



# **Whistle-blowing Policy**

**June 2019**

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<b>Policy Owner:</b>	Risk Management & Compliance
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## 1.0 Introduction

In a bid to ensure a high ethical standard in all its business activities, Sahara Group Limited ("Sahara Group" or "the Company") has established a code of ethics which sets out the standard of conduct expected in the management of its businesses across the Company. To maintain these standards, the Company provides employees and other stakeholders who have genuine and reasonable concerns about misconduct, malpractice and any serious breach of any law and/or regulation within and outside the Company, the opportunity to come forward to raise those concerns anonymously.

Whistle-blowing for the purpose of this policy is the act of reporting perceived or actual occurrence(s) of unethical conduct of employees, management, and other stakeholders by an employee or other persons to appropriate authorities. This policy and procedure manual outlines the Company's Policy on whistle-blowing and the procedure for investigating and dealing with all reported cases of illegal, unethical or inappropriate conduct (practices) across the Company. This policy complies with Corporate Governance and Securities and Exchange Commission's requirements.

## 2.0 Definition of Terms

The following terminologies used in this document have been defined and described to serve as a guide for users of the document.

**Breach:** A breach is an act of breaking or failing to observe a law, agreement, or code of conduct with regard to the Company and in connection with:

- an (imminent) criminal offence;
- an (imminent) violation of laws and regulations; an (imminent) theft/ or collusion;
- an (imminent) intentional provision of incorrect information to public bodies;
- a violation of the Company's policy, principles and guidelines;
- any concerns regarding questionable accounting, internal accounting controls or auditing matters and procedures;
- an (imminent) intentional suppression, destruction or manipulation of information regarding those facts;
- an (imminent) sexual harassment either from male or female employee, sexual discrimination, victimization, physical or verbal harassment or assault;
- theft;
- unauthorized possession of company assets; fraud;
- bribery;
  
- intimidation; assault;
- willful or negligent damage of company property; deserting post or work station without permission;
- unauthorized possession or consumption of liquor or abuse of drugs while on duty;
- willful poor performance; and

sabotage.

**Complaint:** A reported allegation or concern that is subject to investigation by the appropriate authority.

**Complainant:** Any party who conveys a concern, allegation or information indicating fraud, corruption or misconduct.

**Deloitte TOA:** Deloitte Tip-Offs Anonymous

**Detriment:** Victimization or reprisal of a Whistle-blower which can take any or a combination of the following forms; dismissal, termination, redundancy, undue influence, duress, withholding of benefit and/or entitlements and any other act that has negative impact on the Whistle-blower.

**Good Faith:** This is evident when a report or concern is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious or false.

**Investigation:** A process designed to gather and analyse information on any reported concern in order to determine whether misconduct has occurred and if so, the party or parties responsible.

**Misconduct:** Involves failure by a staff member or other relevant stakeholder to observe the rules of conduct or standards of behaviour set by an organization.

**Stakeholder:** A stakeholder is a party that has an interest in a company and can either affect or be affected by the business. Stakeholders include:

Employees  
Representatives/Agents  
Managers  
Directors  
Consultants  
Vendors  
Regulators  
Investors  
Customers  
Suppliers

**Subject:** A person who is alleged to have committed a misconduct and is the subject of investigation.

**The Company:** Sahara Group Limited and its affiliated entities, otherwise known as the "Sahara Group".

**Whistle-blower:** Any person(s) including employees, management, directors, external parties and other stakeholders of an organisation who reports any form of unethical behaviour, concern or allegation to the appropriate authority for investigation.

**Whistle-blowing:** Involves reporting an observed/perceived unethical misconduct of employees, management, directors and other stakeholders in an institution by an employee or other person to appropriate authority/Deloitte TOA. It is an early warning system that enables an organization to find out when something is going wrong in time to take necessary corrective action. It's a valuable tool for managing reputational risk.

**Whistleblowing Investigation Committee (WIC),** is the Committee led by the Group Executive Director – Ade Odunsi, that coordinates the investigations into allegations made on the platform. The committee also includes the Head of the Internal Audit Department, who leads the investigations as part of the operational mandate of the Internal Audit department.

### 3.0 Policy Statement

The Company is committed to the highest standards of openness, probity, accountability and high ethical behaviour. The Company is committed to its core values through integrity and ethical behaviour by ensuring that it maintains an environment where employees and other stakeholders can act appropriately, without any fear of retaliation.

The policy is to help support and encourage employees and/or stakeholders to report and disclose improper and/or illegal activities. The Company is committed to investigate promptly

any reported misconduct and to protect those who come forward to report such activities. The Company further assures that all reports shall be treated in strict confidence.

