



# Whistle Blowing Policy

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## Rules of Conduct Relating to Suspected Irregularities

### 1. Definitions

#### Chairman-IS

means the Chairman of the IS.

#### Ethics Team

means the KPMG Ethics Team, or any other team as may be appointed from time to time under this policy, which oversees and administers the Group's whistleblowing hotlines and designated e-mail inbox.

#### CCO

means the Chief Compliance Officer.

#### IS

means the Investigating Supervisory Authority under supervision of the BAC.

#### Other Stakeholders

shall include business partners, third parties or anonymous persons.

#### Requisite Period

means the period of investigation which shall be 8 (eight) weeks but not later than 12 (twelve) weeks from the submission of the written report to the IS or its Chairman.

#### Suspected irregularity

- a. suspicion based on reasonable grounds with regard to the activities, operation or employees of the Group in connection with:
- a. an (imminent) criminal offence;
  - b. an (imminent) violation of laws and regulations or regulatory obligation;
  - c. breach of financial instructions or financial reporting or recording keeping;
  - d. (imminent) fraud;
  - e. poor corporate governance;
  - f. non-compliance with or inadequate controls resulting in deficient administration;
  - g. abuse of office or responsibility;
  - h. unauthorised activity for personal gain;
  - i. a violation or abuse of the rules of conduct applicable within the Group;
  - j. substantial and specific danger to public health and safety; or
  - j. an (imminent) intentional misinformation or concealment, suppression, destruction or manipulation of information to public bodies or a higher authority within the Group.

#### Whistle Blower

means an employee or business partner of the Company who reports a Suspected Irregularity.

## 2. Purpose

Whistle blowing involves reporting incidents of Suspected Irregularities involving or affecting an organisation to enable the organisation take appropriate measures to deal with such incidents or their eventual outcome. An effective whistle blowing policy and procedure is regarded as a key element of good corporate governance.

The purpose of this Whistle Blowing Policy is to create a framework to allow all Employees and other Stakeholders of the Julius Berger Group to raise genuine concerns in good faith without fear of reprisals, even if their concerns turn out to be mistaken, about Suspected Irregularities in the work place, in the knowledge that their concerns would be taken seriously and investigated as appropriate.

While all Employees and other Stakeholders are encouraged to report known or Suspected Irregularities it is important that the Employees and other Stakeholders demonstrate maturity and requisite discretion when it comes to whistle blowing so that the interest of the Group or third parties are not harmed unnecessarily.

This is not a grievance procedure. Personal work grievances does not apply under this policy.

## 3. Complaint

- 3.1. As a general rule, Employees should report Suspected Irregularities internally to:
  - 3.1.1. their immediate supervisor or manager; or
  - 3.1.2. the CCO;
  - 3.1.3. directly to the designated Chairman-IS or to the Chairman of the BAC respectively:
    - if the suspected irregularity concerns a member of the Board, a member of the Management Executive;
    - a situation in which the Employee(s) has reasonable grounds to fear that a report would lead to countermeasures; or
    - a previous, duly submitted, internal report has been filed about essentially the same irregularity, which has not removed the irregularity; or
  - 3.1.4. the Chairman of the Board:
    - if the Employee disagrees with the position taken by the IS on the reported Irregularity or the investigation; or
    - if the Employee has not been informed of the position on the matter within the Requisite Period.
  - 3.1.5. Through any of the reporting lines mentioned in paragraph 3.2.
- 3.2. In addition any of the reporting lines below are available for the Whistle Blower:
  - A dedicated e-mail address [whistleblowing@julius-berger.com](mailto:whistleblowing@julius-berger.com) available on JBN's website [www.julius-berger.com](http://www.julius-berger.com). The e-mail box is to be administered by the CCO.
  - Employees can also directly communicate with the Ethics Team who will send a report to the CCO. The Ethics Team can be reached as follows:  
Email: [kpmgethicsline@ng.kpmg.com](mailto:kpmgethicsline@ng.kpmg.com)  
Website: <http://apps.ng.kpmg.com/ethics>

Hotline Numbers:

MTN	Airtel	9Mobile	Glo
07030000026	08088228888	08099336366	07058890140
07030000027	07080601222		

- Suggestion boxes provided at each of our regional offices and site including the Head office.

