



# **GROUP WHISTLEBLOWING POLICY**

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## **INTRODUCTION**

Britam Holdings Plc ("the Group") directors and employees are expected to carry out their duties as required and conduct themselves in a professional manner at all times and in ways that bring credit to themselves and the company. Employees are required to observe high standards of business and personal ethics, honesty and with integrity in fulfilling our responsibilities within all applicable laws and regulations.

The Whistleblowing Policy ("the policy") is intended to help employees who have major concerns over any wrongdoing within the Group and its subsidiaries relating to unlawful conduct, financial malpractice or dangers to the public or the environment.

Specific examples could include:

### ***Accounting Malpractice Reporting***

- (a) A criminal offence (e.g. Fraud, corruption or theft) has been/is likely to be committed.
- (b) Fraud whether actual or suspected or deliberate error in preparing, evaluating or review of any financial statements, recording and maintenance of the financial records of the Group.
- (c) Actual or suspected deficiencies in or non-compliance with the company's internal controls and procedures.
- (d) Any misrepresentation whether actual or suspected by an officer or audit or regarding a matter contained or required to be contained in the Company or Group's financial records, reports or audit reports.
- (e) Information relating to any of the above being deliberately concealed or attempts are being made to conceal the same.

### ***Non-Accounting Malpractice Reporting***

- Misappropriation of Cash Sales
- Misuse of Petty Cash
- Unauthorized Discounts
- Falsifying Attendance Record
- Pilferage of Stock in Trade
- Abuse of Authority for Personal Gain
- A criminal offence
- Health or safety of any individual has been or is likely to be endangered
- Discrimination or physical abuse of any member of staff or service
- Discrimination to any member of staff on grounds of sex, race or disability
- Any conflict of interest in any activity that is, or appears to be, opposed to the best interest of the Company and the Group.

- Information relating to any of the above being deliberately concealed or attempts are being made to conceal the same.

The company has established this policy so as to enable employees to raise their concerns about such malpractice(s) at an early stage and in the right way. The company would prefer that matters are raised at the point when concern arises rather than wait for the employee to establish hard proof of malpractice or wrongdoing.

This policy is primarily for addressing concerns where the interests of others or of the Company itself are at risk. This policy is not intended to help address matters of personal grievances. These will be dealt with through the normal channels availed by the Human Resource department.

## **1. AIMS OF THE WHISTLE BLOWING POLICY**

The Policy aims to:

- 1.1. Encourage employees to feel confident in raising serious concerns and to question and act upon their concerns.
- 1.2. Provide ways for employees to raise those concerns and get feedback on any action taken as a result
- 1.3. Ensure that employees get a response to their concerns.
- 1.4. Reassure employees that if they raise any concerns in good faith and reasonably believe them to be true, they will be protected from possible reprisals or victimization, to the extent where the situation allows.

## **2. WHO IS COVERED BY THE POLICY?**

- 2.1. All employees and Board members of the Group may use this policy.
- 2.2. Contractors working for the Company may also use the provisions of this Policy to make the Company aware of any concerns that the contractor's staff may have with regard to any contractual or other arrangement with the Company.
- 2.3. The public and other stakeholders, including suppliers and service providers, working for or dealing with the Company may also use the provisions of this Policy to make the Company aware of any concerns they have with regard to any contractual or other arrangement with the Company.

### **3. WHAT ASSURANCE DO EMPLOYEES GET?**

- 3.1. If an employee raises a concern under this policy, they will not be at risk of losing their job or suffering any form of retribution as a result, provided that:
  - The disclosure is made in good faith.
  - The employee reasonably believes that information, and any allegations contained in it, are substantially true.
  - The employee is not acting for personal gain.
- 3.2. The company will not tolerate the harassment or victimization of anyone raising a genuine concern.
- 3.3. It is recognized that employees may want to raise a concern in confidence under this policy. If an employee specifically requests for their identity to be protected, the company will use its best effort not to disclose it without first informing the employee. If the situation arises where the company is not able to resolve the concern without revealing the employee's identity (for instance because the employee is required to give evidence in court), the matter will be discussed with the employee regarding the way forward.
- 3.4. Employees should note that if they request to remain anonymous, it will be much more difficult for the company to look into the matter or to protect the employees' position or to provide feedback.
- 3.5. Accordingly, while the company will consider anonymous reports, this policy is not well suited to concerns raised anonymously.
- 3.6. Employees should note that if they make an allegation in good faith and reasonably believing it to be true, but it is not confirmed by the investigation, the Company will recognize their concern and they should have nothing to fear. If, however, an employee makes an allegation frivolously, maliciously or for personal gain, appropriate action that could include disciplinary action, may be taken against them.