The Company's operating procedures are intended to detect and prevent or deter improper activities taking cognizance that even the best systems of controls may not provide absolute safeguards against irregularities. This policy is intended to enable the Company to investigate and take appropriate action against any reported misconduct or concern. This will demonstrate that employees take their responsibilities seriously and also helps to avoid the negative publicity that often accompanies disclosures to external parties.

Thus the Board of Directors and Management is committed towards promoting a culture of openness, accountability and integrity, and will not tolerate any harassment, victimization or discrimination of the whistle-blower provided such disclosure is made in good faith with reasonable belief that what is being reported is factual.

#### **4.0 Objective**

This policy and procedure manual is intended to encourage staff and other relevant stakeholders to report perceived unethical or illegal conduct of employees, management, directors and other stakeholders to appropriate authorities in a confidential manner without any fear of harassment, intimidation, victimization or reprisal of anyone for raising concern(s) under this policy. Specific objectives of the policy are:

To provide support to all employees who have a concern to raise;

To encourage all improper, unethical or inappropriate behaviour to be identified and challenged at all levels of the organization

To provide clear procedures for reporting and handling such concern(s);

To proactively prevent and deter misconduct which could impact the financial performance and expose the Company to reputational risk;

To provide assurance that all disclosures will be handled seriously, treated as confidential and managed without fear of reprisal of any form; and

To help promote and develop a culture of openness, accountability and integrity.

#### **5.0 Scope**

This policy and procedure manual is designed to enable employees and other stakeholders to report any perceived act of impropriety which should not be based on mere speculation, rumours and gossips but on knowledge of facts. Reportable misconducts covered under this policy include:

All forms of financial malpractices or impropriety such as fraud, corruption, bribery and theft;

Failure to comply with legal obligations, statutes, and regulatory directives;

Actions detrimental to Health and Safety or the work environment; Any form of criminal activity;

Improper conduct or unethical behavior that undermines universal and core ethical values such as integrity, respect, honesty, accountability and fairness;

All forms of corporate governance breaches;

Connected transactions not disclosed or reported in line with regulations; Insider abuse;

Non-disclosure of interests;

Sexual or physical abuse of staff, customers, prospective staff, service providers and other relevant stakeholders;

Infractions and contraventions under the Drug and Alcohol Policy and Attempts to conceal any of the above listed acts.

The above listed reportable misconducts or concerns are not exhaustive. Judgment and discretion is required to determine misconduct that should be reported under this policy. The general guide in identifying reportable misconduct is to report concerns which are repugnant to the interest of the Company and the public and appropriate sanctions applied.

This policy covers the operations of the Company. This is without prejudice to the requirements of the Federal Government Whistle-blower policy, and other regulatory guidelines on whistle-blowing which may be issued from time to time.

## **6.0 Board and Management Commitment**

The Board and Management are aware that a robust whistle-blowing mechanism exists for employees and other relevant stakeholders to disclose workplace malpractices without fear of reprisal shows that employees take their responsibilities seriously, and helps to avoid the negative publicity that often accompanies disclosures to external parties.

Hence the Board of Directors and Management are committed to promoting a culture of openness, accountability and integrity, and will not tolerate any harassment, victimization or discrimination of the whistle-blower provided such disclosure is made in good faith with reasonable belief that what is being reported is fact.

## **7.0 Applicability**

This policy applies to all Board Directors and employees of the Company who may have a complaint which they wish to have addressed but feel the complaint is so serious or is of such a confidential nature that it cannot be discussed with the Line Manager, Head of Department or HR Manager in line with the procedure set out in the Company's grievance policy.

In addition, anyone outside the Company who believes that there is a "reportable act" that should be brought to the attention of the Company, should follow the procedure outlined in this policy.

Any other conduct that is likely to cause financial or non-financial loss to the Company and/or brand and reputation, or otherwise be detrimental to the interests of the Company.

This policy covers the activities of Sahara Group and its affiliates and shall be read in conjunction with the X-Whistle program of the Nigeria Stock Exchange (NSE) as it may apply to Sahara Group in the future.



