

## POL/COM/007 - Whistleblower Policy

Policy Title:	<b>GEMS Speak Up (Whistleblower) Policy</b> <i>(Formerly known as the Whistleblower Policy)</i>
Policy Number:	POLCOM007
Version:	6.0
Effective Date:	15 October 2025
Scheduled Review Date:	14 October 2026
Supersedes:	POL/COM/007 version 5
Approved By:	GEMS Risk and Compliance Committee GEMS Board Risk and Audit Committee
Owned By:	Chief Risk and Assurance Officer Senior Vice President of Human Resources
Relevance Policies:	Employee Code of Conduct (POL/HR0008) Employee Grievance Policy (POL/HR0010) Employee Discipline Policy (POL/HR0009)

### 1. Purpose

- 1.1 The GEMS Speak Up (Whistleblower) Policy (the “Policy”) aims to strengthen corporate commitment to maintain the highest standards of business conduct and ethics, adherence to leading business practices, the GEMS Employee Code of Conduct, and compliance with the applicable laws and regulations. The Policy covers all entities and business units within or affiliated to the Company.
- 1.2 This policy replaces and supersedes the previous Whistleblower Policy. It aligns with the launch of the GEMS Speak Up system, our enhanced platform for raising concerns safely and confidentially.
- 1.3 This policy aims to encourage and enable employees and other stakeholders to raise matters to the Company by providing a framework to promote responsible and secure whistleblowing without fear of retaliation. The Speak Up service is managed by an independent third-party (the “Service Provider”), who will ensure confidentiality and anonymity of the Whistleblower to the fullest extent permissible.
- 1.4 All entities within GEMS TopCo Limited are required to observe and implement this policy. Any exemption requires approval from the Chief Risk and Assurance Officer.
- 1.5 This Policy is committed to ensuring and upholding an environment where open, honest communication is the norm, and where all employees and other stakeholders feel comfortable raising “**Reportable Matters**” (Refer to Section 3 for definition).

## 2. Scope

- 2.1 The Speak Up channels are available to:
- a. All GEMS employees including but not limited to, directors, officers, teaching and non-teaching employees, including temporary, contracted, secondees and outsourced employees (the “Employees”); and,
  - b. Other stakeholder(s) of the Company, e.g. vendors and third parties in the supply chain, service providers, consultants, agents, customers, parents, students and other business partners (the “Stakeholders”).
- 2.2 The Speak Up helpline is designed and operated in a manner to ensure that anyone who reports an issue and wishes to remain anonymous can choose to do so. All information provided will be treated with the utmost confidence by an independent team of experienced professionals. All reports will be promptly handled by the Service Provider and forwarded to the Compliance Department (for Reportable Matters), and Human Resources (for employee grievances).
- 2.3 This policy covers Reportable Matters only and not employee grievances. As defined in the Employee Grievance Policy (POL/HR0010), a grievance constitutes a dispute between the employee and the employer or other employees about the interpretation or application of the company policies or Employee Code of Conduct (POLHR0008). It is generally a matter of personal interest and does not impact the wider public. The reporting of grievances is further detailed within the Employee Grievance Policy (POL/HR00010). Any matters reported to the Speak Up helpline which are assessed to constitute employee grievances shall be forwarded to the HR Department to manage through the usual Grievance process as outlined in the Employee Grievance Policy. The process and timelines outlined in this Policy will, therefore, not apply.

## 3. Definitions



- 3.1 “**Reportable Matter(s)**” is defined as an illegal or unethical activity occurring, or reasonably likely to occur within the Company, as a result of violation of a law, regulation or policy, financial and/ or operational irregularities, or that can harm or impact the company’s brand or reputation including, but not limited to, the following:
- a. **Child Safeguarding** - Any threat or disregard for the safety or wellbeing of students, including child abuse and/ or violence of any kind towards students, etc.
  - b. **Breach of GEMS Ethics and Code of Conduct** - A breach of professional conduct, unethical behavior by any Employee or a Stakeholder, including any dishonest or fraudulent act or a potential act of similar nature;
  - c. **Conflict of Interest** - Not declaring an actual or potential conflict of interest, e.g. a person intentionally using his position in the Company to further his own interest or those of others;
  - d. **Confidential Information** - Disclosing confidential or proprietary information to third parties without authorization, breach of Data Privacy and misuse of internal information.

