



## **Whistleblowing Policy**

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<b>Title:</b>	Whistleblowing Policy
<b>Policy Owner:</b>	Compliance & Human Resource
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## 1.0 Introduction

In ensuring high ethical standards in all its business activities, Infrastructure Credit Guarantee Company Limited (“InfraCredit”/ “the Company”) has established a Code of Ethics and Business Conduct which sets out the standard of conduct expected by the Company and its stakeholders. Hence, all employees and other stakeholders are expected to execute their duties in accordance with the Code of Ethics and Business Conduct of the Company. Consequently, if employees become aware of circumstances that may have contravened the Code of Ethics and Business Conduct of the Company, then they are required to communicate such suspicious circumstances in line with this Whistle Blowing Policy (“this Policy”).

This Policy addresses the commitment of InfraCredit to integrity and ethical behaviour by helping to foster and maintain an environment where employees can act appropriately, without fear of retaliation. To maintain these standards, InfraCredit encourages its employees who have concerns about suspected serious misconduct or any breach or suspected breach of law or regulation that may adversely impact the Company, to come forward and express these concerns without fear of punishment or unfair treatment.

In addition, InfraCredit is committed to promoting transparency, integrity, and accountability in its dealings with third parties, business partners and other relevant stakeholders. Consequently, the Company has subscribed to an anonymous and confidential whistleblowing facility (independently managed by Deloitte) which will promote an enabling climate for employees and other relevant stakeholders to report wrongdoing in the Company,

Whistleblowing 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. The Company’s procedure for reporting cases of illegal, unethical, or inappropriate conduct (practices) across the Company has therefore been documented in this Whistle Blowing Policy. This policy follows the requirements of section 5.3 (Whistle blowing) of the Central Bank of Nigeria (CBN) *“Code of Corporate Governance for Banks and Other Financial*

*Institutions in Nigeria”.*

## 1.1 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 from either a 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 workstation 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 whistleblower 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 a negative impact on the whistleblower.

**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 the following:

- 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:** Infrastructure Credit Guarantee Company Limited, otherwise known as the “InfraCredit”.

**Whistleblower:** 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.

**Whistleblowing:** 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 is a valuable tool for managing reputational risk.

## 2.0 Objective

This policy 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 encourage all employees to feel confident in raising concerns and to question and act upon such concerns about practices within InfraCredit



- 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 that 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.

### 3.0 Scope

This policy 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 are required to determine misconduct that should be reported under this Policy. The general guide in identifying reportable misconduct is to report concerns that 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 Whistleblower policy, and other regulatory guidelines on whistleblowing which may be issued from time to time.

#### **4.0 Board and Management Commitment**

The Board and Management are aware that a robust whistleblowing 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 whistleblower provided such disclosure is made in good faith with a reasonable belief that what is being reported is a fact.

#### **5.0 Policy Statement**

InfraCredit 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 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 cognisance that even the best systems of controls may not provide absolute safeguards against irregularities. This Policy is intended to provide InfraCredit with early and continuous insight on potential misconducts into which an investigation may be ordered, after which appropriate action will be administered against substantiated allegations.

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

## 6.0 Roles and Responsibilities

The following are the roles and responsibilities of key parties in the whistleblowing process:

S/N	Responsible Officers	Responsibilities
1	Whistleblower	A whistleblower 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 the provision of relevant information, documents or other materials as may be required by the investigator.
3	Investigator/ (Appointed External Investigator) and Designated	<ul style="list-style-type: none"> <li>➤ The Designated Personnel is expected to work with the external consultant to ensure proper investigation of all reported concerns.</li> <li>➤ As requested by the management, where the investigation of the allegation is assigned to an investigator or an</li> </ul>

	Management Personnel.	<p>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 an investigation.</p> <ul style="list-style-type: none"> <li>➤ The Investigator has the responsibility of acknowledging all concern(s) reported and reporting on the progress of the investigation to the whistleblower.</li> <li>➤ The Investigator shall submit a quarterly report to the Risk and Compliance Committee through the designated management personnel a summary of all cases reported and the result of the investigation.</li> <li>➤ The Investigator shall refrain from discussing or disclosing matters under investigation referred to him.</li> </ul>
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	Compliance Manager	<ul style="list-style-type: none"> <li>➤ Review and update the whistleblowing policy and procedure.</li> <li>➤ Obtain requisite Board approval.</li> </ul>
6	Risk and Capital Committee	The Chairman, Risk and Compliance Committee through the Company Secretary shall make available to all committee members quarterly report submitted by the Designated Personnel on whistleblowing, and also treat all whistleblowing concern(s) brought to the attention of the committee with dispatch.