## 8.0 Roles and Responsibilities

The following are the roles and responsibilities of key parties in the whistle-blowing process:

S/N	Responsible Officers	Responsibilities
1	Whistle-blower	A whistle-blower is expected to act in good faith and should refrain from making false accusations when reporting his/her concern(s), and also provide further evidence at his/her disposal to aid investigation of the issues reported.
2	Subject	A subject has a duty to cooperate with investigators during the period of investigation including provision of relevant information, documents or other materials as may be required by the investigator.
3	Investigator/ (Appointed External Investigator) and Head Internal Audit.	<p>The Head, Internal Audit is expected to work with the External consultant to ensure proper investigation of all reported concerns.</p> <p>As requested by the management, where the investigation of the allegation is assigned to an investigator, or an external consultant, the consultant is expected to handle all matters with high professionalism, confidentially and promptly. He/ she shall be independent and unbiased in carrying out investigation.</p> <p>The Investigator has the responsibility of acknowledging all concern(s) reported and reporting on the progress of investigation to the whistle-blower.</p> <p>The Investigator shall submit a quarterly report to the Governance Committee through the Head, Internal Audit a summary of all cases reported and the result of the investigation.</p> <p>The Investigator shall refrain from discussing or disclosing matters under investigation referred to him.</p>
4	The Head of Human Resources	The Head of Human Resources shall handle the implementation of the report of investigations that relate to the Company's employees in line with the laid down sanction creed and disciplinary procedure.
5	Company Secretary & Director – Governance & Sustainability	Review, update the whistleblowing policy and procedure and obtain requisite Board approval.
6	Governance Committee	The Chairman, Governance Committee through the Company Secretary shall make available to all committee members quarterly report submitted by the Head of Internal Audit on Whistle-blowing, and also treat all whistle-blowing concern(s) brought to the attention of the committee with dispatch.

## **9.0 Whistle-blowing Procedure**

The whistle-blowing procedure involves steps that should be taken by the whistle-blower in reporting misconduct, and steps required for the investigation of the reported misconduct. The following procedures shall guide the whistleblowing process:

### **9.1 Outsourced Whistle-Blowing Platform managed by Deloitte**

To assure all Sahara Group stakeholders of the confidentiality and anonymity of reported concerns, Sahara Group also maintains an outsourced whistle-blowing service managed by an independent party, Deloitte. This platform provided by Deloitte for raising concerns is branded Deloitte Tip-Offs Anonymous (TOA).

All whistle-blowing reports should be made using any of the Deloitte TOA reporting channels (see Appendix I)

Before making a tip-off (report of alleged misconduct), it is important to obtain as much relevant information as possible, as the whistle-blower would be requested to provide relevant information (see Appendix I).

#### **9.1.1 Whistle-blower Identity Options**

There are three (3) options to choose from in protecting your identity as a whistle -blower. This comprises: Completely Anonymous, Partially Anonymous and Confidential Disclosure. Deloitte encourages whistle-blowers to select either options of 'partially anonymous' or confidential disclosure', in order to afford Sahara Group sufficient information to better handle your concern. All whistle-blower reports are handled confidentially.

##### **Completely Anonymous**

A Whistle-blower who selects the completely anonymous option, will not be required to supply his/her name or any information that might reveal the whistle-blower's identity. Consequently, the details of the whistle-blower is unknown to either Deloitte or Sahara Group. However, Deloitte TOA will be unable to contact the whistle-blower for more information on behalf of Sahara Group, if further information about the whistle-blower's reported concern is required.

##### **Partially Anonymous**

A Whistle-blower who selects the partially anonymous option, will be required to disclose his/her personal details to Deloitte only. Deloitte Tip-Offs Anonymous contact centre manages this reporting facility. The whistle-blower's personal details would not be divulged to Sahara Group. If further information about the whistle-blower's reported concern is required, the Deloitte Tip-offs Anonymous contact centre will contact the whistle-blower.

## **Confidential Disclosure**

A Whistle-blower who selects the confidential disclosure option, will be required to disclose his/her personal details to Deloitte and Sahara Group. The whistle-blower's name and contact details would be known to the Deloitte Tip-offs Anonymous contact centre, Sahara Group and the investigators that will conduct the investigation.

### **9.1.2 Subsequent Action**

Upon receipt of a report, via any of the TOA reporting channels, Deloitte transmits the report to the Whistleblowing Investigation Committee, within Sahara Group for investigation to be conducted. Deloitte will send each TOA report to designated officers usually within 24 hours, of receiving an incident reported by a stakeholder.

Public holidays, weekends and events/circumstances beyond the control of Deloitte (such as strikes, riots and other force majeure) are excluded from the 24 hours timeline within which reports are required to be submitted to the Company.

### **9.1.3 Feedback to Whistle-blower**

Feedback will be provided by the Whistleblowing Investigation Committee through the Head, Internal Audit, to Deloitte Tip-offs Anonymous after investigation and subsequently transmitted to the whistle-blower through the initial channel of submission, upon the request of the Whistle-blower (see Appendix II).

Deloitte would immediately acknowledge receipt of any reported concern by a whistle-blower. However, feedback on the outcome of any reported concern would be dependent on Sahara Group time to completion of its internal investigations.

