



WHISTLE BLOWING POLICY

Directors: Linus Gitahi, Dan Awendo, Mbugua Gecaga, Ketan Shah, Peter Nduati, Rachel Mbai and Caroline Kigen.



1. Background

Companies all over the world recognize that employees, from time to time, have concerns about what is happening at work, but are afraid to report those concerns. Reports are not limited to fraud, theft or corruption, but about possible misconduct, cover a much wider range of malpractices, including behavior that is not in line with the Company's values. Such malpractice can be happening, likely to happen or even have happened. Whistle-blowing is the act of reporting through established channels, malpractices or un-ethical conduct which may or is happening in a company and which includes acts deemed to be in contravention of the Constitution, the national laws, the Company's policies.

2. Policy Statement

This Whistle Blower Policy has been formulated to enable all employees and external stakeholders to raise concern against any malpractices including but not limited to unprofessional or unethical conduct, fraud, corruption, any criminalized act or potential infractions of the Company's staff code of conduct and Ethics Manual, breaches of copyright or patent and alike. This policy also outlines the reporting procedure and investigation mechanism to be followed in case an employee or external stakeholder blows the whistle on any wrongdoing in the Company.

Employees are given protection in two important areas - confidentiality and reprisal. These are ensured so that complaints or concerns regarding any violation or potential violation are reported easily and free of any fear of reprisal, provided they have raised the concern in good faith. An ombudsperson has been appointed to receive the complaints through email or letters who would investigate the complaints with an investigating team. The final decision would be taken by the Ombudsperson in consultation with the Audit, risk and compliance Committee. This Policy will help to draw the Company's attention to illegal, unethical, inappropriate or incompetent conduct which has or may have detrimental effects either for the Company or for those affected by its functions.

Home Afrika encourages a free and open culture in all engagements with its employees and all stakeholders with whom it has business relations. In particular, we recognize that effective and honest communication is essential if any breaches of the HR Policy or Staff Code of Ethics and Conduct Manual are to be dealt with appropriately.

3. Policy Purpose

This policy is designed to:

- i. Assist and enable all employees and external stakeholders of the company to raise concerns or to disclose information which they believe, in good faith, may indicate acts or omissions that are detrimental to the Company's interest financial or otherwise; and

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- ii. Provide a transparent and confidential process for dealing with ethical concerns

4. Policy Objectives

The objectives of the policy are:

- i. Demonstration that the company is committed to ensuring its activities are carried out ethically, honestly, and to high standards;
- ii. Facilitate the development of a culture of openness, accountability and integrity;
- iii. To encourage all stakeholders to raise matters internally and have them resolved without fear of punishment or unfair treatment.
- iv. provision of an avenue for stakeholders to raise concerns regarding any violations of legal or regulatory requirements, intentional utterance of incorrect or misleading information including any financial statements or
- v. bolster anti- corruption and anti-fraud efforts and defenses;

5. Policy Principles

This policy is guided by the following principles:

- i. All concerns will be treated fairly and properly;
- ii. The company will not tolerate any form of harassment or victimization of anyone raising a genuine concern;
- iii. Information on any individual making a disclosure will be kept confidential;
- iv. The management will ensure transparency and feedback towards the whistle blower; and
- v. The Management will ensure that no one is at risk of suffering some form of retaliation as a result of raising a concern. The same assurance is however not extended to someone who maliciously raises a matter that is proven be untrue

6. Policy Definitions

- i. **“Employee”** means any person on the payroll including those on contract, temporary, probationer, apprentice, trainee, part time employees/workers, full time consultants, holding permanent, honorary, ad hoc, voluntary or short term positions.
- ii. **“Whistle blower”** means any person be it a customer ,service provider/supplier or an employee who raises a concern about any wrongdoing, event or information about an actual, suspected or anticipated Reportable Matter. The Whistle blower is not expected to prove the truth of the allegation; but s/he needs to demonstrate sufficient grounds for concern and good faith;
- iii. **“Reportable Matter”** means :
 - a. general Malpractice;
 - b. abuse of authority;

