also make a Protected Disclosure to the Compliance officer or the responsible attorney for the business unit (or to the supervisors of such compliance officer or the attorney).

8.PROTECTION:

1. The identity of the Whistle Blower shall be kept confidential.
2. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.
3. Complete protection, will be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure.
4. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, arrangements will be made for the Whistle Blower to receive advice about the procedure. Expenses incurred by the Whistle Blower in connection with the above, towards travel etc. will be reimbursed as per normal entitlements.
5. A Whistle Blower may report any violation of the above clause to the Competent Authority who shall investigate into the same and take corrective action as may be required. 6. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
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However, the protections outlined above do not grant immunity from any misconduct an Whistle - blower has engaged in that is revealed in their disclosure.

9. HOW CATERPILLAR WILL INVESTIGATE DISCLOSURES THAT QUALIFY FOR PROTECTION

Upon receiving a Protected Disclosure, the Caterpillar Group will assess each disclosure to determine whether it is covered by this Procedure and qualifies for protection and should be investigated.

If an investigation is considered necessary, the investigation will be conducted in a thorough and fair manner, taking into account the nature of the Protected Disclosure. How the investigation is undertaken will vary depending on the nature of the Protected Disclosure and the amount of information provided. In most instances, the investigation will be carried out internally. In certain circumstances, an external investigator may be appointed.

Caterpillar believes it is essential an individual feels secure when raising a concern and encourage individuals to communicate their concerns openly. Caterpillar takes the reporting of concerns very seriously. Individuals may be interviewed as part of any investigation. All contacts and investigations are treated as confidentially as possible, consistent with the need to investigate and respond to the matter and subject to legal requirements.

If you are asked to participate in an investigation, you are expected to:

- a) cooperate fully with such internal or external investigations;
- b) not withhold, tamper with, or fail to communicate relevant information
- c) maintain and safeguard the confidentiality of an investigation to the extent possible, except as otherwise provided by applicable law;
- d) not make false statements to or otherwise mislead internal or external auditors, investigators, legal counsel, Caterpillar representatives, regulators, or other governmental entities.

Doing so may be grounds for immediate termination of employment or other relationship with Caterpillar and may also be a criminal act that can result in severe penalties.

Following the conclusion of an investigation, a report may be produced at the discretion of the Caterpillar Group depending upon the severity of the disclosure. Necessary disclosures will be undertaken before the Audit Committee. Circulation of any report (taking into account confidentiality) will be restricted to individuals who will be involved in determining any action to be taken. The frequency and detail of any updates to the Whistle-blower regarding the progress and conclusion of the investigation will depend on the nature of the Protected Disclosure. In some circumstances, privacy, confidentiality or other constraints may limit the feedback that can be provided.