



WHISTLE BLOWING POLICY



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1 INTRODUCTION

Rand Merchant Bank Nigeria Limited ('RMBN' or 'RMB Nigeria' or 'the Bank') actively encourages employees to embrace its values, especially in respect of upholding the highest levels of integrity. Consequently, the Bank's employees are obliged to report any unlawful, irregular, or unethical conduct that they observe.

The Bank is also required by the CBN Guidelines for Whistle-Blowing 2014 and Nigerian Code of Corporate Governance 2018 to have a whistle-blowing policy that includes the provision of dedicated hotlines. These guidelines apply to all employees of the Bank.

Whistleblowing essentially means to alert others of misconduct or wrongdoing. You do not need to be certain as suspicion is adequate provided it is done in good faith.

The Bank will apply the highest standards of accountability and corporate governance in response to cases of whistleblowing.

The Bank's whistle-blowing policy provides for the following:

- Where an employee discovers information, which s/he in good faith believes shows wrongdoing within the Bank, it should be disclosed without fear of reprisal.
- No employee shall be disadvantaged when reporting legitimate concerns.
- The Bank undertakes to protect the identity of any employee who in good faith makes a report in accordance with the procedures set out in this policy; and
- The Bank will not protect the identity of any employee who maliciously makes false reports and appropriate disciplinary action will be taken in such cases.

The Bank's whistle-blowing policy is not intended to be used to report petty disputes, grievances, false or misleading disclosures, matters currently under disciplinary enquiry and matters already pending before the courts.

A disclosure is deemed to have been made in accordance with the CBN Guideline if the whistle-blower discloses to the bank, CBN, and/or other appropriate body or agencies or exercise any other lawful option provided that such disclosure is true and reasonable.



2 PURPOSE AND OBJECTIVE

2.1 Protecting RMB Nigeria's duty of trust

As set out in the Code of Ethics, RMB Nigeria is committed to a policy of fair dealing and integrity in the conduct of its business.

This commitment rests on the fundamental belief that business should be conducted honestly, fairly and within the framework of applicable laws.

We need to proactively protect funds and resources under our custodianship from abuse or misdirection. Furthermore, our employees deserve to work for an organisation espousing, and acting upon, the highest ethical values.

Thus, reporting misconduct by blowing the whistle is an act of care and loyalty to our fellow employees, shareholders, and other stakeholders.

2.2 Objective of the Whistle Blowing policy

- Clarify what types of misconduct are reportable.
- Communicate and give assurance of the bank's commitment to protect disclosures.
- Give assurance that the bank will do everything in its power to ensure that people who report misconduct in good faith are not retaliated against or victimized.
- Inform employees of the various ways of making a disclosure and to give clarity on these processes; and
- Indicate what the bank's responsibilities are when alerted to misconduct.

3 WHISTLE BLOWING PROTECTION

RMB Nigeria shall treat all disclosures resulting from whistleblowing in a confidential manner; both confidential and anonymous whistle-blower identity shall be kept confidential.

Safety is a concern because those who benefit from misconduct may attempt to retaliate against or victimize a whistle-blower for loss, or potential loss, of that ill- gotten gain.

However, importantly:

- Such adverse consequences can only materialise if the identity of the whistle-blower is known through a breach of confidentiality; and
- An anonymous whistle-blower cannot be victimized, provided that the whistle-blower also protects his or her own anonymity.

The Bank assures you that we will not tolerate retaliation against any person who reported in good faith. A good faith report is made by a whistle-blower who believes the report to be true and relevant to the interests of the Bank.

Anonymous disclosures will also be considered and investigated accordingly should you prefer your identity to be unknown.

The Bank will not subject a whistle-blower to any detriment whatsoever on the grounds that s/he has made a disclosure in accordance with the provisions of this policy and/or the CBN Guidelines on Whistle Blowing.

