



## WHISTLEBLOWING POLICY

## 1) Introduction

This policy is introduced in furtherance of the aim of improving corporate governance in FSDH Capital Limited. Whistleblowing enables an organization to obtain early warning signals on what may be going wrong in the organization, especially in cases where it would be difficult to use formal communication channels. This is important where the issues involved are very sensitive and would require the confidentiality of the whistleblower. In other words, whistleblowing is a confidential channel open to all the stakeholders of FSDH Capital Limited to report any wrongdoing to the management and board of the Company.

## 2) What should be reported?

- 2.1 Fraudulent activities
- 2.2 Illegal activities
- 2.3 Bribery and corruption
- 2.4 Gross misuse of company's assets including information asset
- 2.5 Conflict of interest and abuse of office on the part of any member of staff or director
- 2.6 Activities likely to endanger life or property
- 2.7 Insider dealings
- 2.8 Use of fake/forged certificates
- 2.9 Theft/leakage of information assets
- 2.10 Purchase of goods at inflated prices
- 2.11 Purchase of inferior goods
- 2.12 Concealment of any malpractice
- 2.13 Override of controls
- 2.14 Abuse of authority
- 2.15 Sexual harassment
- 2.16 Bullying
- 2.17 Other unethical activities

### 3) Who should report?

- 3.1 Employees
- 3.2 Directors
- 3.3 Clients
- 3.4 Vendors and service providers
- 3.5 Stakeholders and concerned persons

### 4) Procedure for making whistleblowing reports

- 4.1 KPMG Ethics Line is the whistleblowing channel for FSDH Capital. All whistleblowing reports should be made using the KPMG Ethics Line. The telephone lines and email address are given below:

Toll free numbers for calls from MTN numbers only:

- 0703-000-0026
- 0703-000-0027

Toll free numbers for calls from Airtel numbers only:

- 0808-822-8888
- 0708-060-1222

Toll free number for calls from 9mobile numbers only:

- 0809-993-6366

Toll free number for calls from Globacom numbers only:

- 0705-889-0140

Email: [kpmgethicsline@ng.kpmg.com](mailto:kpmgethicsline@ng.kpmg.com)

Web link: <https://apps.ng.kpmg.com/ethics>

KPMG Nigeria whistleblowing app available on Google Play store. On the app, the whistleblower can make reports and include attachments (audio and video files).

- 4.2 **The following procedure should apply for all telephone reports.**

**Step One**

- Dial the hotline from any telephone of your choice.
- You may call anonymously. Even if you decide to supply your name, your identity will remain confidential and will not be disclosed to FSDH except with your consent.
- The call operators are not employed by FSDH, thus ensuring that confidentiality is maintained at all times.

**Step Two**

- When you call, the call operator will interview you to obtain as much information as possible.
- Ensure you provide all the details
  - Nature of the incident
  - People involved
  - Dates of incident
  - Place of occurrence
  - How the incident occurred
  - Any other useful information

 **Step Three**

- You will be given a reference number (PIN). Keep this confidential as you will need this number if you make a follow-up call.
- You may call back for feedback on your report or to provide additional information.
- KPMG Ethics Line will not call you back since it does not know your identity.

 **Step Four**

- All information received is captured onto a call sheet. memorandum for direct transmission to designated persons within FSDH for further action.
- Calls are toll-free provided they are within the same network.

#### 4.3 **Reports sent through e-mail address**

You may decide to send your report through the designated email address in paragraph 4.1.

You should also ensure that you provide all the details required in paragraph 4.2 (Step two).

#### 4.4 **Feedback**

If you desire, KPMG will give you feedback if you call back (for reports via phone) or through your email address (for reports sent via email).

**5) Protection for whistleblower**

- 5.1 Whistleblowing is done through KPMG's Ethics Lines. KPMG is a reputable international firm that provides accounting and consulting services.
- 5.2 FSDH does not have access to the whistleblowing reports ensuring that the whistleblower is fully protected.
- 5.3 Calls are answered by trained personnel who understand the concerns of the whistleblower and will ensure that all the relevant facts are obtained from the whistleblower in a manner that will ensure full protection and confidentiality for the whistleblower.
- 5.4 You are not required to disclose your identity. Even if you disclose your identity to KPMG, your identity will not be disclosed to FSDH without your consent.
- 5.5 The facilities are secure and not accessible to unauthorized persons
- 5.6 Retaliation against a whistleblower or anyone who has cooperated with investigations is prohibited in FSDH Capital