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- c. negligence causing substantial and specific danger to public health and safety;
 - d. manipulation of company data/records;
 - e. financial irregularities, including fraud or suspected fraud or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports;
 - f. any unlawful acts or omissions ;
 - g. Unlawful and unauthorized disclosure of confidential/propriety information;
 - h. breach of Company Policy or failure to implement or comply with any approved Company Policy/internal guideline
- iv. **“Disciplinary Action”** means any action that can be taken upon the completion of or during the investigation proceedings including but not limited to a warning, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter;
- v. **“Good Faith”** means a whistleblower shall be deemed to be communicating in “good faith” if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the whistleblower does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- vi. **“Ombudsperson”** means the Chairman of the Board, who ensures with the fair and expeditious resolution of complaints in an impartial, confidential and independent manner;
- vii. **“Investigation Team”** means three persons appointed by the Ombudsperson, required for assistance in the investigation of the Protected Disclosure and who submit their findings to the Ombudsperson;
- viii. **“Whistle officer”** means the Managing Director who is appointed to act as secretary to the Ombudsperson and shall have custody of all complaints, investigation findings and record of proceedings and findings of the Ombudsperson.

7. Disqualifications

A Reportable Matter should not be confused with a grievance related to employment/labour relations issues. Therefore, complaints associated with unsatisfactory probation reports, performance evaluations and favoritism would not be covered under this policy. Such cases shall be referred to the Human Resources Department and redress sought through other disciplinary mechanisms established within the system. As regards suppliers/service providers reportable matter should not be confused with grievance related to delays/non-payment, dissatisfaction from Terms and Conditions of contracts etc. Reportable matter may include concern like kick-backs/solicitation for bribes, forgery, misuse of Home Afrika’s resources etc.



8. Policy Responsibility

All staff have a responsibility to ensure that the best possible standards of care are achieved and to act in accordance with their professional codes of conduct.

9. Whistleblowers

- i. Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company;
- ii. Co-operate with investigating team and Ombudsperson in maintaining full confidentiality;
- iii. A whistle blower has the right to protection from reprisal but this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation;
- iv. Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice. It may forewarn the Subject and important evidence is likely to be destroyed;
- v. In exceptional cases, where the whistle blower is not satisfied with the outcome of the investigation carried out by the Whistle Officer or the Investigation Team, he/she can make a direct appeal the Managing director.

10. Whistle Officer and Investigation Team

- 10.1. **Whistle Officer** – is the Company Managing Director appointed from the current ranks of the Company whose main duties shall be:
 - 10.1.1. Maintenance of records of all complaints received, the investigation report and proceedings ensuing thereafter;
 - 10.1.2. observe confidentiality; and
 - 10.1.3. shall be the secretary of ombudsperson.
- 10.2. **Investigation Team** shall consist of a team of three (3) officers from the current ranks in the company. Their main duties are:
 - 10.2.1. Conduct the enquiry in a fair, unbiased manner; ensure complete fact-finding by conducting discrete interviews with persons of interest;
 - 10.2.2. observe strict confidentiality;
 - 10.2.3. share the findings of their investigation report that outlines the following:

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- ✓ summary of the occurrence classified as a reported matter;
- ✓ the dates of occurrence of the prohibited act or omission;
- ✓ the specific acts that constitute the prohibited act;
- ✓ written witness statements; and
- ✓ a recommendation to the Ombudsperson on whether an improper practice has been committed and if so by whom.

10.2.4. Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures; and

10.2.5. Provide information, documents to whistle officer regarding complaints.

11. Reporting Mechanisms

Employees and stakeholders should raise Reportable Matters directly to the Ombudsperson appointed by the Company to receive all such complaints under this policy and ensure appropriate action. A Reportable Matter can be reported in one of the following ways:

- raising his/her concern orally, (i.e. face to face or over the phone). If an employee wishes to discuss the matter orally, he or she should indicate this in the submission and include a telephone number at which s/he might be contacted if it is deemed appropriate.
- By writing an email on email id of the Ombudsperson - ombudsperson@homeafrika.com ;
- By sending a complaint letter in a sealed envelope marked "Whistle Blower-Private and Confidential" to the Ombudsperson/Whistle Officer using the following address.

To the Ombudsperson/Whistle officer
Home Afrika Limited
Pent Suite 1, 5th Floor,
Morningside Office Park, Ngong Road,
P.O. Box 6254-00100, Nairobi, Kenya

Whichever way a complainant chooses; s/he should give as much information as possible. The informant should identify or provide evidence of the following to the extent that this detail is known or available to him or her:

- ✓ Why s/he is concerned and the background information;
- ✓ Any other procedures which s/he has already used and what happened;
- ✓ The area or location of the alleged behavior;
- ✓ Key personnel involved in the alleged behavior;

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- ✓ The nature of the alleged incident;
- ✓ The time period over which the alleged incident has occurred;
- ✓ An estimate of the monetary value, if known, associated with the alleged incident; and
- ✓ Documentary evidence in support of the alleged incident.