### **4. HOW SHOULD AN EMPLOYEE RAISE A CONCERN?**

#### ***4.1. Reporting Concerns – Through Internal Mechanisms***

Information about known or suspected violations by any employee should be reported promptly to the Chairman of the Audit Committee.

Complainants should forward the original copy of the signed written complaint letter under confidential cover to the following address:

**Chairman of the Audit Committee - Britam**

*Private & Confidential*

The complainant's full name and contact details must be appended in the said letter for communication purposes, where necessary.

Employees who wish to make a written report should state the following:

- The background and history of the concern (giving relevant dates).
- The reason why they are particularly concerned about the situation.

**4.2. Reporting Concerns Through the Anonymous Whistleblowing Hotline**

With effect from October 2015, employees now have an option of reporting their concerns through the Whistleblowing Hotline and Service.

Complainant should address their concerns through the following channels which are managed by an independent professional firm that will guarantee their anonymity.

**Toll Free Number:** Each Entity shall be advised of their country-specific toll free number

**Email:** [britam@whistleblowing.co.za](mailto:britam@whistleblowing.co.za)

**Website:** [www.whistleblowing.co.za](http://www.whistleblowing.co.za)

**Fax:** + 27 86 522 2816

**Postal Address:** P.O. Box 51006 Musgrave 4062

**5. HOW WILL THE COMPANY RESPOND TO CONCERNS?**

**5.1. Responsibilities of Audit Committee with Respect to Specific Complaints**

- The Chairman of the Audit committee shall receive, retain, investigate and act on complaints and concerns of employees regarding all matters that would otherwise constitute a violation of the Company's accounting and non-accounting policies.
- At the discretion of the audit committee, responsibilities of the audit committee created by these procedures may be delegated to any member

of the audit committee or to a subcommittee of the audit committee or to the Group Head of Internal Audit - Britam.

## **5.2. Procedures for Receiving Complaints**

- Any accounting allegation that is made directly to management (whether openly, confidentially or anonymously) shall be promptly reported to the audit committee either directly or through the Group Head of Internal Audit.
- Each report / allegation made directly to the audit committee or forwarded to the audit committee by management (whether openly, confidentially or anonymously) shall be reviewed by the audit committee who may, in their discretion, consult with any member of management or employee they believe would have appropriate expertise or information to assist the audit committee. The audit committee shall determine whether the audit committee or management should investigate the accounting allegation, taking into account the considerations set forth in Section 5.3 below.
- If the audit committee determines that management should investigate the allegation, then management shall thereafter promptly investigate the allegation and shall report the results of its investigation, in writing, to the audit committee. Management shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.
- If the audit committee determines that it should investigate the allegation, the audit committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The audit committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

## **5.3. Considerations on Whether the Audit Committee or Management Should Investigate a Complaint**

In determining whether management or the audit committee should investigate an allegation, the audit committee shall consider, among any other factors that are appropriate under the circumstances, the following:

- (a) **Who is the alleged wrongdoer?** If an executive officer, senior financial officer or other high management official is alleged to have engaged in wrongdoing, that factor alone may influence in favor of the audit committee conducting the investigation.

- (b) **How serious is the alleged wrongdoing?** The more serious the alleged wrongdoing, the more appropriate that the audit committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company, that factor alone may influence in favor of the audit committee conducting the investigation.
- (c) **How credible is the allegation of wrongdoing?** The more credible the allegation, the more appropriate that the audit committee should undertake the investigation. In assessing credibility, the audit committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.

## **6. WHAT SAFEGUARDS ARE THERE FOR THE EMPLOYEE?**

- 6.1. The company will not tolerate any harassment or victimization (including formal pressures) and will take appropriate action to protect those who raise concerns in good faith.
- 6.2. Any investigation into allegations of potential malpractice will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning the employee.
- 6.3. No action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.
- 6.4. Every effort will be made to ensure confidentiality as far as this is reasonably practical.
- 6.5. Help will be provided to you in order to minimize any difficulties which you may experience. This may include advice on giving evidence if needed.