- e. **Official Records** - Forgery or alteration of any official records including signatures;
  - f. **Financial Records and Accounting** - Questionable accounting and financial reporting including manipulation of accounting records;
  - g. **Misuse of Fund** - Misappropriation, wastage or misuse of funds, supplies, or other assets;
  - h. **Improper Financial Transactions and Claims** - Financial malpractices & fraud, including embezzlement, expense fraud, procurement fraud, false expense claims or misuse of valuables, etc;
  - i. **Compliance with local laws** - violation of applicable country laws and regulations;
  - j. **Company Assets** - Destruction, removal or inappropriate use of official records, furniture, fixtures, equipment or any other asset;
  - k. **Third party Payments** - Paying false (or fraudulently altered or inflated) invoices, either self-prepared or obtained through collusion with suppliers or any other third parties;
  - l. **Bribery and Corruption** - Indulging in and/ or entertaining any form of bribery or corrupt practices with or from Stakeholders e.g. kickbacks, undue favors or privileges;
  - m. **Delegated Authorities** - Misuse or abuse of delegated powers or authority; and,
  - n. **General** - Any other type of malpractice, fraud, act that could cause harm to the Company's brand and reputation, or violations of any other nature, and cover up/s in relation to any of the above matters.
- 3.2 **"Senior Management"** is defined as executive directors, independent directors, Senior and Executive Vice Presidents of Education, Executive Officer/s and Managing Directors of Services and senior executives who report directly to the Chief Executive Officer or Deputy Chief Executive Officer.
- 3.3 **"Significant Matter"** is defined as an event, situation or circumstance that could lead to or cause materially adverse regulatory, financial, legal or reputational impact on GEMS or a matter that involves significant financial amounts.

#### 4. Policy Statement

- 4.1 Employees or Stakeholders who notice or become aware of any Reportable Matter(s) can report and raise an alert through the Speak Up channels, as provided for under this Policy.
- 4.2 The Company has established an independent Speak Up Helpline Service, hosted by an external Service Provider, through which employees can anonymously raise concerns about any of the reportable matters.

- 4.3 Individuals may submit a report on a confidential and anonymous basis. If an employee chooses to provide his/ her details but requests anonymity, the Service Provider will not share the identity of the employee forward with the Company.
- 4.4 If the whistleblower deems that he or she has suffered retaliation due to registering a complaint through the Speak Up Helpline, this will be reported to Compliance Department and the Board Risk & Audit Committee, if needed, who will investigate the concerns and propose remedies if the whistleblower is proven to have suffered harm.
- 4.5 Any person may communicate a Reportable Matter to the Company pursuant to the procedures provided herein without fear of repercussion of any kind. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate or tolerate discrimination against any employee based upon the employee’s good faith reporting of potential or perceived misconduct.
- 4.6 All the reporting options (including the toll-free number) are available 24 hours a day, seven days a week. Employees may report a Reportable Matter through GEMS Speak Up Helpline by contacting either:

Channel	Details
Toll free number	80004440408 (UAE) / 00800101094 (Qatar)
Email address	speakup@gemseducation.com
Website	<a href="https://gems.speakup.report/speakup">https://gems.speakup.report/speakup</a>
Website QR Code	
GEMS Group Organization Code	<b>128626</b> <i>(Remember: Using the correct organization code helps us receive and address your concern promptly and confidentially.)</i>
<b>QR Code for the Speak Up Application</b> Available on <b>iOS and Android.</b>	

- 4.7 Only genuine concerns that fit the aforementioned definition of a Reportable Matter should be reported. The Speak Up Helpline does not replace an employee’s direct communication with their Line Manager nor the Employee Grievance Policy; employees should not use this service to log personal complaints or grievances which can be discussed through business protocols defined by the Employee Grievance Policy. Disclosures must be made in good faith with a reasonable belief that any information or allegation is substantially corroborated, and that the disclosure is not made primarily or solely for personal gain.

- 4.8 Wherever possible, the Whistleblower is encouraged to provide any supporting evidence or documentation when raising a reportable concern, as this will assist the Compliance Team in conducting a timely and effective investigation.

## Reporting

- 4.9 Employees or any of our stakeholders are encouraged, as deemed appropriate in the circumstances, to follow the listed stages when raising Reportable Matters:

### Stage 1

- Direct the Reportable Matter to their Line Manager or Head of Department or Head of School or Head of Business.
- If the employee is not comfortable speaking to any of the above or suspects they may be involved in the Reportable Matter or are not satisfied with their response, the employee is encouraged to proceed to the next stage(s).

### Stage 2

- Consider raising the Reportable Matter directly to the People & Organization Business Partner or the Human Resources (HR) team responsible for the employees' respective business unit.
- If the employee is not comfortable speaking to his/ her HR person, suspect they may be involved in the Reportable Matter or he/ she is not satisfied with their response, the employee is encouraged to report the matter through the **Speak Up Helpline**.

### Stage 3

- Register the complaint through the Speak Up Helpline. If circumstances warrant, whistleblowers may consider reporting the matters through any other communication channel directly.

- 4.10 All complaints are evaluated by the Service Provider and reported to the Compliance Department for review and action. As stated in clause 2.3, complaints involving employee grievances are forwarded to HR for further investigation and resolution.