In order to enable the Company to effectively evaluate and investigate the concern the complainant must provide all the critical information and a detailed description of the concern as defined above.

12. Anonymous Allegations

This policy encourages those giving information to disclose their identity whenever possible. Any complaint should be factual to the extent possible, rather than speculative or relate to a conclusion or assertion for which no supporting evidence is offered. It should contain as much information as possible to allow for proper assessment. Concerns expressed anonymously will be considered at the discretion of the Ombudsperson in exercising this discretion, the factors to be taken into account would include:

- a) The seriousness of the issues raised
- b) The credibility of the concern and
- c) The likelihood of confirming the allegation from attributable source.

13. Investigation

Any such disclosure/complaint received by the Ombudsperson would be investigated discretely in order to avoid discrimination against the complainant. The Ombudsperson would decide whether the complaint qualifies for further investigation under this policy or not.

If the Ombudsperson decides that the complaint qualifies for investigation under the Whistle Blower Policy, initial enquiry would be conducted by the Ombudsperson. If the initial enquiry indicates that the concern has no basis, or if the matter is not to be pursued under this policy, it may be dismissed at this stage and the decision would be documented.

If initial enquiry indicates a necessity of further investigation, then that will be carried out by the Investigation Team. Investigation may involve study of documents and interviews, access system and other information required for the purpose of investigation. Full cooperation must be provided to Investigation team.

The Investigation Team would submit the report (Not Later than 90 days from date of receipt of concern/disclosure) to the Ombudsperson clearly indicating their findings as early as possible. Ombudsperson can allow additional time for submission of report based on the circumstances of the case.



The final decision will be taken by the Ombudsperson in consultation with the Audit & Risk Committee.

All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities.

If the investigation of a report that was done in good faith and investigated by ombudsperson is not to the Whistle blower's satisfaction, then he/she has the right to report the event to the Executive Director.

The Whistle blower will be kept informed of the progress and the final outcome of the investigation, within the constraints of maintaining confidentiality.

If the malpractice constitute criminal offence Ombudsperson can take appropriate action including reporting to police. Ombudsperson to ensure implementation of Final decision/recommendation. Though no time frame is specified for such action the company will endeavor to act as quickly as possible in case of proved malpractice.

14. False Complaints

All Whistleblowers are protected from victimization, harassment or disciplinary action as a result of any disclosure, where the disclosure is made in good faith and is not made maliciously. Whistle blowers who make any disclosures, which have been subsequently found to be malicious or who intentionally files a false report of wrongdoing will be subject to disciplinary action including termination.

15. Confidentiality of Identity of the Whistleblower

Whistle-blower protections are provided in two important areas - confidentiality and against retaliation. In so far as possible, the identity of the Whistle blower will be maintained. However, the identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense.

16. Protection to Whistleblower

- 16.1. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employees will not be at the risk of losing their jobs or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle blowers' right to continue to perform his/her

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duties/functions including making further protected disclosure, as a result of reporting under this Policy. The protection is available provided that:

- i. the communication/ disclosure is made in good faith;
- ii. He /She reasonably believes that information and any allegations contained in it, are substantially true; and
- iii. He/She is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

16.2 The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle blower.

17. Documentation

The whistle officer shall maintain documentation of all complaints or reports, subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of five (5) years from the date of receipt of the complaint or as required by law, whichever is higher.

18. Audit, Risk & compliance Committee



The Audit , Risk & Committee shall oversee the implementation of the whistle blower policy and shall have the right to periodically call for necessary reports from the ombudsperson or any other person in relation to the whistle blower policy.

19. Violation

The Company expects total compliance of this policy, violation, if any will be subject to disciplinary action including termination.

20. Implementation

Responsibility for the implementation of this policy ultimately rests with the Managing Director. The Managing Director is expected to oversee implementation of this policy and procedures and is required to take appropriate steps where necessary to ensure implementation and ongoing compliance. Where necessary this will include auditing, monitoring and implementing corrective action plans to address deficiencies.

- i. Regular reports will be made to the Board which in turn will ensure that the Executive does investigation and take corrective actions on material breaches of any aspect of the Code.
- ii. Employees will be asked to confirm that they have read, understand and agreed to abide by the terms of the Code.

22.0 Revision of Policy

The Company reserves the right to revise this policy at any time and in any manner without notice. Any amendment to the Policy shall take effect from the date when it is approved by the Board of Directors of the Company. Any change or revision will be communicated appropriately and in writing

End.