

Whistle Blowing and Complaints Handling Policy



1. INTRODUCTION

1.1 This Whistle Blowing and Complaint Handling policy document is in furtherance of the Company's desire to strengthen integrity, fight against corruption and related offences. The policy is established to facilitate the development of controls that will aid in the detection of fraud against Credit Direct Limited. It sets forth the conditions and procedures for reporting, investigate allegations of corruption, fraud and any other misconduct.

2. PURPOSE

2.1 Credit Direct Limited is committed to maintaining the highest possible standards of ethical and legal conduct within the Company and in all Company-funded projects, programs and business. In line with this commitment and in order to enhance good governance and transparency, the main aims of the policy are to provide an avenue for anonymous reporting of concerns related to Fraud, Forgery or any other Misconduct (each as defined in Section 4.1) and to provide explicit support and protection for persons who give anonymous tips relating to fraud, corruption or any other misconduct (as defined in section 6.2).

This policy shall address:

- A. Anchors of the Company's Mechanism
- B. Coverage and Scope
- C. Who is a Whistle-blower and/or Complainant
- D. Protection of and Remedies for Whistle-blowers and Complainants
- E. Dispute Resolution Mechanism
- F. Voluntary Disclosure Program
- G. Channel and Procedures

2.2 The Divisional Head, Control, Compliance and Governance is designated as the advocate for whistleblowers and is authorized to implement this policy. The Control, Compliance, and Governance division shall be responsible for undertaking investigations under this policy.

3. ANCHORS OF THE COMPANY'S MECHANISM

3.1 The Company's policy on good staff conduct stresses the need to identify, report, and most importantly, prevent all forms of mismanagement of funds. Good governance in the Company as well as in all Company's projects would be enhanced by the institution of a whistle blowing and complaints handling mechanism consistent with its policy on Good Governance.

The Company purposes to have a reliable, effective and efficient mechanism that allows Third Parties, Company staff, and Development Partners to confidentially flag cases of Fraud, Forgery and any other Misconduct by staff, vendors, contractors, and other Personnel in Company businesses and Company funded activities.

"Company Personnel" includes all Staff, Office Assistant Officers, Team Leads, Managers of the Company and the Management Staff and Directors, regular and contracted Company's employees, Short and long-Term Contract Staff, Company employed Consultants and any individuals hired or employed, either permanently or temporarily by the Company.



3.2 Internally, there are a number of instruments and initiatives that enhance deterrence, prevention and detective controls. Effective implementation of the Framework will foster an environment in which management of Credit Direct Limited ("Management") sets the control philosophy and operating style within the Company by raising awareness of Company Personnel on matters of integrity and ethical values, assignment of authority and responsibility, and reinforcement of internal controls.

3.3 Company Personnel have been advised of the Company's Creed (Care, Invent, Trust, Teamwork, Energy) which demand the highest standards of ethics, honesty and accountability at all times and delivery of the best quality of service to Company clients with the utmost efficiency and transparency. These Creed would be further fostered by a credible whistleblowing and complaints-handling mechanism.

3.4 The Creed encourage Company Personnel to avoid actions that would reflect unfavourably on their position as officers or employees of the Company. Company Personnel is required to exercise utmost discretion in official business and avoid situations of real or apparent conflict between their private interests and their Company-related duties.

3.5 The Staff Code of conduct reinforces respect for the Core Values and require Company Personnel to demonstrate integrity, honesty, customers' prioritization and loyalty in the discharge of their functions and private affairs.

4. COVERAGE AND SCOPE

4.1 In line with the policy, and Code of Conduct, Company Personnel are required to disclose acts related to Fraud, Forgery, or any other Misconduct that come to their attention. Similarly, the Company's Governance requires its staff and Stakeholders to disclose acts of fraud and forgery attempt or attempted fraud and forgery, Bribery, Cash Extortion or Suppression, Corruption, espionage, and Misconduct including such acts that involve Staff and/or Company's business as well as actions that undermine or disrupt the operations and mission of the Company. The typical disclosures thus required of Company Personnel and concerned Third Parties include, without limitation, the following;

