

HOGANGUARDS LIMITED



WHISTLEBLOWING, MISCONDUCT REPORTING POLICY AND PROCEDURE

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INTRODUCTION

HOGANGUARDS LIMITED (HGL) is committed to carrying out business in the most ethical, honest and open manner, while encouraging accountability, confidential reporting of misconduct determined to be fraudulent, dishonest, corrupt and capable of jeopardizing the integrity and reputation of HGL.

In line with this and in order to encourage transparency and safeguard the integrity of HGL, there arises the need for this policy.

This policy is intended to:

- a. Provide an avenue for reporting of illegal, unethical or dishonest behavior, including actions liable to put the Company in jeopardy;
- b. Provide assurance that concerns raised in confidentiality or anonymously will be treated so and identities will not be revealed to the extent possible. Also, whistleblowers shall be protected from retaliatory actions.

The aim of the policy is to have an open and enabling working environment, where legitimate concerns can be raised without fear of victimization, harassment and the assurance of investigation reaching a justifiable conclusion.

It is important to note that this policy is not to be deemed as overriding other policies or regulations and shall be read and applied alongside the provisions of such other rules, regulations, policies and the Company handbook as may be introduced from time to time.

PART 1: THE POLICY

1. POLICY STATEMENT

HOGANGUARDS LIMITED is committed to maintaining and promoting a working environment wherein employees are free to report cases of misconduct, criminal activities, violations and acts capable of bringing disrepute without fear of intimidation, victimisation or threat. We also seek to ensure confidentiality is maintained in the handling of reports made.

An individual making such disclosure is known as a “whistleblower” and is expected to give true reports of such incident, free from malice, spite or redirection of the appropriate investigation authority from the real issues plaguing the company.

The Company is willing to protect all whistleblowers and ensure anonymity to the fullest extent possible is maintained and will ensure quick and prompt attendance to all concerns raised.

1.1 OBJECTIVES OF THE POLICY

This policy seeks to set out the company’s whistleblowing policy, including procedures for the disclosure or reporting of misconduct and unethical behavior, so that the company can take notice of and appropriate actions taken.

It is to encourage all stakeholders to report unacceptable behavior, while also giving the assurance of the protection of such disclosures.

Some specific objectives of the policy includes:

1. Encouraging timely reporting of alleged misconduct/ unethical behavior.
2. Encourage confidentiality in the disclosure of reported concerns, without fear of victimization or retaliatory attacks.
3. Provide assurance of protection of whistleblower(s) after raising legitimate concerns.
4. Encourage timely institutional response by way of quick investigation and resolution of concerns.
5. Ensuring that improper conduct is adequately punished, thus serving as a deterrent to other stakeholders.
6. Promote an open work environment, which enables accountability, transparency and integrity.

1.2 SCOPE OF THE POLICY

The policy is to enable whistleblowers report acts of misconduct witnessed or likely to occur to the appropriate authority within the company in a timely manner. However, concerns disclosed should not be based solely on suspicions, rumors, speculations, assumptions, malice etc., but on personal knowledge after careful observation, verifiable facts that indicate truth.

1.2.1 The stakeholders covered by this policy include:

- a. Employees
- b. Clients
- c. Contractors, suppliers, vendors
- d. Voluntary and non-salaried staff
- e. Contract staff
- f. National Youth Service Corp (NYSC) members
- g. Students on industrial working experience (SIWES)
- h. Members of the public
- i. Other relevant stakeholders as the case may be.

1.2.2 Reportable misconducts or concerns (non-exhaustive) includes but not limited to:

- a. All forms of financial malpractice such as fraud, bribery, theft, conversion etc.
- b. Actions harmful to the physical assets of HGL including the office premises.
- c. Sexual harassment, assault or violence.
- d. Actions negating the Health, Safety or Environment policy of HGL or putting the Health, Safety or Environment at risk.
- e. Any criminal activity / conduct
- f. Workplace harassment, threat, bullying and other forms of intimidation.
- g. Instigating violence, rebellion or strike.
- h. Sabotaging HGL
- i. Unprocedural or unprofessional conduct, other forms of unethical behavior.
- j. Failure to comply with Local, State or Federal Laws.
- k. Espionage (against HGL)
- l. Providing false information upon employment.
- m. Failure to comply with industry regulations, company policies, regulations, company handbook.
- n. Personal acts capable of bring the company to disrepute.
- o. Conduct capable of undermining the core ethical values of the Company.
- p. Dishonesty in relation to commission and other bonuses.

- q. Receiving kickback.
- r. Covering up/ not reporting any of the above concerns
- s. Failure to send received concerns to the appropriate authority

This policy covers all stakeholders irrespective of grade, location, and functions and is not exhaustive.