Where a whistle-blower has been subjected to any detriment in contravention of the above, s/he may present a complaint to the CBN. This is without prejudice to the right of the whistle-blower to take appropriate legal action.

An employee who has suffered any detriment by reason of disclosure made in line with the provisions of this policy and/or the CBN Guidelines on Whistle Blowing will be entitled to compensation and/or reinstatement provided that in the case of compensation, the employee's entitlement shall be computed as if he had attained the maximum age of retirement or had completed the maximum period of service, in accordance with his condition of service. For other stakeholders, the whistle-blower must be adequately compensated.

For this policy, the word detriment includes dismissal, suspension, demotion, intimidation, harassment, termination, redundancy, undue influence, duress, withholding of benefits and/or entitlements and any other act that has negative impact on the whistle-blower.

Other issues that could amount to 'detriment' include being transferred against their will, refused transfer or promotion, subjected to a term or condition of employment or retirement that is altered or kept altered to his or her disadvantage, refused a reference, or being provided with an adverse reference and denied appointment to any employment, profession, or office.



RMBN maintains the necessary internal systems and procedures to protect the interests of whistle-blowers. A whistle blower will not be victimised or disadvantaged in any way by the Bank. However, reporting in no way protects a whistle-blower from being subjected to legitimate disciplinary processes if the whistle blowing was not in good faith or the person is involved in any misconduct or wrongdoing.

4 WHO SHOULD BLOW THE WHISTLE?

Anyone but especially employees, management, directors, depositors, service providers, creditors, and other stakeholders in the bank, if they are aware of or have reasonable grounds to suspect any misconduct or wrongdoing associated with bank's activities.

5 WHEN SHOULD ONE BLOW THE WHISTLE?

Misconduct or wrongdoing is reportable when it has taken place, is taking place, or is reasonably likely to take place. Damage to the bank and its stakeholders may occur when any misconduct is not checked or addressed. The sooner misconduct or wrongdoing is reported, the greater the chances of mitigating any possible impact.

Importantly, in determining whether to report misconduct, harm is not only measured in terms of resources lost, or damage to a programme or initiative, but may also damage the integrity and reputation of the bank and FirstRand.

Reportable conduct falls into the following categories:

5.1 Illegal or Unlawful Conduct

Conduct may be illegal or unlawful in terms of local and international laws and regulations. Criminal offences such as theft, fraud, bribery and corruption, or money laundering fall into this category and should be reported.

5.2 Unprocedural Conduct

Conduct may be unprocedural when it violates any rules or regulations, policies and procedures of the bank, FirstRand or those of any other party that impact on its operations. It is particularly

important to highlight those rules and processes that guide accounting practices and control financial reporting, auditing matters, and the like.

These procedures are important for good governance, and breaching them may expose the bank, FirstRand, and its stakeholders to the risk of loss or reputational damage.

5.3 Other forms of Unethical Conduct

RMBN Code of Ethics provides guidance as to what the bank considers ethical and unethical. This code does not cover all unethical actions and if you believe that an activity is unethical, in other words, it goes against FirstRand Promises, then you should report this or obtain advice on the matter.

However, not all forms of unethical conduct should be reported using the whistle-blowing channels. For example, some kinds of conduct may be disrespectful, and therefore undesirable, without harming any serious interests other than personal feelings. For this type of conduct, it is recommended that employees refer to the Human Resource (HR) manual and, more specifically, to the Grievance Policy and Procedures.

5.4 Wasteful Conduct

Conduct constituting a gross waste of resources is a reportable category since responsible stewardship of resources is crucial to the success of the bank. All individuals in the service of the bank have an obligation to ensure that resources are used prudently and efficiently. If resources were spent in a wasteful manner, and in breach of the trust under which they are provided to the bank, this would be reportable under the whistle-blowing mechanism.