4.1.1 Unlawful acts or orders requiring violation of a regulatory law, misappropriation and, mismanagement of fund, abuse of authority, substantial and specific dangers to customers;

4.1.2 Failures to comply with statutory obligations in the area of business location.

4.1.3 Fraud, which means any intentional or deliberate act to deprive another of property by guile, deception or other unfair mean;

4.1.4 Corruption, which means the offering, giving, receiving cash or gift items, or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party;

4.1.5 Misconduct, which means failure by Company Personnel to observe the Company's rules of conduct or standards of ethics and behaviour;



4.1.6 Act of Collusion which means an arrangement between two or more staff and external parties designed to achieve an improper purpose, unlawful financial gain including influencing improperly the actions of another party;

4.1.7 Any other activity which undermines the Company's operations and mission.

4.2 Whistleblowing and complaints should be made with a reasonable belief that what is being reported is true. Allegations and concerns expressed anonymously shall be considered at the discretion of the Divisional Head, Control, Compliance and Governance. In the exercise of such discretion, the factors to be considered by the Divisional Head, Control, Compliance and Governance shall include, without limitation, the seriousness of the allegation and the magnitude of the impact on the business or reputation of the company, its credibility, and the extent to which the allegation can be confirmed or corroborated by attributable sources and substantive evidence.

5. WHO IS A WHISTLEBLOWER OR A COMPLAINANT?

5.1 A Whistle-blower or a Complainant is any person or party who conveys or is proven to be about to convey a concern, allegation or any information indicating that Fraud, Forgery, Corruption, Sexual Harassment or any other Misconduct is occurring or has occurred in the Company or in a Company related project; with knowledge or good faith belief that the concern, allegation or information is true. Such persons or parties, without limitation, include Company Staff, Contractors, Consultants, Customers, Government Officials, Officials in the Executing and Implementation Units, Professional Bodies, Officials in other Financial Institutions, former Company Personnel, or any Other Entity or Person.

5.2 This policy does not apply to complaints of Company Personnel associated with unsatisfactory probation reports, performance evaluations, discriminatory work assignments, equal employment opportunities or any other personal grievances. These shall be referred to the People Management Division and other mechanisms established by the Company for such grievances. However, wherein the view of the Whistleblower or a Complainant, factors such as probation reports, performance evaluations, work assignments and opportunities or any form of harassment are being used by management in a retaliatory manner, the policy shall apply.

5.3 The success of the policy depends, in part, on the conscience and professional ethics of the Whistleblower or Complainant and the attendant assurance of confidentiality. Nonetheless, perceived discrimination by peers, harassment or victimization by Management can be disincentives to whistleblowing. To avoid the psychological pressures such conflicts can cause whistle-blowers and complainants, the Company shall protect whistle-blowers and complainants.

5.4 It should be noted that whistle-blowers and complainants are reporting parties. They are neither investigators nor finders of fact; they do not determine if corrective measures are necessary, and they do not determine the appropriate corrective or remedial action that may be warranted.

6. PROTECTION OF AND REMEDIES FOR WHISTLEBLOWERS AND COMPLAINANTS

6.1 The Company will protect the Whistle-blower's or Complainant's identity and person. For whistleblowing and complaint handling mechanism to be effective, the concerned parties must be adequately



assured that the information given will be treated in a confidential manner and above all that they will be protected against Retaliation from within or outside the Company. The Company will maintain confidentiality of the Whistle-blower or Complainant's identity unless such person agrees to be identified. The purpose of identification includes the underlisted:

- (i) Enabling the Company or the appropriate law enforcement officials to investigate or respond effectively to the disclosure
- (ii) Identification is necessary to allow the Company or the appropriate law enforcement officials to investigate or respond effectively to the disclosure.
- (iii) Identification is required by law or under the Company's conduct and ethics, where a false accusation has been maliciously made, or
- (iv) The person accused is entitled to the information as a matter of legal right or under the Company's conduct and ethics in the disciplinary proceedings.

In such an eventuality, the Company shall inform the Whistle-blower or Complainant prior to revealing his or her identity.

