

The Whistle-blowing Policy provides for employees, management, directors and other stakeholders to report any attempted, suspected or actual financial crime and unlawful, irregular or unethical behaviour that they come across in the Company, by providing a framework for employees and other stakeholders to report their concerns internally at the Company or externally. Whistle-blowing is intended for employees, management, directors of the Company and other stakeholders.

1 Minimum requirements for the Whistleblowing Policy

Our principles in relation to Whistle-blowing are as follows:

1.1 Who can make a Whistle-blowing report?

- i) **Principle 1:** Employees, management, directors of the Company and other stakeholders may make a Whistle-blowing report in terms of this Policy.

1.2 Information that should be reported:

- i) **Principle 2:** Where a whistle blower discovers information, which he in good faith believes shows wrongdoing by the Company or employees of the Company, the whistle blower may report this in terms of this Policy.
- ii) **Principle 3:** Whistle blowers may report any suspected, attempted or actual financial crime and/or unlawful, irregular or unethical behaviour in the Company, including any breach of this Policy.
- iii) **Principle 4:** Any employee of the Company or other stakeholder who has reason to believe that information regarding the behaviour of the Company or any employee of the Company shows one or more of the following, may report this information in line with this Policy.
- Employer or employee behaviour which is not in line with the Company's values, its code of ethics, and policies and/or procedures, as they may be published and communicated from time to time;
 - Unethical behaviour;
 - Criminal behaviour;
 - Failure to comply with the law;
 - Injustice;
 - Fraud, embezzlement, theft, bribery and corruption;
 - Danger to the health and safety of any individual;
 - Environmental damage;
 - Unfair discrimination; harassment, victimisation, bullying or sexual misconduct.
 - Abuse of power or authority;
 - Misrepresentation of information.
 - Mismanagement;
 - Maladministration;
 - Abuse of company or client resources and assets; and
 - Deliberately hiding information about any of the above.

iv) **Principle 5:** The whistle blower is not expected to prove the truth of an allegation but will need to show that there are sufficient grounds for concern.

1.3 Information that should not be reported in terms of this Policy:

i) **Principle 6:** Information relating to customer issues, petty disputes, employee grievances, false or misleading reports, matters already under disciplinary enquiry and matters already referred to dispute resolution, arbitration or to the courts, should not be reported in terms of this Policy.

1.4 Prohibition against harassment, victimisation or prejudice:

i) **Principle 7:** The Company prohibits actual or threatened harassment, victimisation or prejudice of any whistleblower making a protected disclosure / report in terms of this Policy.

ii) **Principle 8:** No whistle blower shall be disadvantaged when reporting legitimate concerns in good faith, or on the basis of a reasonable belief.

1.5 Protection of Whistle blower:

i) **Principle 9:** The Company will protect a whistle blower who makes a Whistle-blowing report, from being victimised or suffering prejudice for making the report, provided that:

- the whistle blower makes the report in good faith;
- it is reasonable for the whistle blower to make the report;
- the report is made on the basis of a reasonable belief that it is true;
- the report is not made for personal gain, except if any reward is payable in terms of any law;
- the whistle blower is able to be identified and the report is not made anonymously¹; and
- The report is made in accordance with this Policy.

ii) Principle 10: Protected Disclosure

For a Whistleblower's report to be a protected disclosure, the following conditions must apply:

- the disclosure is made in good faith;
- the disclosure is made based on a reasonable belief that it is true;
- If it relates to environmental damage, that the environment has been, is being or is likely to be damaged;
- That a person has failed, is failing or is likely to fail to comply with any legal obligation to which that person is subject.
- that a failure of justice has occurred, is occurring or is likely to occur;
- that a wrongdoing, unethical or improper practice was seen or being observed;
- that the health or safety of an individual has been, is being or is likely to be endangered;

¹ The simple reason for the Company not protecting Whistle-blowers who remain anonymous is that the Company cannot protect "faceless" persons.

- unfair discrimination as contemplated in the Promotion of Equality and Prevention of Unfair Discrimination Act (or other similar legislation in a specific country if applicable);
- the disclosure is not made for personal gain, except if any reward is payable in terms of any law.

1.6 Anonymous reporting:

i) **Principle 11:** The Company allows for anonymous Whistle-blowing reporting of wrongdoing in the Company; however the Company cannot protect Whistle-blowers who decide to remain anonymous, from victimisation or prejudice in the workplace². The following factors would be considered before investigating anonymous reports:

- The Seriousness of the issues;
- The significance and credibility of the concern; and
- The possibility of confirming the allegation

1.7 Malicious reporting:

i) **Principle 12:** The Company is not obliged to protect an employee against prejudice in the workplace, who in bad faith or maliciously makes a false report, or who unfairly or unjustly dishonours another. Appropriate disciplinary action will be taken, in these cases.

1.8 Hiding involvement in criminal activities or unethical behaviour:

i) **Principle 13:** Employees who hide or conceal their own involvement in criminal activities and/or their own unethical behaviour will not be protected from criminal prosecution, disciplinary action or civil liability.

1.9 Protecting the Whistle-blower's identity:

i) **Principle 14:** The Company will protect the Whistle-blower's identity, if the report is made in line with this Policy.

1.10 Confidentiality:

i) **Principle 15:** The Company will treat Whistle-blowing reports that are made via internal Whistle-blowing channels, confidentially, except where information regarding the report needs to be given out to progress an investigation, or by law.

1.11 Reporting channels provided for in this Policy:

i) **Principle 16:** The whistle-blower must make Whistle-blowing reports using the reporting channels provided for in the Policy.

² The simple reason for the Company not protecting Whistle-blowers who remain anonymous is that the Company cannot protect "faceless" persons.

ii) Internal Whistle-blowing channels:

□ Whistle-blowing reports can be made internally to the Company, through any of the following Whistle-blowing channels:

- The Deloitte Tip-Offs Anonymous Whistle-blowing line/ E-mail
 - 234 (1) 4227777 , 234 (1) 2717739 , +27 31571 5459
 - whistleblowingline@tip-offs.com
- As specified in the internal policy.

iii) External Whistle-blowing Channels:

- Whistle blowers may also make Whistle-blowing reports to persons or bodies other than internally to the Company (e.g. the Security and Exchange Commission – +234 (0) 9462 1100)
- The reports may however only be protected by the law if they are made in good faith and the employee believes that the information is substantially true.
 - ❖ A legal representative provided it is made with the object of and while obtaining legal advice.
 - ❖ The Auditor General;
 - ❖ Public Protector, or
 - ❖ A prescribed person/body who the employee reasonably believes would usually deal with these matters.

1.12 Obligations on the Company regarding feedback on the Whistle-blowing report

- i) **Principle 17:** The Company is not obliged to provide feedback to a whistle-blower who has made a disclosure in terms of this Policy, in relation to the whistle-blowing report or disclosure made or on any investigation which has been undertaken in relation to the report or disclosure, but the Company may confirm receipt and resolution of the matter on request.