1.3 COMMITMENT

The Board of Directors and Management of HGL are committed towards promoting a culture of openness in the workplace, accountability, transparency, integrity and other positive values, while shunning actions capable of soiling the standard and reputation of the Company.

The Board of Directors and Management also pledges to ensure the protection of whistleblowers from victimization or retaliatory actions, thus encouraging a continuous culture of openness, truth, with the slogan: **SEE SOMETHING, SAY SOMETHING.**

Pursuant to the above, stakeholders and members of the public are enjoined to raise legitimate concerns. This helps HGL readily address such issues, as they affect the public and internal perception/ reputation of the Company.

At HGL, we encourage disclosure of identity by the whistleblower, to enhance credibility and the entire investigation process. We also welcome anonymous disclosures and offer protection of identity to the fullest extent possible in internal investigations.

1.4 WHEN SHOULD A REPORT BE MADE

Misconducts are reportable after taking place, when occurring and where is reasonable and strong reason to believe its occurrence at a future date or at the earliest possible date, to mitigate the effect of such act of indiscretion.

It is important to note that reportable acts are not limited to PART 1 of this policy, neither is the loss or damage limited to financial loss of physical damage. It includes loss of reputation, integrity, display of unprofessionalism, etc.

PART 2: REPORTING AND INVESTIGATION

2.0 CATEGORIES OF WHISTLEBLOWERS

Whistleblowers in terms of affiliation can be categorized into the following:

- I. **Internal whistleblower:** this includes employees and other persons employed by and means by HGL e.g. students on industrial work experience (SIWES), National Youth Service Corps (NYSC) members, contract staff, volunteers etc., and are expected to report incidents involving fellow staff members, managers, superiors, with regards to the grade of such employee to the relevant authority.

- II. **External whistleblower:** stakeholders in this category include clients, vendors, consultants, customers, service providers, suppliers and other members of the public. They are to report misconducts directly to the MD/CEO.

II.1. INTERNAL WHISTLEBLOWING

Concerns under this heading may be raised either by public declaration i.e. without hiding of identity or anonymously through the following ways:

- a. Formal letter to the Head of Human Resources or Head of Internal Audit.
- b. By e-mail to concerns@hoganguards.com
- c. Call or text to 09055527777

Where concerns are received about the Head of Human Resources or Head of Internal Audit or Management staff or member Board of Directors, such shall be directed to the MD/CEO through the following ways:

- a. Formal letter to the MD/ CEO.
- b. By e-mail whistleblowing@hoganguards.com

Where the concern is received by a staff other than the Head of Human Resources or Head of Internal Audit or MD/ CEO, the staff in receipt thereof shall:

- a. Document the concern and immediately forward it to the Head of Human Resources or Head of Internal Audit and a copy sent to the MD/ CEO.

II.1.1. REPORTING FORMAT

Report/ disclosure of legitimate concerns should include the following:

- a. Date of incident
- b. Type of incident
- c. Description of incident
- d. Individuals/ parties involved
- e. Location of incident
- f. How act was committed
- g. Why you believe it is an improper conduct

Concerns should be as specific as possible, detailing information necessary to ascertain the truth and conduct an in-depth investigation.

Whistleblowers are not required to show convincing proof of the incident. It is sufficient to show legitimate ground to suspect the concern raised occurred or is likely to occur.

II.1.2. INVESTIGATION PROCEDURE

The Head of Human Resources or Head of internal audit shall within ten (10) days of receiving the disclosure:

- a. Acknowledge receipt of the concern
- b. Conduct inquiries into the concern to ascertain if it falls within the ambit of matters covered or envisaged by this policy
- c. Where paragraph B above is positive, a full investigation shall be conducted into the validity and truth of the claim.

Upon conclusion of the investigation, the Head of Human Resources or the Head of Internal Audit shall submit a comprehensive report on the matter to the MD/ CEO for further action in line with the Company handbook and Regulation.

Where necessary, the whistleblower shall be regularly updated on the result of the investigation and further action to be taken.

If dissatisfied with the result of the investigation, the whistleblower may have recourse to the MD/CEO, but this will not hinder the whistleblower's right to seek redress in a competent court of law within Nigeria.

II.2. EXTERNAL WHISTLEBLOWING

External whistleblowers include customers, clients, suppliers, service providers, vendors, contractors, members of the general public and other stakeholders not employed by HGL.