Specifically, upon receipt of a complaint, the following procedure will be followed:

- The Service Provider, in coordination with Compliance Department, will evaluate the nature of the complaint to determine whether it is a Reportable Matter. At this point, employee grievances are separated and reported to HR to be resolved under the Employee Grievance Policy (POL/HR0010). All other matters are reported to Compliance Department.
- The Compliance Department will assess the complaint and decide how to respond in a responsible and appropriate manner under this policy and in accordance with the timeframes and categorization framework as set forth in Appendix B – Speak Up Categorization Matrix;
- If necessary, an investigation will be conducted at the earliest opportunity in accordance with the GEMS Investigation Protocol;

- An official written record will be kept, and the final investigation report will be submitted to the relevant member(s) of Senior Management for awareness and action; and,
  - Following the review or investigation, the findings, and the recommendations for action to be taken, if any, will be reported to the Board Risk and Audit Committee on a quarterly basis.
- 4.11 Allegations or complaints pertaining to GEMS Senior Management, or sensitive matters must be reported to the Group Chief Executive Officer, relevant Senior Management, Board Risk and Audit Committee within 24 hours of receipt of such allegations or complaints.
- 4.12 In addition, the Chief Risk and Assurance Officer has the authority to communicate directly to the Chairman of the Board Risk and Audit Committee, promptly, about actual or alleged violations of the law or the Company's Employee Code of Conduct, including any reports that involve criminal conduct or potential criminal conduct and financial irregularities/ fraud.
- 4.13 Whilst this Policy is intended to protect informants from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and/or bogus claims with malicious intent is strictly prohibited, and such cases will not be investigated.
- 4.14 False and malicious accusations will not be tolerated and could be subject to disciplinary action in accordance with the Employee Discipline Policy. False accusations may also have legal repercussions.

## 5. Training and Awareness

- 5.1 The Policy should be made available to employees through various communication channels including but not limited to regular redistribution of posters and/ or email notifications, and regular training and awareness session/s should be conducted to promote the Speak Up Helpline system.
- 5.2 Records of all such initiatives and training shall be maintained and reviewed by the Compliance Department & Human Resources Department periodically.

## 6. Data Protection

- 6.1 The Group may process the personal information relating to its Employees and Stakeholders for the purpose of investigating or otherwise as and when a Reportable Matter is reviewed.
- 6.2 Employees acknowledge and consent to the Group's processing manually and/ or by electronic means, their personal or other relevant data, for the purposes of administration and management of the Speak Up policy and program thereunder and to ensure compliance with all applicable laws, and/or the Group's policies.

## 7. Responsibilities

- 7.1 GEMS reserves the right to change/ update this policy at any time. This policy has been adopted and approved by the Risk and Compliance Committee. Material substantive amendments are subject to further approval.
- 7.2 All Employees and Stakeholders are responsible for their compliance with this policy and for utilizing the Speak Up (Whistleblower) channels in an appropriate manner. Deliberate misuse of the policy may result in disciplinary action.
- 7.3 The results/ outcomes of investigations will be shared with the Board Risk and Audit Committee on a periodic basis and as and when required.

## 8. References

- 8.1 See the **Employee Code of Conduct (POL/HR0008)** for further information regarding performance, conduct and behavioral expectations of all employees.
- 8.2 Also see the **Employee Grievance Policy (POL/HR0010)**, and the **Employee Discipline Policy (POL/HR0009)** for more information.
- 8.3 Refer to Appendix A for the Speak Up Categorization Matrix, which outlines the Compliance Department's timelines for responding to reported concerns.

## 9. Exceptions

- 9.1. Any exceptions require approval from the Chief Risk and Assurance Officer.

## Appendix A

### Speak Up Categorization Matrix

Further Action Decision Timeline	Categorization	Definition of Alleged Offense
Within 24 Hours	Sensitive	Allegations or complaints against Senior Management
		A significant matter (as defined in Section 3), including: <ul style="list-style-type: none"> <li>• Actions that could result in significant reputational risk or damage; or</li> <li>• Cases involving suspected material fraud, bribery, or corruption</li> </ul>
Within 5 working days	High	Illegal activity
		Cases involving child safeguarding
		Significant disregard or abuse of Health, Safety, or Environmental regulations
		Activity that could or has resulted in significant financial loss or significant potential future financial loss to the company
		Abuse of authority that has resulted in or could result in any of the above
Within 10 working days	Moderate	Actions that could result in moderate reputational risk
		Activity that could or has resulted in moderate financial loss or moderate potential future financial loss to the company
		Moderate breaches in Code of Conduct
		Moderate disregard or abuse of Health, Safety, or Environmental regulations
		Abuse of authority that has resulted in or could result in any of the above
On need basis	Low	Minor breaches in Code of Conduct or policies that pose direct reputational risk
		Minor wastage/misappropriation of company funds or assets
		Minor disregard or abuse of Health, Safety, or Environmental regulations
		Abuse of authority that has resulted in or could result in any of the above