



Sovereign Trust Insurance Plc

Whistle Blowing Policy

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WHISTLE-BLOWING POLICY

1. Introduction

In order to ensure a high ethical standard in all our business activities, we have established a code of ethics which set out the standard of conduct expected in the management of our operations. We require that all stakeholders are expected to comply with these standards in the discharge of their duties.

In view of this, We, Sovereign Trust Insurance Plc ("STI" or "We" or "the company") have put in place Whistle blowing Policy ("the Policy") that provides a channel for our employees and other relevant stakeholders to raise concerns about workplace malpractices or anomalies, in a confidential manner; for the company to investigate alleged malpractices or anomalies and take steps to deal with such in a manner consistent with the company's policies and procedures and relevant regulations.

Whistleblowing for the purpose of this policy is the act of reporting perceived unethical conduct or wrong doing of employees, management, directors, and other stakeholders by an employee or other persons to appropriate authority.

This policy manual outlines the company's Policy on whistleblowing and the procedure for investigating and dealing with all reported cases of illegal and unethical conduct and any other misconduct across the company. This policy is in compliance with the requirements of various regulatory authorities with oversight on the activities of the company on whistleblowing, particularly section 32.1 of "Code of Corporate Governance for Public Companies, issued by the Securities and Exchange Commission".

2. Policy Objective

This policy is intended to encourage staff and other relevant stakeholders to report perceived unethical or illegal conduct of employees, management, directors and other stakeholders to appropriate authority in a confidential

manner without any fear of harassment, intimidation, victimization or reprisal of anyone for raising concern(s) under this policy.

The Policy also ensure that:

All employees feel supported in speaking up in confidence and reporting matters they feel may involve improper, unethical or inappropriate conduct within the company;

- i. All improper, unethical or inappropriate behavior to be identified and challenged at all levels of the organization are encouraged;
- ii. Clear procedures for reporting and handling such concern(s) are provided;
- iii. Assurance that all disclosures will be handled seriously, treated as confidential and managed without fear of reprisal of any form;
- iv. Appropriate oversight by the Board of Directors / Regulators; Serve as a means of formal deterrent against malpractices, irregularities or misconduct are encouraged;
- v. The rights of the company and that of its shareholders are protected; and
- vi. The development of a culture of openness, accountability and integrity are promoted.

3. Whistle Blowing Governance

3.1. Roles & Responsibilities

3.1.1. Whistleblower

Whistleblowers are expected to:

- act in good faith and should refrain from making false accusations when reporting his/her concern(s), and
- also provide further evidence at his/her disposal to aid investigation of the issues reported.

3.1.2. Suspect

Suspect has a duty to cooperate with investigators during the period of investigation including provision of relevant information, documents or other materials as may be required by the investigator.

3.1.3. Head, Internal Audit

The Head of Internal Audit is expected to:

- Handle all matters with high professionalism, confidentially and promptly;
- Be independent and unbiased in carrying out investigation;
- Acknowledge all concern(s) reported and reporting on the progress of investigation to the whistleblower;
- Provide to the Chairman of the Board Audit & Risk Assessment Committee a summary of all cases reported and the result of the investigation on a quarterly basis; and
- Refrain from discussing or disclosing matters under investigation.

3.1.4. Head, Human Resources

The Head of Human resources is expected to handle the report of investigation that relates to the entity's employees in line with the laid down disciplinary procedure as contained in the entity's staff hand book.

3.1.5. Statutory Audit Committee

The Chairman, Board Audit and Compliance Committee through the Company Secretary are expected to make available to all committee members quarterly report submitted by the Head of Internal Audit on whistleblowing, and also treat all whistleblowing concern(s) brought to the attention of the committee with dispatch.

3.1.6. Head, Risk Management

Review, update the whistleblowing policy and procedure and obtain requisite Board approval.

3.1.7. Investigative Committee

The Investigative committee is expected to:

- Investigate into complaint of the whistleblower
- Prepare investigation report based on investigation into a complaint

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 victimized in anyway, 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 6 below were fulfilled.

5. Obligation of the Whistle-Blower

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

- The report is made in good faith
- He or she has reasonable ground to believe that the report is true
- 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.

- 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.
- If the whistle-blower is a supplier or service provider, he or she may be blacklisted.
- The above is without prejudice to legal action by the false accused person or the company as the case may be.

7. Issues to consider when making whistle-blowing reports

- 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.
- 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. Whistle-blowing Procedure

The whistleblowing procedure involves steps that should be taken by the whistleblower in reporting misconduct, and steps required for the investigation of the reported misconduct.

Activities - Internal Whistle-blower

Responsibility	Task	Step	Step Actions
Internal Whistle-blower	Raising concern(s) by whistleblower - medium and format	1.1	Raise concern through any of the following media (this can be done either by declaration or in confidence/ anonymously): Phone number: XXXXXXXX Email address: whistleblowing@stiplc.com
		1.2	If the concerns affect the Head of Internal Audit, the Managing Director shall be notified; and where a Director is involved, such concern shall be directed at the Chairman Statutory Audit Committee.
Head, Internal Audit	Investigation of Concerns and update on progress of investigation.	2.1	The Head of Internal Audit shall on receipt of the concern(s) acknowledge receipt of the concern from the whistleblower within 5 working days, and immediately commence investigation. The purposes of investigation are to: a. Establish if a wrongdoing has occurred based on the concern(s) raised, and if so to what extent; and b. To minimize the risk of further wrongdoing, prevent any further loss of assets, damage to the company`s reputation and if possible protect all sources of evidence.
			If preliminary investigation shows that the concern falls within the whistleblowing reportable concerns, then further investigation shall be carried out. If otherwise or the concern is outside the reportable misconduct, then the Head of Internal Audit shall refer the matter to appropriate quarters for further action.
			Where necessary the Head of Internal Audit shall give update of the progress of investigation to the whistleblower if the concerns fall within the reportable concerns.