6.2 Retaliation shall not be permissible against any Whistle-blower or Complainant. "Retaliation" means any act of discrimination, reprisal, harassment, or vengeance, direct or indirect, recommended, threatened or taken against a Whistle-blower or Complainant by any Person because the Whistle-blower or Complainant has made a disclosure pursuant to this Policy. The Company shall insert clauses in its policy documents and contractual agreements, undertaking to take punitive action against persons who engage in Retaliation.

6.3 The protection the Company can give parties external to the Company shall be limited to the capability of the Company. But any retaliatory action against a contractor or its employees, agents or representatives by Company Personnel or by Company Contractors because of a disclosure made by such persons under the policy will be treated as Misconduct and subject to disciplinary action. If Retaliation occurs at the hands of Company contractors, then the contract in question will become subject to immediate review and possible termination.

6.4 Subject to the provisions of this section, the following protection and sanctions can be among those employed by the Company depending on the circumstances:

6.4.1 To the extent possible, the management committee shall guarantee the confidentiality of the identities of Whistleblowers and Complainants. An individual who submits a complaint or is a witness in the course of an investigation shall, subject to the Company's conduct and ethics, have his or her identity protected by Control, Compliance, and Governance and Internal Auditor;

6.4.2 Where an individual makes or is in the process of making a report in the reasonable belief that the contents of the report are true on a matter subject to the authority of the Disciplinary Committee, that individual's identity is to be fully protected from unauthorized disclosure by the committee, even when making referrals to national authorities;

6.4.4 Where there has been an unauthorized disclosure of the identity of a Whistle-blower or someone assisting in the Division's inquiries, the Divisional Head, Control, Compliance and Governance shall



institute the appropriate disciplinary measures detailed in the Company's policy on conduct and ethics with the assistance of People Management Division.

6.5 The Company shall guarantee employment protection. Company Personnel who submit a complaint or information indicating Fraud, Forgery, Corruption, or any other Misconduct knowing or reasonably believing the complaint or information submitted to be true, shall be protected from Retaliation. Employment remedies available to a Whistle-blower against whom there has been Retaliation shall be determined by the Disciplinary committee based upon the findings and recommendations of Control, Compliance and Governance Division and shall include but not be limited to:

6.5.1 Reinstatement to the same or comparable position in salary, responsibility, opportunity for advancement and job security.

6.5.2 Back benefits and pay, with consideration of the likely advancement and salary increases that a staff member would have received.

6.5.3 Transfer upon the request of the Whistleblower to another part of the Company. Where there is no vacancy, Management shall ensure and guarantee his/her continuous employment within the organization.

6.5.4 Intangible benefits, including special recognition of the vindication of the Whistle-blower and, in appropriate circumstances, public recognition of the contributions of the Whistle-blower to the Company.

6.6 In addition to the remedies enumerated in paragraph 6.5 above, the Divisional Head, Control, Compliance and Governance shall recommend further relief as the case may be, as follows:

6.6.1 Where there is a reasonable concern that the Company Personnel may suffer personal injury or that the safety and well-being of the Company Personnel's family may be at risk, the Divisional Head, Control, Compliance and Governance together with the Divisional Head, People Management shall accord the Company Personnel with whistle-blower status and take available measures to secure his or her personal and family safety and security, as an interim relief recommendation.

6.6.2 Where the Divisional Head, Control, Compliance and Governance, determines that the Whistleblower is in a life-threatening situation, he shall take immediate necessary action to protect the Whistleblower and promptly inform the Managing Director, who shall, in turn, notify the Management team of the circumstances and actions taken to protect the Whistle-blower.

6.6.3 Where Company Personnel has suffered retaliation or is threatened with retaliation because of assistance he or she gave in an investigation or audit, on the recommendations of the Divisional Head, Control, Compliance and Governance, the Managing Director shall take steps to prevent such actions from taking effect or otherwise causing harm to the Company Personnel.