**6) Obligation of the whistleblower**

In making whistleblowing reports, the whistleblower should ensure that:

- 6.1 The report is made in good faith.
- 6.2 He or she has reasonable ground to believe that the report is true. The whistleblower is encouraged to report even if he or she does not have all the relevant information.
- 6.3 He or she is not making the report for personal gain

## 7) Whistleblowing Investigation

- 7.1 The issues will be thoroughly investigated, using all available evidence. The whistleblower may be called upon, if the report is not anonymous, to provide in strict confidence any available evidence necessary to confirm all the issues raised in the report.
- 7.2 Regular feedback will be provided to the whistleblower if he or she calls for feedback. If the report is through an email address, feedback will be provided by KPMG using that same email address.
- 7.3 Where the allegations are confirmed, FSDH Capital undertakes to take necessary disciplinary measures against identified offenders in line with the company's policy. Where injuries have been suffered by the whistleblower, the company undertakes to provide necessary remedies as may be permitted in the company's policy.

## 8) Schedule of Recipients for Whistleblowing Report

No	Nature of Whistleblowing report	Recipients of whistleblowing report
1	Report against the Chairman of the Board.	Chairman, Board Audit and Risk Committee Chairman, Board Finance, Investment and Governance Committee
2	Report against the Managing Director	Chairman of the Board
		Chairman, Board Audit and Risk Committee Chairman, Board Finance, Investment and Governance Committee
3	Report against the Chairman, Board Audit and Risk Committee	Chairman of the Board
		Chairman, Board Finance, Investment and Governance Committee
4	Report against Chairman, Board Finance, Investment and Governance Committee	Chairman of the Board
		Chairman, Board Audit and Risk Committee
5	Report against other directors or members of Board Committees	Chairman of the Board
		Chairman, Board Audit and Risk Committee
		Chairman, Board Finance, Investment and Governance Committee
7	Report against the Chief Audit Executive	Chairman, Board Audit and Risk Committee
		Managing Director
		Chief Risk Officer
8	Report against the Chief Risk Officer	Chairman, Board Audit and Risk Committee
		Managing Director
		Chief Audit Executive
9	Report against other members of staff	Managing Director
		Chief Audit Executive
		Chief Risk Officer
10	Monthly summary of whistleblowing	Managing Director

	reports	Chief Audit Executive
		Chief Risk Officer

## 9) Definitions

Whistleblower	Anyone who makes a disclosure
Conflict of interest	A situation in which a person is in a position to derive personal benefit (for oneself or close associates) from actions or decisions made in their official capacity
Bribery and corruption	Unethical and dishonest practices which includes offering or receiving financial inducements.
Good faith	A staff member shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the staff member does not have personal knowledge on a factual basis for the communication or where he/she knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
Retaliation	A direct or indirect decision or action that adversely affect the employment or working conditions of a Whistleblower. Such action is taken for the purpose of punishing or intimidating the Whistleblower for making a report. Retaliation can include but not limited to: <ul style="list-style-type: none"> <li>➤ Discrimination</li> <li>➤ Unsubstantiated negative performance appraisal</li> <li>➤ Unjustified modification of duties</li> <li>➤ Unjustified termination or compensation decrease</li> <li>➤ Malicious delays in authorizing travel or other entitlements</li> <li>➤ Threat to Whistleblower and their family</li> </ul>
Concerned persons	These are individuals that can be significantly affected by FSDH's activities, products and/or services; and whose actions can reasonably be expected to affect the ability of the organization to successfully implement its strategies and achieve its objectives. Examples are shareholders, customers, associates, consultants etc.
Override of controls	A situation where approved procedures is willfully not implemented.
Illegal activities	Activities that are against the law e.g bribery, falsification etc
Fraudulent activities	Activities involving the use of criminal deception to gain undue advantage e.g advance fee fraud, over invoicing, ransomware attack etc
Sexual harassment	A behaviour of making unwelcome and inappropriate sexual remarks or physical advances to another person.
Bullying	This is an aggressive behaviour characterized by the use of force or threat to dominate or intimidate another person.

**10) Review of the Whistleblowing Policy**

10.1 Review of the whistleblowing policy will be conducted once in three years.

DOCUMENT APPROVAL

This whistleblowing policy has been approved by:

Board Audit and Risk Committee on.....day of .....2020

Board of Directors on .....day of 2020