



I&M Group

**WHISTLEBLOWING POLICY
I&M Group PLC**



Original Approval Date	Revised New Policy
Original Approval Authority	I&M Group Board
Advisory Committee to Approval Authority	Group Board Nomination Remuneration Committee (BNRC)
Last Reviewed:	2018
Responsible Executive:	Regional Director
Policy Owners	Group General Manager – Human Resources
Contact Person:	Group General Manager – Human Resources
Functional Applicability & Audience:	I & M Group Plc and its subsidiaries
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Date Approved:	
Next Review Date:	2024
Version:	2.0
Notes	This policy has been revised to provide guidance to stakeholders on how to report any concerns of unethical and illegal activity in relation to I&M Group activities.



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1. INTRODUCTION

I&M Group PLC, hereinafter referred to as the "Group" is committed to the highest standards of openness, probity, and accountability. In line with this commitment, the Group encourages all its stakeholders to come forward and report any unethical or illegal behavior that in any way, shape, or form, relates to the operations of the Group.

An important aspect of accountability and transparency is a mechanism through which stakeholders can voice their concerns in a responsible and effective manner.

It is a fundamental aspect of every employment contract that an employee will faithfully serve his or her employer and not disclose confidential information about the employer's affairs. Nevertheless, where an individual discovers information which they believe shows malpractice or wrongdoing within the Group or its subsidiaries, then this information should be disclosed through use of the appropriate channels, as detailed in **Section 6** of this policy, without fear of reprisal. Arrangements to enable such reporting to be done independently where necessary have been put in place.

The Group is committed to empowering its stakeholders to raise concerns about any illegal or unethical activity: no stakeholder should feel at a disadvantage in raising legitimate concerns.

The Group Head of Human Resources shall have the overall responsibility for the maintenance and operation of this policy and will prepare and submit regular reports to HRC in collaboration with the Head of Security, and the Head of Compliance within the Group subsidiaries.

2. SCOPE OF THIS POLICY

This policy applies to the following stakeholders:

- 2.1. I&M Group Plc and its subsidiaries.
- 2.2. Directors, Staff (whether permanent, fixed-term, or temporary)
- 2.3. Consultants, contractors, agents, vendors, sponsors, customers, or any other person associated with the entities in 2.1 above in all countries and territories in which I&M Group or its subsidiaries operate.
- 2.4. Shareholders of I&M Group
- 2.5. The General Public

3. PURPOSE OF THIS POLICY

This policy is designed to enable all the parties outlined in section 2 above to raise concerns via the appropriate channels and to disclose information which the individual believes is an indication of malpractice, impropriety, or illegal activity in relation to I&M Group activities.

This policy aims to achieve the following, inter alia:



- 3.1. Encourage all stakeholders to feel confident in raising their concerns and to question any act that may raise concerns about practice that may bring disrepute, cause financial or other losses or any malicious act that may adversely affect the Group or its subsidiaries, its staff and stakeholders.
- 3.2. Provide avenues for staff and stakeholders to raise concerns and receive feedback on any action taken.
- 3.3. Reassure staff and stakeholders that they will be protected from possible reprisals or victimization if they have reasonable belief that they have made any disclosure in good faith.
- 3.4. Minimize the Group or its subsidiaries' exposure to the damage that can occur when staff and key stakeholders circumvent internal mechanisms.
- 3.5. Inform staff and stakeholders that the Group or its subsidiaries takes a serious stand on adherence to the Code of conduct and its policies. All disclosures will be treated consistently and fairly.

4. WHAT TO REPORT

The concerns that stakeholders can report include but are not limited to:

- 4.1. Failure to comply with legal obligations, regulations, or statutes.
- 4.2. Criminal or unethical activity.
- 4.3. Improper conduct or unethical behavior as quoted in the Group or its subsidiaries' Code of Conduct.
- 4.4. Conduct which is an offence or a breach of law.
- 4.5. Disclosures related to miscarriages of justice.
- 4.6. The unauthorized use of the Group or its subsidiaries' funds and assets.
- 4.7. Fraud and corruption.
- 4.8. Attempts to conceal any of the above.

