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GROUP WHISTLEBLOWING POLICY



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1. PURPOSE

- 1.1 Concor Holdings (Pty) Ltd. including all its subsidiaries and divisions (“the Company”) is committed to the highest standards of ethical, moral and legal business conduct. Ethical business behaviour is the responsibility of every person in the company and is reflected not only in our relationships with each other but also with our customers, suppliers, shareholders, and other stakeholders. The Company’s Code of Ethics and Business Conduct [formerly Statement of Business Principles and Code of Conduct] as well as related Company policies are a key component of its commitment to high standards of business and personal ethics in the conduct of its business.
- 1.2 The Code of Ethics and Business Conduct (“the Code”) is intended to focus each director, officer and employee across the Group on areas of ethical and legal risk, provide guidance to directors, officers and employees to help them recognise and deal with ethical and legal issues, and provide mechanisms to report unethical and unlawful conduct so as to foster honest, ethical and legal behaviour across the Group. Each director, officer and employee must comply with the letter and spirit of the Code.
- 1.3 In line with this commitment we expect employees and others that we deal with, who have serious concerns about any aspect of the Company’s work to come forward and communicate these concerns through the appropriate channels provided by the Company, without any concerns or fear of victimisation. It is recognised that wherever practical, and subject to any legal constraints, matters reported will proceed on a confidential basis.
- 1.4 All the Company’s employees are strongly encouraged to report their concerns through the normal business channels, which can include immediate supervisors, managing directors, human resources representatives, internal audit, senior or executive management.
- 1.5 The introduction of the Company’s Tip-offs Anonymous Line is a supplementary reporting mechanism through which to raise concerns, if for any reason you are uncomfortable with using the normal business channels or unsatisfied with the response from the normal business channels. The system is available for use by all the Company’s stakeholders.
- 1.6 The objective of this Whistle Blowing Policy is to reinforce the Code and provide assurance to all staff, contractors and other stakeholders related to the Company that they will be protected from any penal action or victimisation arising from any legitimate matters reported through any of the reporting channels provided for by the Company.

2. AFFIRMATION AND COMPLIANCE WITH THE PROTECTED DISCLOSURES ACT:

- 2.1 The Protected Disclosures Act, Act 26 of 2000:

The Company subscribes to the principles and requirements of this Act and in order to reaffirm our compliance with the Act, the Company will:

- Ensure protection of employees who submit a disclosure in good faith and use the appropriate reporting channels provided by the Company;
- Strive to create a culture which will facilitate the disclosure of information by employees relating to criminal and other unethical or irregular conduct in the

workplace in a responsible manner by providing clear guidelines for the disclosure of such information and protection against reprisals as a result of such disclosure;

- Promote zero tolerance to any criminal and other unethical or irregular conduct within the Company.

3. SCOPE

3.1 This Policy is consistent with and aligned to the Code and addresses organisational accountability, transparency and individual responsibility by encouraging individuals to report wrongful conduct and behaviour in the workplace as measured against the Code in a responsible and ethical manner.

3.2 This Policy is intended to assist persons who reasonably and in good faith, believe they have knowledge of impropriety or wrongful conduct. It is not designed to question financial or business decisions taken by the Company, nor should it be used to ventilate any matters which have been or should be investigated under the Company's harassment, grievance or disciplinary policies and procedures.

3.3 It is expected that employees will report any violation (actual or suspected) of the Code first to management, and only in the event where they have reasonable grounds for believing that reporting such through formal channels will lead to some form of victimisation, harassment and/or disciplinary proceedings may they report the matter through the Concor Tip-Offs Anonymous hotline.

3.4 This Policy applies to all entities within Concor, all subsidiaries and business divisions, operations as well as to everyone who carries out work for the Group, including:

- Employees;
- Clients;
- Business Partners;
- Contractors and Sub-contractors; and
- Consultants.

3.5 This Policy is designed to deal with *bona fide* concerns raised in relation to issues relating to fraud, corruption, misconduct and wrongdoing within Concor. It is not applicable to human resources or industrial relations grievances, which are dealt with under distinct procedures on grievances, discipline and misconduct.

3.6 This Policy covers all legitimate concerns raised in good faith, in connection with any of the following alleged acts ("the Misconduct"), which includes:

- breach of the Code of Conduct;
- civil or criminal wrongdoing;
- failure to comply with any statutory and/or other legal obligation or requirement;
- financial or non-financial mismanagement, fraud, corruption and bribery;
- any risk or potential risk to the environment, or to the health and safety of any individual;
- improper conduct or unethical behaviour; or
- concealment of any of the above.