## **7.0 Whistleblowing Procedure**

The whistleblowing procedure involves steps that should be taken by the whistleblower in reporting misconduct, and steps required for the investigation of the reported misconduct. The whistleblowing procedures are stated as follows:

### **7.1 Outsourced Whistleblowing Platform managed by Deloitte**

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

All whistleblowing 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).

### **7.2 Whistle-blower Identity Options**

There are three (3) options to choose from in protecting your identity as a whistleblower. This comprises of Completely Anonymous, Partially Anonymous and Confidential Disclosure. Deloitte encourages whistleblowers to select either option of 'partially anonymous' or confidential disclosure', to afford InfraCredit sufficient information to better handle your concern. All whistleblower reports are handled confidentially.

- **Completely Anonymous**

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

- **Partially Anonymous**

A Whistleblower 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 whistleblower's personal details would not be divulged to InfraCredit. If further information about the whistle-blower's reported concern is required, the Deloitte Tip-offs Anonymous contact centre will contact the whistleblower.

- **Confidential Disclosure**

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

### **7.3 Subsequent Action**

Upon receipt of a report, via any of the TOA reporting channels, Deloitte transmits the report to the designated recipient within InfraCredit (see Appendix III) for an 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.

### **7.4 Feedback to Whistleblower**

Feedback will be provided by InfraCredit to Deloitte Tip-offs Anonymous after investigation and subsequently transmitted to the whistleblower through the initial channel of submission, upon the request of the Whistleblower (see Appendix II).

Deloitte would immediately acknowledge receipt of any reported concern by a whistleblower. However, feedback on the outcome of any reported concern would be dependent on InfraCredit time to completion of its internal investigations.

## **8.0 Applicability**

This Policy applies to all employees including the temporary employees, interns, Board of Directors, authorised volunteers or employee on work experience and those contractors working for the Company on its premises. It also includes suppliers and those providing services under a contract with the Company, who may have a complaint which they wish to have addressed but feel the complaint is so serious or is of such confidential nature that it cannot be discussed with the Line Manager, Head of Department or HR Manager.

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. Likewise, 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.

## **9.0 Obligations and Protection of the Whistleblower**

In making whistle-blowing reports, the whistleblower 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 whistleblower 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 whistleblower 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 InfraCredit to protect whistleblowers 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:

- the 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 a violation of the Company's Code of Ethics and Business Conduct and/or other policies, processes and procedures shall not suffer any form of harassment, retaliation, or adverse employment consequence. Anyone who retaliates against the whistleblower (who reported an event in good faith) will be subject to discipline, including termination of board appointment or employee status.

The whistleblower 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.

## **10.0 Ownership and Policy Review Process**

This policy document remains the property of InfraCredit. However, its custody and management shall rest with the Human Resources/ Company Secretary.

All suggestions for review and or amendments shall be forwarded to the Head, Human Resources/ Company Secretary, for necessary action.

## **11.0 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.



## 12.0 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 a 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, InfraCredit reserves the right to terminate the relationship forthwith.

## APPENDIX I

### Procedure for using Deloitte Tip-offs Anonymous

How it Works: Whistleblowing 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:

Whistleblower 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 InfraCredit except with your consent.

#### Step 2:

Our contact centre agent provides options of anonymity, prompts questions and provides a unique reference number to the whistleblower. The contact centre agent interviews the whistleblower 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 whistleblower.

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 in a TOA report format, the report is reviewed by the Contact centre manager and transmitted to designated persons within InfraCredit for further action.