5. POLICY PRINCIPLE

Stakeholders, specifically staff are often the first to notice signs of odd behaviors, irregular or illegal activity within the organization. However, they may not express such concerns because they feel that speaking up would be disloyal to their colleagues or to the organization. They may also fear retaliation, harassment, or victimization. In such circumstances, it may be easier to ignore the concern rather than report what may just be a suspicion of malpractice.

This policy document makes it clear that an employee can report any concerns without fear of victimization, discrimination, or disadvantage. This whistle-blowing policy is intended to encourage and enable staff and other stakeholders to raise their concerns through the proper channels rather than overlooking the problem.

As an employee, there are existing procedures in place to enable you to lodge a grievance relating to your own employment as per the provisions in the Grievance Policy of the HR Policy and procedures manual. The Whistle blowing Policy thus provides guidance and encourages staff and other Group or its subsidiary stakeholders to report irregular or illegal acts.



Legislation and regulations which impact whistleblowing may vary from country to country, thus each subsidiary shall update this policy accordingly ensuring that its provisions align to the laws and regulations of the jurisdictions in which they operate.

6. POLICY GUIDANCE NOTE

6.1. Reporting an Incidence through the Senior Management channels

6.1.1. As a first step, staff are encouraged to raise concerns with their immediate manager or their superior. This depends, however, on the seriousness and sensitivity of the issues involved and who is suspected of the malpractice. For example, if you believe that management is involved you should approach the Security Officer, Group General Manager, Human Resources, Chief Risk Officer, or the Chief Executive Officer, where appropriate. In the case of the public, the shareholders, vendors, suppliers, consultants, or Board member's concerns can be raised in writing or in person with the Group Executive Director or Country Chief Executive Officer (CEO) of the I&M business subsidiary.

6.1.2. Concerns may be raised verbally or in writing. It is important to note that the earlier a stakeholder raises the concern, the easier it is to take the appropriate action. Stakeholders who wish to make a written report are invited to use the following format:

- The background and history of the concern (giving relevant dates).
- The reason why he or she is particularly concerned about the situation.
- Although no employee will be expected to prove beyond doubt the truth of an allegation, he or she will need to demonstrate to the person contacted that there are reasonable grounds for the concern.

6.1.3. Where appropriate, and as directed by the Senior Management the matters raised may:

- Be investigated by the Security Manager/Officer or through the disciplinary process as prescribed by the Group or its subsidiaries.
- Be referred to the police or Group or its subsidiaries Fraud Investigation Units or any other relevant authorities.
- Be referred to an external forensic expert.
- Form the subject of an independent inquiry.

6.1.4. To protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take.

6.1.5. Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted.



- 6.1.6. The Group or its subsidiaries will take steps to minimize any difficulties which a stakeholder may experience as a result of raising a concern. For instance, if a stakeholder is required to give evidence in a criminal or a disciplinary proceeding, the Group or its subsidiaries will arrange for him or her to receive advice about the procedure.
- 6.1.7. The Group or its subsidiaries accepts that a stakeholder needs to be assured that the matter has been properly addressed. Thus, subject to legal constraints, the Group or its subsidiaries will provide feedback to the stakeholder regarding the outcome of an investigation where applicable.

6.2. Reporting an Incident through the Tip-offs Anonymous Hotline

This hotline has been established with the help and support of Deloitte Tip - offs Anonymous Pty South Africa. The aim of this hotline is to provide all stakeholders with an independent whistle blowing and reporting channel via which any unethical behaviour or incidences may be reported confidentially and anonymously where need be.

How does the platform work?

The Tip-off Anonymous Hotline operates as a confidential and safe service through which stakeholders can anonymously report malpractices and forms a critical component of our governance structure.

The reporting channels

The anonymous hotline is available to all stakeholders across the Group on a 24hour basis. Any member of staff or other stakeholders of the Group or its subsidiaries can utilise the tip-offs anonymous channels to report by: -

- 6.2.1. Making a call to a **generic Free Call number** for telephonic reporting. The Generic Free Call number is a toll-free number meaning the caller does not bear the costs for the call.