4. THE REPORTER

- 4.1 Any person, who works for or with Concor directly or indirectly and who has a reasonable belief that there is Misconduct ("the Reporter"), may raise a concern or make a disclosure under the procedure set out below.
- 4.2 All concerns must be raised without malice, in good faith and not for personal gain.
- 4.3 The Reporter making the disclosure, must reasonably believe that the information and the allegations made are substantially true and accurate.
- 4.4 The issues raised should relate to a director, manager, employee, and/or any operation or joint venture within the Company.

5. CONFIDENTIALITY

- 5.1 All individuals involved in receiving any disclosure made in terms of this Policy, will be cognisant of the need for confidentiality and will deal with each matter on this basis as far as reasonably possible, within the provisions of this Policy.
- 5.2 Matters disclosed in terms of this Policy will at all times be dealt with in a sensitive manner within a reasonable timeframe.

6. REPORTING PROTOCOL

- 6.1 The Reporter may report the Misconduct as follows:
- 6.1.1 Any concern by an employee about Misconduct should first be raised by the Reporter with his/her line manager or supervisor.
- 6.1.2 Any concern by any other stakeholder about Misconduct should be raised by the Reporter with the Managing Director of the company with which his/her company is contracting.
- 6.1.3 To enhance the confidentiality of the system, the Company has chosen to outsource the management of the Concor Tip-offs Anonymous hotline and has selected and contracted an independent specialist external provider namely, Deloitte Tip-offs Anonymous. Disclosures will be handled in a secure environment by Deloitte Tip-offs Anonymous by professionally trained personnel.
- 6.1.4 Should the Reporter feel threatened or intimidated to report the matter as suggested above, such Reporter should report the Misconduct through the Concor Tip-Offs Anonymous hotline. This is an independent and confidential reporting service administered by an external service provider.
- 6.1.5 Concerns may be raised orally or in writing. Reporters who wish to make a written report are invited to set out the following:
- the background and history of the concern (giving relevant dates);
 - the reason for being concerned about the situation; and
 - the extent to which he personally witnessed or experienced the problem (provide documented evidence where possible).

Although you are not expected to prove beyond reasonable doubt the truth of an allegation, you will need to demonstrate to the person contacted that there are reasonable grounds for your concern.

7. FOLLOW-UP PROCEDURE

- 7.1 The person to whom a report is made (“the Responsible Person”) is required in good faith to independently and thoroughly investigate the reported matter. The services of forensic consultants may be used if appropriate, and a comprehensive report on the findings and corrective actions taken (if any) shall be issued and filed by the Responsible Person for review by Internal Audit.
- 7.2 In the case of a matter reported through the Concor Tip-Offs Anonymous hotline, there is an agreed follow-up procedure set out in the protocol agreed with the relevant hotline service provider. Any investigation instruction flowing from that process to a Company executive (“the Responsible Person”) shall be independently and thoroughly investigated, and a comprehensive report on the findings and corrective actions taken (if any) shall be lodged with the executive issuing the instruction.
- 7.3 In dealing with the matter, the Responsible Person may consult with any member of the executive management of the Company, as he/she deems appropriate.
- 7.4 If, in the course of the investigation of any report, the Responsible Person is of the opinion that the matter is of a grievance or disciplinary nature, the appropriate procedures as referred to in clause 3.5 above will be invoked.
- 7.5 The decision of the Responsible Person as to whether there is a *prima facie* case to investigate and, if so, the outcome of the investigation or whether the matter should be dealt with as envisaged in clause 7.4 above, will be communicated to the Reporter in such manner as the Responsible Person deems appropriate.
- 7.6 All matters which are reported through the Concor Tip-Offs Anonymous hotline and all other matters for which the services of forensic consultants are retained will be set out in a report and tabled from time-to-time at the meetings of the Concor Social & Ethics Committee.

8. ANONYMITY OF THE REPORTER

- 8.1 In view of the protection afforded to individuals raising a *bona fide* concern, it is preferable that the Reporter puts his name to the report. The Company will not tolerate and/or entertain the harassment or victimisation of anyone raising a legitimate concern. The latter would equally apply where the Reporter is mistaken as to the true nature of the issue.
- 8.2 It is, however, recognised that a Reporter may wish to raise a concern in confidence under this Policy and, in such instance, the identity of the Reporter will not be disclosed without his consent.
- 8.3 A Reporter who wishes his/her identity to remain confidential, must specifically inform the person to whom the report is made, of this fact.
- 8.4 If a situation arises where the matter cannot be resolved without revealing the identity of the Reporter, this will be discussed with the Reporter before any action is initiated and the best way forward will be agreed.