The misconduct in the abovementioned categories could include various types of activities. While it is not possible to list all these activities, we appeal to staff to be especially vigilant about the following issues:

- Actions detrimental to Health and Safety or the Environment.
- Other forms of Corporate Governance breaches.
- Insider Trading.
- Non-disclosure of interest; and
- Attempts to conceal or suppress any information relating to any of the above.



6 INFORMATION REQUIRED WHEN BLOWING THE WHISTLE

The Bank or FirstRand carries out formal investigations when we have reason to believe that improper acts have been committed. Please make your complaint as specific as possible and include the following details:

- The alleged wrongdoing that you are reporting.
- Where and when (dates and times, if available).
- Who was involved?
- How the individual or firm committed the act; and
- Why you believe the activity is improper.

You will not be expected to prove the truth of an allegation. When reporting you will, however, need to show that you have enough grounds for your concerns.

7 HOW TO BLOW THE WHISTLE

There are various ways of raising a concern or speaking up. Your preferred option will depend on the seriousness of the misconduct you are reporting and one you are most comfortable with.

Staff also have the option to report unethical behaviour and wrongdoing via RMBN Leading Light Programme. The Leading Light awards is a formal rewards programme of the bank that acknowledge and celebrate the actions of vigilant employees who go above and beyond their daily duties, in a safe manner, to uphold the FirstRand Promises. For more information, refer to RMBN Leading Light Programme brochure.

7.1 Minor Misconduct

- In cases of minor misconduct (i.e., if it is not illegal or it does not pose significant potential; damage to the bank or any of its stakeholder), you are encouraged to approach the offending colleague directly if this will resolve or prevent the misconduct.
- You may also approach Compliance, your line manager or any other manager in the bank or FirstRand who you trust.

7.2 Serious Misconduct or Illegal Activities

The FirstRand Ethics line is independently managed by an external consultant Deloitte. Tip-Offs Anonymous. Any serious misconduct or illegal activities can be reported in any of the following ways:

Nigeria: 0809 993 7319

South Africa: +27 31 571 5077

Email: report@firststrandethicsoffice.com

Website: www.firststrandethicsoffice.com

7.3 What is Confidential Whistle Blowing

If you agree to the confidential disclosure of your personal details, then your name and contact details will be known to the Deloitte Contact Centre, FirstRand Ethics office and the team that will conduct the investigation.

The Bank assures you that they will not reveal the whistle-blower's identity to any third-party. The only exceptions to this assurance may be where the bank must comply with a legal obligation to breach confidentiality, or when it is required to protect the direct and significant interest of FirstRand.

The CBN encourages stakeholders (whistle-blowers) to disclose their names when filing reports.

An advantage for the bank of a confidential (as opposed to anonymous) report is that it is better placed to investigate the report since the whistle-blower can be contacted for further information if necessary.

If you decide to remain anonymous, you do not need to supply your name or any information that may reveal your identity. Nobody will ever know that you tipped us off. Unfortunately, this will also mean that we cannot contact you for more information if required.

7.4 What is Anonymous Whistle Blowing

A whistle-blower may choose not to reveal his or her identity. Anonymous whistleblowing is very safe, but it may be difficult to investigate the facts.

Using the externally operated Ethics Line is recommended for anonymous whistleblowing. The whistle-blower must take care not to reveal his or her identity while making the report and must also be careful not to let anyone else know that they made the report. If you choose to make an anonymous report via the whistle-blowing hotline, you will receive a reference number. You can call the hotline later for an update on the case by quoting this reference number.



7.5 What is Partially Anonymous Whistle Blowing

If you choose to be partially anonymous, your personal details will be known only to the Deloitte Contact Centre that manages this tip-off hotline. At no time are these details disclosed to the Bank or FirstRand. If required, the Deloitte Contact Centre will contact you to obtain further information.

8 WHAT IF I NEED ADVICE ABOUT THE INCIDENT?

You might be in a situation where you have knowledge of misconduct and would like to get more advice while considering whether you should blow the whistle. You could approach a senior officer in the bank, a FirstRand manager, or the Group Ethics Officer. Be aware that they have an obligation to act in the best interest of the Bank and FirstRand. If you give them information about misconduct involving the Bank or, FirstRand, they have an obligation to report it.