Concerns under this heading may be raised either by public declaration i.e. without hiding of identity or anonymously through the following ways:

- a. Formal letter to the MD/ CEO.
- b. By e-mail to concerns@hoganguards.com
- c. Call or text to 09055527777

Where concerns are received about the Head of Human Resources or Head of Internal Audit or Management staff or member Board of Directors, such shall be directed to the MD/CEO through the following ways:

- a. Formal letter to the MD/ CEO.
- b. By e-mail to whistleblowing@hoganguards.com

Where the concern is received by a staff other than the Head of Human Resources or Head of Internal Audit or MD/ CEO, the staff in receipt thereof shall:

- a. Document the concern and immediately forward it to the MD/ CEO.

II.2.1. REPORTING FORMAT

Report/ disclosure of legitimate concerns should include the following:

- a. Date of incident
- b. Type of incident
- c. Description of incident
- d. Individuals/ parties involved
- e. Location of incident
- f. How act was committed
- g. Why you believe it is an improper conduct

Concerns should be as specific as possible, detailing information necessary to ascertain the truth and conduct an in-depth investigation.

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II.2.2. INVESTIGATION PROCEDURE

The Head of Human Resources or Head or internal audit shall within ten (10) days of receiving the disclosure:

- a. Acknowledge receipt of the concern
- b. Conduct inquiries into the concern to ascertain if it falls within the ambit of matters covered or envisaged by this policy
- c. Where paragraph B above is positive, a full investigation shall be conducted into the validity and truth of the claim.

Upon conclusion of the investigation, the MD/ CEO shall in line with the Company hand book give directive to the Head of Human Resources on the next line of action.

Where necessary, the whistleblower shall be regularly updated on the result of the investigation and further action to be taken.

If dissatisfied with the result of the investigation, the whistleblower may have recourse to the Chairman Board of Directors.

The application of this policy will not hinder the whistleblower, the Company or other affected stakeholders from seeking redress in a competent court of law within Nigeria.

2.3 TIME LIMIT

In line with HGL's commitment to quick resolution of concerns raised, all investigations and discourse on disclosures shall be concluded within the shortest possible time and where there requires a need for long extensions, a comprehensive report detailing the concern, investigation conducted and reason for the elongation of the process shall be forwarded to the MD/ CEO for approval. Such elongation of process shall be the shortest possible time.

PART 3: PROTECTION, DISCIPLINE AND COMPENSATION OF WHISTLEBLOWERS AND OTHER STAKEHOLDERS

3.0 PROTECTION/ COMPENSATION OF WHISTLEBLOWERS

HGL is committed to promoting a culture of justice, fairness, openness, accountability, integrity, transparency and top professionalism and to this end, HGL is committed to providing adequate protection for whistleblowers against victimization and retaliatory attacks upon raising bona fide concerns about misconduct, illegal or unethical acts.

HGL is also committed to protecting the identity of anonymous whistleblowers to the fullest extent possible in the course of internal investigations of concerns raised, particularly concerns with criminal undertone. Whistleblowers are, however, enjoined to provide their names when making report, to aid in the investigation process and confirm the authenticity of claims made.

3.1 DISCIPLINE

Disciplinary action shall be taken against any staff who receives a disclosure and fails to forward same to the appropriate authority.

Where an allegation of misconduct is made bona fide but it is not corroborated by strong evidence/ proof, no disciplinary action shall be taken against such whistleblower.

However, if a whistleblower knowingly makes false and malicious allegations or intends to mislead the investigating authority, such shall be subjected to disciplinary action.

3.2 COMPENSATION

Whistleblowers may be rewarded upon conclusion of investigation and other disciplinary action, depending on the circumstances of each case.

Compensation may be given to whistleblowers who suffer loss as a result of the disclosure or investigation.

It is important to note that compensation is discretionary and at the instance of the MD/ CEO.

PART 4: INTERPRETATION

4.0 DEFINITION OF TERMS

Whistleblowing	is the reporting of dishonest, unethical, criminal acts or conducts in PART 1 perpetuated by employees, customers, clients, suppliers, vendors, contractors, and other stakeholders to the appropriate authority for the purpose of investigation, determination of guilt and discipline of the culprit.
Whistleblower	a person whistle blowing
Concern/ disclosure	allegation of misconduct contrary to the provisions of the policy
Investigation	is the process of verification of a concern raised by a whistle blower
Board of Directors	the board of directors of Hoganguards Limited
Chairman Board of Directors	refers to chairman of the board of directors of Hoganguards Limited
Bona fide/ good faith	this is when a whistleblower raises a concern without malicious intent
The Company	refers to Hoganguards limited
Managing Director/ Chief Executive Officer (MD/CEO)	refers to the Managing Director/ Chief Executive Officer of Hoganguards Limited