Consequently, Company Personnel who believe that retaliatory action has been taken against him or her because of whistleblowing or cooperating in an investigation or audit should contact the Divisional Head, People Management with all information and documentation available to them in support of their complaint. Divisional Head, Control, Compliance and Governance together with Divisional Head, People



Management shall as a matter of exigency review the evidence provided and make a decision or order an immediate investigation. On the recommendation of the Divisional Head, People Management, the Managing Director shall immediately provide protection from Retaliation for the affected Company Personnel.

6.6.4 Where there is no case to a claim raised by a Whistle-blower or a Complainant, but it is clear that the Company Personnel making such claim acted in good faith, the Divisional Head, People Management shall ensure that the Company Personnel suffers no Retaliation. When established, Retaliation for a disclosure made in good faith shall be by itself a misconduct.

6.7 In furtherance of the policy objectives, the Company and its Personnel shall have obligations and rights, amongst which are the following:

6.7.1 Company Personnel are duty bound to disclose any Fraud or Corruption that come to their attention immediately but in any event not later than seven (7) days after becoming aware of the Fraud or Corruption. Violation of this duty shall be subject to disciplinary action. Furthermore, disciplinary action shall be taken against Company Personnel who knowingly prevent or cover-up any acts of Fraud or Corruption. Company Personnel shall be deemed to have discharged a reporting obligation once a report is made to the appropriate quarters via:

- a. The hotline facilities established to enable anonymous disclosures (the "Hotline") is **+2348099352222**
- b. The e-mail address to which anonymous disclosure could be channeled:
 - i. The Executive Office - **CDLExecutiveoffice <CDLExecutiveoffice@fcmb.com>**
 - ii. The Divisional Head, Control and Compliance - **Godwin Clark <Godwin.Clark@fcmb.com>**

6.7.2 As a matter of general deterrence, the Company shall publicly inform Company Personnel of the penalty imposed and discipline of a Manager for Misconduct arising from a Retaliation.

6.7.3 The report of the Divisional Head, Control, Compliance and Governance recommending relief shall be furnished to the Whistle-blower via People Management Division. Upon receipt of the report, or at the conclusion of fourteen (14) days from the filing of the report, the Whistle-blower may accept the conclusions and recommendations of report sent via Divisional Head, People Management, or may reject them in whole or in part and request an alternative dispute resolution mechanism such as conciliation to be established by the Company for the said purpose;

6.7.4 The Whistle-blower shall have a prior opportunity to review any communication that would lead to exposure.

6.7.5 The reporting of the retaliatory cases related to this Policy shall, as with other investigative activities of the Divisional Head- Control, Compliance and Governance, be publicly reported by the Divisional Head, People Management and made available on the Company internal communication platform, taking into account the privacy of the Party/Parties concerned.



7. DISPUTE RESOLUTION MECHANISM

7.1 Company Personnel shall be availed an independent alternative dispute resolution mechanism such as conciliation in cases relating to retaliation against disclosures made in good faith under this policy. Company Personnel may elect an independent dispute resolution mechanism such as conciliation for a claim of Retaliation for protected disclosures or for refusal to participate in a misconduct or obey an order to violate a law. Pursuant to the adoption of the policy, the Company shall propose such an independent dispute resolution mechanism for Whistle-blowers. The rules to be followed by an independent alternative dispute resolution mechanism such as conciliation and the venue shall be agreed by the parties.

8. VOLUNTARY DISCLOSURE PROGRAM

8.1 The Company encourages Company Personnel and firms, or individuals involved in Company Projects to volunteer information on any Fraud, Forgery, Corruption or Misconduct which they have knowledge of or to which they are privy. The voluntary disclosure of malpractices will have a mitigating effect in the application of sanctions. The disclosure of such information is to further or facilitate an investigation and thus, deter or prevent Fraud and Corruption or Misconduct. Voluntary disclosure merely to pre-empt an illegality likely to be detected will not apply under this policy.

9. CHANNELS AND PROCEDURES

9.1 The channels and procedures for whistleblowing or raising complaints shall depend on whether or not the allegation, complaint or information is being made or disclosed by Company Personnel or by a party external to the Company. Company Personnel is expected to whistle blow on transactions, operations and any other activities of the Company that involve Fraud, Forgery, Corruption and Misconduct, whether internal or external.