For truly independent advice, you could speak to a lawyer in private practice. They give free confidential advice specifically on whistleblowing.

However, you have an obligation to ensure that whoever you speak to keeps the matter strictly confidential and does not leak information to a third-party such as the media. If information is leaked outside of the Bank and FirstRand before you have exhausted your options within the organisation, it will no longer be regarded as a protected disclosure.

9 REPORTING OF GRIEVANCE

A grievance shall be defined as any complaint, dissatisfaction, or concern which an employee may have in connection with his employment. A grievance excludes a disciplinary case already receiving the attention of management but includes any feeling of victimization, feeling of injustice, concerns, or problems.

Reporting a grievance is outside the scope of this Whistle-Blowing policy and guidelines. For more information on this, please refer to the bank's Grievance Policy and Procedure.

10 MANAGER'S RESPONSIBILITIES

The Bank is committed to investigating and addressing all cases of reported misconduct.

To this end, the whistle-blowing investigation procedures set out all the steps that should be followed upon receipt of the report. This procedure document also sets out the roles and responsibilities of the Ethics Office, and that of others charged with investigation and follow-up.

All whistle-blower reports received using the channels prescribed within this policy are sent to FirstRand Ethics Office.

In general, FirstRand Ethics Office will not conduct detailed investigations but will rather direct and classify reports for distribution to the appropriate departments such as in-country Ethics Office, Group Forensic Services or RMBN Head of Internal Audit.

The whistle-blower may follow-up for information on the outcome of the investigation of the report. If the report was anonymous, the onus is on the whistle-blower to contact the Ethics Line and provide the unique identity number.

The Ethics Office will obtain all relevant data on the whistle blowing from First Rand, for the investigation. The Head of Internal Audit and/or Ethics Office (where appropriate) shall review reported cases and recommend appropriate action to the CEO. Where the reported issues affect Executive Management, such issues shall be referred to the Board Governance, Nominations and Ethics Committee (Board GNEC).

11 WHISTLE BLOWING INVESTIGATIONS

11.1 Whistle Blowing Investigation Procedures:

- Upon receipt of a report from the Bank or any source, the Ethics Office, or its agent (if using the externally operated Ethics Line), will establish a unique ID number for the source, and if reported by telephone, will inform the caller of the ID number. Reports from all sources will be logged by date and time received and a brief description of the nature of the reported misconduct.
- The Ethics Office will review all reports and will determine if there are grounds to undertake an investigation.

- The Ethics Office will review all reports within 10 days of receipt. They may further carry out a preliminary investigation, if enough information is given, to assess whether an investigation is appropriate and, if so, what form it should take. Concerns or allegations which fall within the scope of other procedures, will normally be referred for consideration under those procedures.
- If further information is required and the report was confidential rather than anonymous, the investigator will contact the whistle-blower for further information.
- The action taken will depend on the nature of the concern. The matter raised may, among other possible actions, be:
 - Investigated internally.
 - Referred to the Nigerian Police Force or other relevant law enforcement agencies.
 - Referred to the Board GNEC or FirstRand Ethics Committee.
- Some concerns may be resolved by agreed action without the need for investigation. In cases where the Ethics Office determine that an investigation is not warranted, the whistle blower, if their identity is known, will be informed.
- In cases where numerous unwarranted or malicious reports are received from one person, the Ethics Office, and the external operator of the Ethics Line, acting upon instruction from FirstRand Ethics Office, may refuse to log reports for this person.
- Where the Ethics Office determines that retaliatory action has been taken against staff or others for disclosing information to, or cooperating with, investigators, these retaliatory actions will be investigated and reported for appropriate actions.
- Firm action will be taken against employees who make malicious reports i.e., who knowingly provide false information or make false accusations.
- All investigations will respect the rights of individuals and will be conducted with fairness and due process for all concerned. Unauthorized disclosure by investigators of information received may constitute misconduct for which disciplinary measures may be imposed.