The following are the Group generic Free call numbers for each subsidiary:

Country	Free call Number
Kenya	0800 722 626
Uganda	0800 100 255
Tanzania	800 780 026
Rwanda	+27 315 715 307
Mauritius	802 0270001

Please note that all calls made in English language will be attended to on a 24Hr/7Day basis. For calls made in **Swahili and French language, they will be attended to** during South African business hours, Mondays to Fridays 0800hrs–1700hrs Central Africa Time (CAT) or 0700hrs -1600hrs East Africa time (EAT).

Or



- 6.2.2. Sending a report to the **unique email address** DTOA@tip-offs.com
- 6.2.3. Making a report via the **Deloitte Tip-offs Anonymous website:** www.tip-offs.com or through Deloitte's **mobile-capable web reporting interface**. The reporter can access this via the mobile phone through www.tip-offs.com

The reporting process

All calls will be directed to and received by Deloitte's call centre agents who will carefully note all information shared by the whistle blowers. The caller will also have the option of revealing their identity or remaining anonymous or partially anonymous if they so wish.

Levels of anonymity and confidentiality

- 6.2.4. If a caller selects to be anonymous, they will not need to provide their name or any information that might reveal their identity. Nobody will ever know that they provided the Deloitte Tip-offs Anonymous contact centre with this information. In the same way Deloitte will not be able to contact the caller for more information if needed.
- 6.2.5. If a caller selects to be partially anonymous, their personal details will be known to only the Deloitte Tip-offs Anonymous contact centre in Johannesburg, South Africa. At no time will the details be divulged to the Group or its subsidiaries or to the individual(s) who are being reported. If needed, the Deloitte Tip-offs Anonymous contact centre will contact the caller to obtain further information.

Information processing

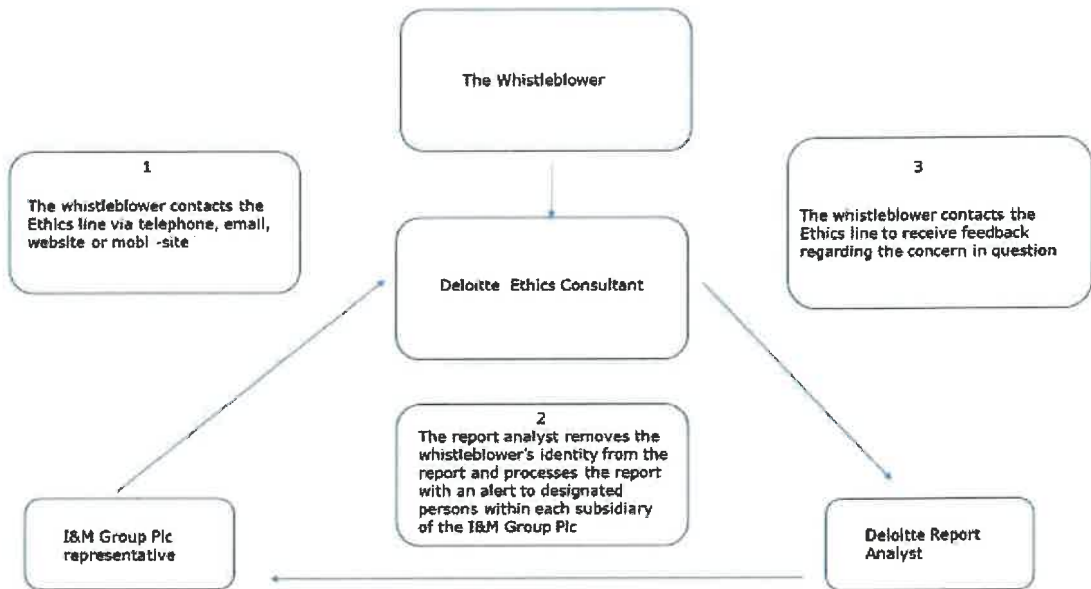
- 6.2.6. The information from calls received by Deloitte Tip-offs Anonymous Pty Ltd will be summarised into reports. Calls received in Kiswahili or French will be translated into English for reporting purposes.
- 6.2.7. Information received through emails, mobi-sites or via the Deloitte's website will be received by the Deloitte Ethics Consultant and Report Analysis team to remove logs and any information that may identify or indicate the whistle-blower's identity before retrieving the needed information for update onto the case management application.
- 6.2.8. Thus, the information retrieved through the Deloitte's tip-off anonymous channels will be electronically uploaded by Deloitte Tip-offs Anonymous Pty Ltd onto the Case Management Application, within 36 hours of receipt during weekdays, or within the next business day following a weekend or South African public holiday.
- 6.2.9. Once a report has been uploaded, an e-mail notification will be sent to designated /nominated recipients of reports within each subsidiary of I&M Group Plc. Where necessary, investigations will be undertaken with regard to the shared information and as the investigations continue, the Deloitte Tip-offs Anonymous contact centre may engage the reporter