## **10.0 Obligations and Protection of the Whistle-Blower**

In making whistle-blowing reports, the whistle-blower is obligated to ensure that:

The report is made in good faith

He or she has reasonable ground to believe that the report is true. The whistle -blower is encouraged to report even if he or she does not have all the relevant information.

He or she is not making the report for personal gain.

Reports should be made timely.

Although the whistle-blower shall not be expected to prove the truth of an allegation, he/she shall need to demonstrate that there are sufficient grounds for the concern.

Any employee or director who makes a report in bad faith is subject to discipline, including termination of board appointment or employee status, or other legal means to protect the reputation and brand of the Company and members of its Board and employees.

Disciplinary/legal action will be taken against anyone deliberately raising false and malicious allegations against the Company.

It shall be the policy of Sahara Group to protect whistle-blowers who disclose concerns, provided the disclosure is made;

in the reasonable belief that that it is intended to show malpractice or impropriety; to an appropriate person or authority; and

In good faith without malice or mischief.

The Company shall consider the following in dealing with anonymous disclosure:

seriousness of the issues being reported;  
the significance and credibility of the concern;  
and the possibility of confirming the allegation.

Directors, executive management and/or employees who acted in good faith by reporting violation of the Company's Code of ethics and/or other policies, processes and procedures shall not suffer any form of harassment, retaliation or adverse employment consequence. Anyone who retaliates against the whistle-blower (who reported an event in good faith) will be subject to discipline, including termination of board appointment or employee status.

The whistle-blower shall receive no retaliation or reprisal for a report that was provided in good faith even if the report turns out to be wrong i.e. that was not done primarily with malice to damage another or the Company.

### **11.0 Ownership and Policy Review Process**

This policy document remains the property of Sahara Group. However, its custody and management shall rest with the Company Secretary.

This policy document and procedure manual shall be subject to review every two (2) years or as may be deemed necessary. All suggestions for review and or amendments shall be forwarded to the Internal Auditor, Sahara Group Plc for necessary action.

### **12.0 Non-Compliance**

Failure to ensure compliance with this Policy could lead to the following consequences:

Disciplinary action initiated by the Company, including dismissal; and/or  
Termination of any contractual relationship by the Company for breach of this Policy.

### **13.0 Disclaimer**

A stakeholder's right to protection under this policy does not extend immunity for any complicity in the matters that are the subject of the report or an ensuing investigation or for reports made maliciously.

If it is discovered that an individual has raised a concern falsely, maliciously, vexatious or with a view to personal gain, such an individual will lose the protection provided under the Policy. In this circumstance, if the individual is an employee of the Company, the person's actions will constitute misconduct, and the matter will be dealt with in accordance with the Company's disciplinary procedures. Furthermore, the Company reserves the right to take legal action against members of staff who are shown/known to have made unreasonable disclosure outside this Policy and or to External Parties.

Where the person is a third party stakeholder, Sahara Group reserves the right to terminate the relationship forthwith.

## APPENDIX I

### Procedure for using Deloitte Tip-Offs Anonymous

How it Works: Whistle-blowing reports should be made using any of the Deloitte TOA reporting channels listed below.

- Toll free hotline: 0800TIPOFFS (0800 847 6337).
- Web Portal: <https://tip-offs.deloitte.com.ng>.
- E-mail: [tip-offs@deloitte.com.ng](mailto:tip-offs@deloitte.com.ng).
- Mobile App: Download Deloitte Tip-offs Anonymous App on Android or iOS devices.

#### Step 1:

Whistle-blower contacts Deloitte Tip-offs Anonymous contact centre via the toll free hotline (Calls are toll free to all networks). Dial the hotline from any telephone of your choice. You may call anonymously – even if you disclose your name, your identity will remain confidential and will not be disclosed to Sahara Group except with your consent.

#### Step 2:

Our contact centre agent provides options of anonymity, prompts questions and provides a unique reference number to the whistle-blower. The contact centre agent interviews the whistle-blower to obtain as much relevant information as possible.

Ensure you provide all the available details:

- a. Nature of the incident
- b. People involved
- c. Dates of incident
- d. Place of occurrence
- e. How the incident occurred
- f. Any other useful information

#### Step 3:

Report analyst sanitizes report to remove any details that might identify the whistle-blower. You will be assigned a unique reference code (PIN) – keep this confidential as you will need this number if you make a follow up.

You may call back for feedback on your report or to provide additional information

#### Step 4:

The information received is captured unto a TOA report format, the report is reviewed by the Contact centre manager and transmitted to the Whistleblowing Investigation Committee for further action.

#### Step 5:

Investigation is conducted and feedback provided by Sahara Group to Deloitte.

#### Step 6:

The Whistle-blower may subsequently call back to provide additional information or request for feedback.