11.2 Follow-up and Reporting

- The Bank recognizes that employees require assurance that their concerns have been properly addressed. However, the progression of investigations will be handled in a confidential manner and will not be disclosed or discussed with any persons other than those who have a legitimate right to such information. This is important to avoid damaging the reputation of suspected persons who are subsequently found innocent of alleged wrongful conduct, as well as the person making the report.

- The Ethics Office will give an update on the status or outcome of an investigation to the whistle-blower, if requested, without disclosing confidential information. An anonymous caller should initiate such an inquiry, citing the unique reference number.
- The Ethics Office and Head of Internal Audit will periodically report to the Board GNEC and any other relevant Governance Committees on the number of hotline reports made, the nature of the reported misconduct, and the result of the investigations.
- The Head of Internal Audit shall review reported cases from the Ethics Office and recommend appropriate actions to the bank's MD/CEO and where issues affect Executive Management, these will be referred to the Board GNEC. The Board or CEO shall take appropriate actions to redress the situation within a reasonable time.
- The Head of Internal Audit shall provide the Chairman of the Board Audit Committee with a summary of cases reported and the outcome of the investigations.
- Compliance shall report all whistle-blowing activities in the Bank to the Central Bank of Nigeria on a quarterly basis as presented to the Board Audit Committee by the Head of Internal Audit.
- The Bank will forward this policy to the CBN within three months, from the date of issue.
- RMBN external auditor will report annually to the CBN, the extent of the bank's compliance with the provision of the CBN Guidelines for Whistle Blowing.

12 CREATING AWARENESS

For the policy to be sustainable, the bank will support it with structured training, education, communication, and awareness programme. It is the responsibility of all managers to ensure that all employees are made aware of the policy and receive appropriate training and education about it.

13 ADMINISTRATION

- The Bank in conjunction with FirstRand Ethics Office is responsible for ensuring uniformity with the implementation of this policy.
- RMBN, as a member within the FirstRand Group, has overall responsibility for the maintenance and operation of this policy. The Bank is, in turn, assisted by the Ethics Office, deployed compliance officers and Group Forensic Services in implementing the policy.

- Parties with whom a complaint has been logged will maintain a record of concerns raised and the outcomes (but in a format that does not compromise confidentiality).
- Advice and guidance on how matters of concern may be pursued can be obtained from the Ethics Office.

14 ADDITIONAL INFORMATION

This policy has been developed to provide a framework to ensure compliance with the *CBN Whistle-Blowing Guidelines 2014*, *Banks and Other Financial Institutions Act 2020*, and *South African Protected Disclosures Act (26 of 2000)*, but it does not serve as an exhaustive list of all issues covered within the framework of the Act.

To download the CBN Whistle Blowing Guidelines and Banks and Other Financial Institutions Act 2020, visit: <https://www.cbn.gov.ng>

To download the South Africa Act, visit: www.gov.za/document/protected-disclosures-act

To download the Protected Disclosures Act, 2000 (Act 26 of 2000) practical guidelines for employees, visit: www.gov.za/documents/protected-disclosures-act-practical-guidelines-employees

More information regarding the different types of protected disclosures provided for in terms of the Act can be obtained from FirstRand Ethics Office.

15 DEDICATED CONTACTS FOR WHISTLE BLOWING

Nigeria Ethics Line:

- 0809 993 7319
- +27 31 571 5077 (charges apply)

Ethics Line email and website:

- report@firstrandethicsoffice.com
- www.firstrandethicsoffice.com

Leading Light email:

LeadingLight@rmb.com.ng



CBN Whistle Blowing email address:

- ethicsoffice@cbn.gov.ng
- anticorruptionunit@cbn.gov.ng