- 3.3. The preferred mode of reporting shall be in writing. However, a Whistle Blower may make his or her report orally or in writing and where the report is made orally, the Whistle blower must document his or her report within 24 (twenty-four) hours.
- 3.4. A Whistle Blower not satisfied with the outcome of an investigation or measures taken may report to the Chairman of the Group Board or prescribed regulators.
- 3.5. These Reporting Channels shall be updated from time to time with the approval of the BAC.

#### 4. Confidentiality

- 4.1. All Whistle Blowers are encouraged to raise Suspected Irregularities openly under this policy. However, if a Whistle Blower wishes to raise his or her concerns confidentially, every effort will be made to protect the identity of the Whistle Blower. If it becomes necessary for anyone investigating the Suspected Irregularity to know the Whistle Blower's identity, or in case applicable law prescribes that at a certain stage the identity is disclosed to the person who is responsible for or in any other way involved with the suspected irregularity, this will be discussed first with the Whistle Blower before his or her identity will be disclosed.
- 4.2. The Whistle Blower should treat any information about the investigation (including the act and record of the report) as confidential. No information shall be provided to third parties in or outside the Company without the written consent of the Chairman-IS.

#### 5. Investigations

- 5.1. In any investigation the principal objective to be considered shall be:
  - protect the benefits of the stakeholders of the Group;
  - ensure effective administration of the Group;
  - mitigate the risk of situations arising or recurring; and
  - promote good work ethics within the Group.
- 5.2. The Whistle Blower shall not be expected to prove the truth of an allegation, save that he/she shall need to demonstrate that there are sufficient grounds for the concern.
- 5.3. Where a Whistle Blower makes an oral report, the recipient of the oral report shall document the information received and the date of receipt of the report, and shall submit the report to the CCO immediately for the necessary investigation procedure.

- 5.4. The Ethics Team shall forward all reports received from Whistle Blowers to the CCO and copies to the BAC.
- 5.5. The CCO shall make a written record of the report and of the date of its receipt and shall have the Whistle Blower concerned, in so far as the Whistle Blower is willing, sign the record for approval. The Whistle Blower if known shall receive a copy of the record.
- 5.6. The CCO will submit a copy of the written report to the Head, Internal Audit and the appointed IS and immediately consult with and take instructions from the Chairman-IS, where the Chairman-IS is different from the CCO. However, the CCO may suggest an alternative approach if the CCO is of the opinion that such an alternative approach would be more suitable.
- 5.7. The CCO shall, within a reasonable time of the report being made to the IS and instructions taken from the Chairman-IS, send a confirmation of receipt to the Whistle Blower, if known, advising the assessment, disposition and resolution of the issue as well as the expected timelines for the conclusion of any investigation ordered. The confirmation shall refer to the original report.
- 5.8. Any investigation shall start into the Suspected Irregularity. The Chairman-IS after consultation with the CCO and the Head, Internal Audit shall have the discretion to determine whether an investigation will be required. The need for and methodology of investigation shall depend on the nature of the allegation.
- 5.9. The investigation shall be concluded within the Requisite Period. The findings and recommendations of an investigation shall be communicated to the BAC for approval.
- 5.10. If the investigation cannot be concluded within the Requisite Period, the Whistle Blower shall, if known, be notified thereof by or on behalf of the Chairman-IS and given an indication as to when the investigation shall be concluded.
- 5.11. The aim is to keep the Whistle Blower informed of the progress of the investigation. However, sometimes the need for confidentiality, security and matters of national interest may prevent giving specific details of the investigation, or the actions taken as a result.
- 5.12. The CCO shall ensure that the resultant approved recommendations arising from any investigation shall be implemented and the Head Internal Audit shall audit compliance.
- 5.13. The CCO shall render to the BAC:
  - 5.13.1. Reported cases and the result(s) of any investigation(s) and the settlement(s) thereof;
  - 5.13.2. quarterly, a summary of reported cases, cases investigated, the process of investigation and the results of investigations;
- 5.14. The report(s) need not disclose the identity of the Whistle Blower. The BAC may review the results or settlement of any investigation or order further investigations.
- 5.15. The BAC shall forward an executive summary of the whistle blowing report to the Statutory Audit Committee, on a quarterly basis.