9. PROTECTION OF THE REPORTER

- 9.1 The Company acknowledges that the protection of the Reporter is fundamental to the success of the whistle-blowing process.
- 9.2 No Reporter who makes a disclosure in good faith, reasonably believing it to be true, will as a consequence of making the disclosure, be:
- subjected to any disciplinary action;
 - dismissed, suspended, demoted, victimised, harassed or intimidated;
 - transferred against his/her will;
 - refused a transfer or a promotion;
 - refused a reference or provided with an adverse reference;
 - threatened with any of the above; or
 - otherwise adversely affected in his/her employment, including employment opportunities and work security.
- 9.3 The above protection is not afforded to a Reporter who has made a disclosure concerning his/her own misconduct.
- 9.4 Deliberate reporting of false information equates to misconduct and is not protected by this Policy or the law.

10. REPORTING AND RECORDING OF DISCLOSURES:

- 10.1 A disclosure is a reported concern that has been submitted by an employee, contractor or external stakeholder acting in good faith using the Concor Tip-off Anonymous Hotline. It does not include issues or concerns raised by employees through normal business channels in an open, non-confidential manner. All disclosure reports will be treated in confidence.
- 10.2 Users of the Company's Hotline can report their disclosures using any one of the following mediums of communications:
1. Use of a dedicated FreeCall number which is **0800 733 734**
 2. Use of one unique e-mail address which is **concor@tip-offs.com**
 3. FreePost address: **KZN 138, Umhlanga Rocks, 4320**
 4. FreeFacsimile: **0800 00 77 88**
 5. Access to the Deloitte Tip-offs Anonymous website which is **www.tip-offs.com**
- 10.3 Disclosures will be received by Deloitte Tip-offs Anonymous, the external service provider and reports will be prepared for communication to the following authorised individuals listed in the table below:

Name and Surname	Designation	Contact Numbers	E-mail Address
<u>Nominee 1</u>	HR and HSE Director	011-590 5714	craig.lawrence@concor.co.za
<u>Nominee 2</u>	Group Chief Financial Officer	011-590 5750	nosipho.maphumulo@concor.co.za
<u>Nominee 3</u>	Group Chief Executive Officer	011-590 5470	lucas.tseki@concor.co.za

Under normal circumstances, all reports will be sent to both Nominee 1 and Nominee 2 as the primary recipients.

However, a relevant escalation process has also been defined for certain circumstances as follows:

- Should nominee 1 or 2 be implicated, the report is escalated to nominee 3.
- Should nominee 3 be implicated the report is escalated to nominee 4.

10.4 The following independent person would be contacted in the event a particular disclosure concerns or involves Nominee 3:

Name and Surname	Designation	Contact Numbers	E-mail Address
<u>Nominee 4</u>	Chairperson of the Board of Directors	011-656 3437	queen@somilaholdings.com

10.5 The reports will include only objectively presented information that is in direct relation to the scope of any investigation undertaken for the verification of the alleged facts.

10.6 All reports provided to the reporting personnel as indicated above will eliminate any element that could identify the employee making a disclosure. This means that the employee will remain totally anonymous if they have chosen to use this option.

10.7 However, the identity of an employee will be provided to the Company if the following condition is met:

- The employee has given their verbal consent to Deloitte Tip-offs Anonymous, the external service provider, to communicate their identity to the Company.

11. IMPLEMENTATION AND RESPONSIBILITY:

11.1 The Company recognises that, to ensure the effective implementation of this Policy, it should be communicated and fully understood by all stakeholders.

11.2 Management and supervisory staff, at all levels of the Company, are responsible for ensuring that adequate awareness is created internally regarding the scope and objective of this Policy, including the mechanisms created for disclosure.

11.3 The management of Concor or its operating entities is responsible for ensuring that:

a) This Policy is communicated and implemented where applicable.



- b) Each division or operation compiles and implements a site specific procedure encompassing the requirements of this Policy and local requirements.
- c) Resources and facilities are available to implement the requirements of this Policy and process.

12. NON-COMPLIANCE:

- 12.1 Employees who violate relevant aspects of this Standard will be subject to disciplinary action.
- 12.2 Any disciplinary decision applied by Concor in any situation shall be without prejudice to any civil and/or criminal consequences to which the violation may give rise.

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