for any clarification to assist with the investigations where the reporter has chosen to remain partially anonymous.

6.2.10. After investigations have been concluded, the nominated recipients of the reports in each country will avail the report to Deloitte for feedback to the whistle-blowers.

Overview of the reporting process



6.3. Employee Safeguards

6.3.1. Protection

This policy is designed to offer protection inter alia the Witness Protection Act to those staff of the Group or its subsidiaries who disclose such concerns provided the disclosure is made:

- In good faith
- In the reasonable belief of the individual making the disclosure that the concerns are a sign of malpractice or impropriety and if they make the disclosure via the appropriate channels.
- It is important to note that no protection from internal disciplinary procedures is offered to those who choose not to use the procedure. In an extreme case malicious or wild allegations could give rise to legal action on the part of the persons complained about.

6.3.2. Confidentiality



The Group or its subsidiaries will treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation shall be kept confidential so long as it does not hinder or frustrate any legal or regulatory requirements.

6.3.3. Anonymous allegations

This policy encourages individuals to provide as much information as possible and where possible provide contact information via which additional information can be sought for investigation purposes. However, concerns reported anonymously shall elicit the same level of priority and shall be investigated in detail.

6.3.4. False allegations

If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. In making a disclosure the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them, disciplinary action may be taken against that individual.

6.3.5. Incentive or Reward

The Group and its Subsidiaries are committed to encouraging staff and other stakeholders to report any noted unethical or illegal behavior. As such, where whistle-blowing reports lead to prevention of a loss or recovery of lost funds, the Bank may issue a reward of 1% of the amount to the whistle-blower. This shall only be accorded after the information availed has been verified and provides a credible lead to an incident.

The reward shall be granted while maintaining the confines of anonymity and protection of the whistleblower.

6.3.6. Timescales

Due to the varied nature of complaints, which require a thorough internal investigation, it is not possible to lay down precise timescales for such investigations. The investigating officer shall ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of the investigations.

The person to whom the whistle blower has communicated his or her concerns in this case his or her supervisor or any line manager, shall as soon as practically possible, send a written acknowledgement of the concern to the complainant and thereafter report back to them in writing on the outcome of the investigation and on the action that is proposed. If the investigation is a prolonged one, the investigating officer should keep the complainant informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded.

For cases reported via the tip-offs platform, the whistle-blower shall be given updates and feedback on the investigation by the Deloitte team after they receive the same from the Group or its subsidiaries' investigation team.

All responses to the complainant shall be in writing.

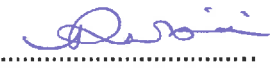



7. POLICY REVIEW AND AMENDMENT

This policy shall be reviewed and updated at least once every 2 years or more frequently as guided by the I&M Group Board or when informed by changes in the legal and regulatory environment. Any amendments made to this policy shall be reviewed and approved by the Board Nomination Remuneration Committee.



POLICY APPROVAL:

	NAME	SIGNATURE	DATE
CHAIR BARMC	ROSE KINUTHIA		23.03.2022
CHAIR BOARD OF DIRECTORS	DANIEL NDONYE		25.03.2022