## 6. No negative effects

- 6.1. The boards in the Group affirm their commitment to and support for this Whistle blowing Policy. Every component in the Group aims to encourage openness and transparency and will support Employees or business partners who raise Suspected Irregularities in good faith under this Policy, even if they turn out to be mistaken.
- 6.2. Retaliation against a whistle blower is prohibited. No Employee shall suffer negative treatment, such as dismissal, disciplinary action or threats as a result of any action taken under this Policy, provided that the Employee acted truthfully and in good faith.
- 6.3. An Employee shall not suffer retributive or retaliatory treatment or action or harassment or victimisation or threats from a fellow Employee as a result of reporting any suspected irregularity under this Policy, even if they turn out to be mistaken.
- 6.4. If an employee believes to have suffered such treatment under clause 6.2 or 6.3, the employee should inform the Ethics Team in accordance with clause 3 immediately.
- 6.5. A fellow-employee found to be involved in any conduct under clause 6.3 will be subject to disciplinary action.
- 6.6. An employee found to have acted or raised allegations maliciously and in bad faith shall be dealt with under the disciplinary procedure of the Group.
- 6.7. A business partners shall not suffer negative treatment or action or threats or retributive or retaliatory treatment as a result of any action taken under this Policy, provided that the Business partner acted truthfully and in good faith.
- 6.8. A business partner found to have acted or raised allegations maliciously and in bad faith shall be blacklisted.

## 7. Employees who are the subject of complaints

- 7.1. An Employee who are the subject of a complaint under this procedure will be investigated.
- 7.2. Reporting does not offer immunity or protection to a Whistle Blower who is also involved in the Suspected Irregularity.

## 8. Protection of personal data

- 8.1. Records generated from a reported Suspected Irregularity shall be kept by the CCO. However, in order to generate periodically statistic reports about the number and subjects of reported suspected irregularities, only anonymous data will be used.
- 8.2. Any files and documents generated in connection with the reporting of Suspected Irregularities will be securely held and stored separately from regular Employee data. Such information will be accessible only by a restricted number of individuals and only on a strictly enforced need-to-know basis. Relevant files and

documents will be kept only for as long as such is necessary to properly clear the facts of the respective case and handle exposed irregularities. Subsequently, any then irrelevant or unnecessary personal data will be irretrievably deleted or destroyed.

- 8.3. All requirements of data protection laws and regulations will be strictly applicable in connection with these Rules of Conduct. This includes ensuring the necessary level of transparency by comprehensively providing relevant information in regard to the collection, processing and use of personal data under these Rules of Conduct and adequately maintaining the rights of the Employees to individually request information about their personal data and if necessary demand its correction or deletion.
- 8.4. No personal data collected, processed or used under these Rules of Conduct will be disclosed to third parties, unless explicitly required or allowed for by law.

## **9. General**

While no guarantee can be given with respect to any outcome sought by the Whistle blower, all concerns raised under this Policy will be dealt with fairly and in an appropriate way as well as in accordance with the Group's policies on grievance discipline and harassment.

## **10. Approval and review**

This Policy and Procedure was approved by the Board of Directors on December 11, 2011 and shall be reviewed as required.

## Document Legend

S/N	Approved by	Date	Description of activities
1	BAC	December 11, 2011	Initial approval
2	Board	December 8, 2011	Initial approval
3	BAC	2021	Reviewed and updated
4	NGC	May 6, 2022	Review and Recommendation to Board to approve Updated Policy
5	Board	June 15, 2022	Approval of updated Policy