Responsibility	Task	Step	Step Actions
	Report of Investigation and action on report	3.1	<p>Upon conclusion of investigation, the Head of Internal Audit shall submit his/her report to the Managing Director/CEO and then redirect further action to the Head of Human Resources. Where necessary the Head of Internal Audit shall escalate to the Managing Director. However, the Head, Internal quarterly report to keep the Managing Director abreast of developments in whistleblowing.</p> <p>All disciplinary action relating to the report shall follow the company's disciplinary procedure as contained in the staff hand book.</p>
	If not satisfied with result of investigation/action	4.1	<p>In the event that the whistleblower is not satisfied with the extent of investigation and or the action taken based on the outcome of the investigation, the whistleblower is at liberty to report to the Managing Director/CEO.</p> <p>Note Any internal whistleblower that feels victimized can report his/her grievance(s) to the Chairman, Managing Director/CEO. This is without prejudice to the fundamental right of the internal whistleblower to seek redress in the court of law.</p>

Activities - External Whistle-blower

Responsibility	Task	Step	Step Actions
External Whistle blower	Raising concern(s) by whistleblower	1.1	<p>Raise concern through any of the following media (this can be done either by declaration or in confidence/ anonymously): Phone number: XXXXXXXXX Email address: whistleblowing@stiplc.com</p>
		1.2	<p>If the concerns affect the Head of Internal Audit, the Managing Director shall be notified; and where a Director is involved, such concern shall be directed at the Chairman Statutory Audit Committee.</p>

Responsibility	Task	Step	Step Actions
Head, Internal Audit	Investigation of Concerns and update on progress of investigation.	2.1	<p>The Head, Internal Audit shall on receipt of the concern(s) acknowledge receipt from the whistleblower within 5 working days, and immediately commence investigation. The purpose of investigation is to:</p> <p>a. Establish if wrongdoing has occurred based on the concern(s) raised, and if so to what extent; and to minimize the risk of further wrongdoing, prevent any further loss of assets, damage to the Company's reputation and if possible protect all sources of evidence.</p>
	Report of Investigation and action on report		<p>If preliminary investigation shows that the concern falls within the whistleblowing reportable concerns, then further investigation shall be carried out. If otherwise, the Head, Internal Audit shall refer the matter to the appropriate quarters for further action.</p> <p>Where it is established that a criminal activity has taken place, the matter may be referred to the Nigerian Police Force, and where necessary, appropriate legal action taken.</p> <p>Where necessary the Head, Internal Audit shall give update of the progress of investigation to the whistleblower.</p> <p>Upon conclusion of investigation, the Head, Internal Audit shall submit his/her report to the Managing Director/CEO or the appropriate authority for further action(s). Where necessary the Head, Internal Audit shall escalate to the company Managing Director. However, quarterly report to keep the company Managing Director abreast of developments in whistleblowing shall be submitted by Head, Internal Audit.</p> <p>If the concern(s) relates to an Executive Director, the matter shall be referred to the Chairman Board Audit & Compliance Committee for further action. If the concern(s) relates to an external party (service provider), the company shall immediately review the Service Level Agreement with such service provider, and if necessary terminate the agreement</p>
	Non-Satisfaction with result of investigation/action		<p>In the event that the whistleblower is not satisfied with the extent of investigation and or the action taken based on the outcome of the investigation, the whistleblower is at liberty to report to the Chairman of the Board Audit and Compliance Committee for further action.</p>

Responsibility	Task	Step	Step Actions
			<p>Note</p> <p>An external whistleblower shall be at liberty to report to appropriate regulatory body or seek further redress in the court of laws if he/she is not satisfied with the action taken to address the concern(s)</p>

9. What happens after the report?

- 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.
- If the report is not anonymous, the whistle-blower will be the first to be apprised of the outcome of the investigation.
- 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.
- Anytime that a report is received, it should be reported to the Board Audit Committee by the Internal Audit Department.
- The Internal Audit Department will provide regular updates to the Statutory Audit Committee on all whistle blowing reports received, including the outcome of investigations, and remedial actions taken.

10. Investigation of whistle-blowing reports

- **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 Governance and Risk Management Committee, an 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 Department, Head of Risk Management and Compliance Department and the Head of Finance & Administration Division or Head of Human Resources Department may be co-opted at the discretion of the Committee to provide technical input.

▪ **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 Department, Head of Risk Management and Compliance Department and the Head of Human Resources Department, a representative of the company's lawyers, and the Head of the Division/Department of the staff member against whom the report was made or the supervisor of that employee.

11. Review, update and Approval

The above provisions having been approved by the Board as policy statements shall be subject to review from time to time as deemed fit by the company

S/N	Name	Representing	Signature	Date
1	Mr. Oluseun Ajayi	Board of Directors		March 14, 2023
2	Mr. Eric Balogun	Board Audit & Compliance Committee		March 14, 2023
3	Mr. Olaotan Soyinka	Managing Director/CEO		March 14, 2023
4	Mr. Sanni Oladimeji	Head, Risk Management & Compliance		March 14, 2023