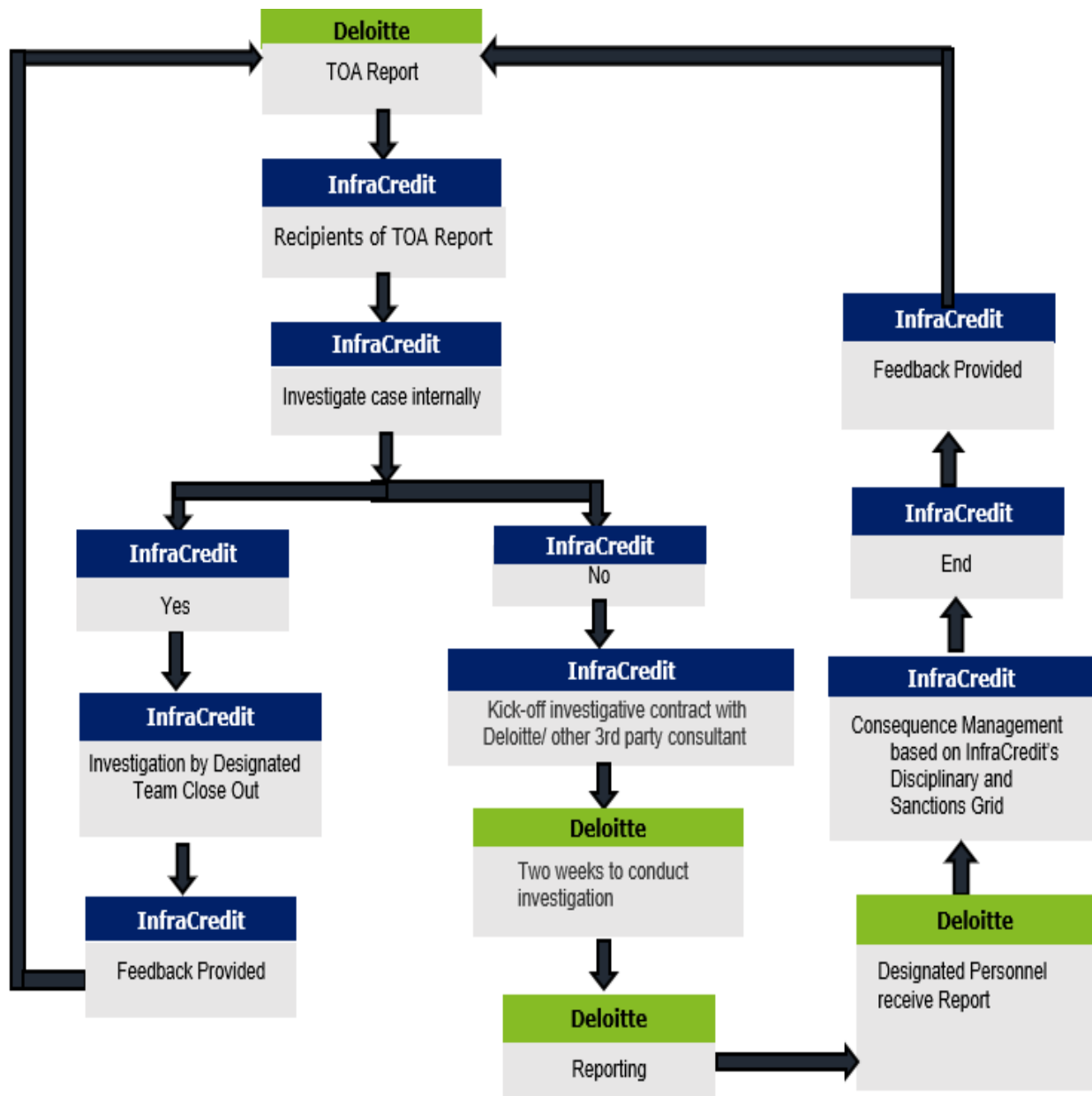
#### Step 5:

The investigation is conducted, and feedback is provided by InfraCredit to Deloitte.

Step 6:

The Whistleblower may subsequently call back to provide additional information or request feedback.

## APPENDIX II



## APPENDIX III

### Tip-Offs Anonymous (TOA) Report Escalation Matrix

Type of Incident	Recipients	Names	Contact Details of Recipients
Fraud	Managing Director/CEO		
	Chairman of the Board		
	Chief Financial Officer		
	Head of Human Resources		
	Compliance Manager		
	Company Secretary/ General Counsel		
Human resource related matters (for example, sexual harassment)	Managing Director/CEO		
	Company Secretary/ General Counsel		
	Head of Human Resources		
Breach of the Code of Conduct and Business Principles	Managing Director/CEO		
	Compliance Manager		
	Company Secretary/ General Counsel		
	Internal Audit/Internal Control		
	Head of Human Resources		
Theft of company asset	Chief Financial Officer		
	Compliance Manager/ General Counsel		
	Managing Director/CEO		
	Head of Human Resources		
Any other type of unethical conduct	Managing Director/CEO		
	Head of Human Resources		
	Company Secretary/ General Counsel		
Reports against Directors & Executives (other than the Managing Director) irrespective of the type of incident	Chairman of the Board		
	Managing Director/CEO		

Type of Incident	Recipients	Names	Contact Details of Recipients
Reports against the Managing Director irrespective of the type of incident	Chairman of the Board		
	Independent Director		
Monthly Summary Reports	Company Secretary/ General Counsel		
	Managing Director/CEO		
	Head of Human Resources		