



## FIRST SECURITIES DISCOUNT HOUSE LIMITED

### Whistle-Blowing Policy

#### 1) Introduction

This policy is introduced in furtherance of the company's aim of improving corporate governance in the organization. It is also aimed at fulfilling part of the requirements of the Central Bank of Nigeria's code of corporate governance. Whistle-blowing enables a company to obtain early warning signals on what may be going wrong in the organization, especially in cases where it would be difficult to use formal communication channels. This is important where the issues involved are very sensitive and would require the confidentiality of the whistle blower. In other words whistle-blowing is a confidential channel open to all employees and customers of the company to report any wrongdoing to management and the board of the company.

#### 2) What should be reported?

- 2.1 Fraudulent activities
- 2.2 Illegal activities
- 2.3 Bribery and corruption
- 2.4 Gross misuse of company's assets including information asset
- 2.5 Conflict of interest and abuse of office on the part of any member of staff or director
- 2.6 Activities likely to endanger life or property
- 2.7 Insider dealings
- 2.8 Sexual harassment
- 2.8 Other unethical activities

#### 3) Who should report?

- 3.1 Employees
- 3.2 Directors
- 3.3 Clients
- 3.4 Vendors and service providers

#### **4) Protection for whistle-blower**

The company will do its best to maintain as confidential the identity of the whistle-blower. The company shall ensure that the whistle-blower is not victimised in any way, even if it becomes necessary for him/her to come forward to give evidence. In addition, the company undertakes to investigate all the whistle-blowing reports that are made and where necessary to provide feedback to the whistle-blower on the outcome of the investigation. The whistle-blower will still enjoy the protection under this paragraph even if the report turns out not to be true after investigation provided that all the obligations in paragraph 5 below were fulfilled.

#### **5) Obligation of the whistle-blower**

In making whistle-blowing reports, the whistle-blower should ensure that:

- 5.1 The report is made in good faith
- 5.2 He or she has reasonable ground to believe that the report is true
- 5.3 He or she is not making the report for personal gain

#### **6) False allegation**

Where there are deliberate false allegations, the following disciplinary measures will be taken against the whistle-blower.

- 6.1 If the whistle-blower is a member of staff, disciplinary measures will be taken in line with company policy and may, in some cases, lead to dismissal.
- 6.2 If the whistle-blower is a supplier or service provider, he or she may be blacklisted.

#### **7) Issues to consider when making whistle-blowing reports**

- 7.1 Reports can be made in writing by email or verbally either by telephone or in person. As much as possible all whistle-blowers should ensure that reports are made in writing. This will facilitate investigation and ensure that the concrete issues raised are dealt with.
- 7.2 The company encourages all whistle-blowers to put their names to the reports. However, reports can be made anonymously where the whistle-blower feels that it is in his/her interest to do so. It should be understood that anonymous reports are much more difficult to investigate, especially in cases where there is insufficient documentary evidence. Before making anonymous reports, therefore, the whistle-blower should ensure that the report contains pointers to credible sources that can be used to confirm the issues raised in the report.

## 8) Procedure for making whistle-blowing reports

- 8.1 The email address for making whistle-blowing report is [whistleblowing@fsdhgroup.com](mailto:whistleblowing@fsdhgroup.com). The CEO and the Head of the Internal Audit Unit will have access to the email.
- 8.2 Where the whistle-blower considers the matter to be too sensitive, the report can be addressed direct to the Chairman of the company at [iydikko@hotmail.com](mailto:iydikko@hotmail.com).
- 8.3 For verbal reports, the following telephone hotlines should be used:
  - 8.3-1 08094167305/08130409597 (Chairman)
  - 8.3-2 08094167308/08130409598 (Managing Director)
  - 8.3-3 08094167309/08130409599 (Head of the Internal Audit Unit)

## 9) What happens after the report?

- 9.1 The issues will be thoroughly investigated, using all available evidence. The whistle-blower may be called upon, if the report is not anonymous, to provide in strict confidence any available evidence necessary to confirm all the issues raised in the report.
- 9.2 If the report is not anonymous, the whistle-blower will be the first to be apprised of the outcome of the investigation.
- 9.3 Where the allegations are confirmed, the company undertakes to take necessary disciplinary measures against identified offenders in line with company policy. Where injuries have been suffered by the whistle-blower, the company undertakes to provide necessary remedies as may be permitted by company policy.
- 9.4 Anytime that a report is received, it should be reported to the Board Audit Committee by the Internal Audit Unit.
- 9.5 The Internal Audit Unit will provide regular updates to the Board Audit Committee on all whistle-blowing reports received, including the outcome of investigations, and remedial actions taken.

## 10) Investigation of whistle-blowing reports

### 10.1 Reports against members of the Board, the Managing Director and the Executive Directors.

Investigation will be handled by a Disciplinary Committee comprising the Chairman of the Audit Committee, the Chairman of the Risk Management Committee, one independent director and a representative of the company's lawyers. The Chairman of the Audit Committee will serve as the Chairman of the Disciplinary Committee. The Head of the Internal

Audit Unit and the Head of HR may be co-opted at the discretion of the Committee to provide technical input.

**10.2 Reports against other members of staff other than the Executive Directors.**

Investigation will be handled by a Disciplinary Committee comprising the Head of the Internal Audit Unit, the Head of HR, a representative of the company's lawyers, and the Head of the Unit of the staff member against whom the report was made or the supervisor of that employee.