



EQUITY GROUP HOLDINGS PLC

SPEAK UP (WHISTLE BLOWING) POLICY

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1. INTRODUCTION

The purpose of this policy document is to foster an environment and culture of information sharing, positive or negative, without the fear of retaliation. The policy and procedure manual is designed to enable stakeholders to speak up on their experiences, observations and opinions on products, service delivery, expectations, and challenges among others. It also encourages employees and other relevant stakeholders to report any perceived act of impropriety which should not be based on mere speculation, rumours and gossip but on knowledge of facts.

Reportable misconducts covered under this policy include: -

- i. All forms of financial malpractices or impropriety such as fraud, corruption, bribery, solicitation, theft;
- ii. Failure to comply with legal obligations, statutes, and regulatory directives;
- iii. Actions detrimental to Health and Safety or the Environment;
- iv. Any form of criminal activity;
- v. Improper conduct or unethical behaviour; that undermines universal and core ethical values such as integrity, respect, honesty, accountability and fairness etc.
- vi. Other forms of corporate governance breaches;
- vii. Connected transactions not disclosed or reported in line with regulations;
- viii. Non-disclosure of conflict of interest;
- ix. Sexual or physical abuse of any staff, customer, applicant, service provider and other relevant stakeholders;
- x. Any matter considered to be against expected proper behaviour or ethical standards of a professional Grouper or officer;
- xi. Attempt to conceal any of the above listed acts and;
- xii. Non-adherence to Group's policies and procedures

In addition, this policy encourages feedback towards improving the Group's procedures in line with market developments, the organizations strategies and business process optimization. As such, the policy encourages stakeholders to speak up on:

- i. The Group's business model and associated job-security concerns;
- ii. Efficiency on service delivery;
- iii. Quality of services and products and their general alignment to the organization's overall objectives;
- iv. Proposals on New/underserved market segments;
- v. Contribution(s) to the Group's management structures;
- vi. Improvements towards more effective and efficient procurement and outsourcing processes and partners;
- vii. Brand perception and positioning and
- viii. Customer feedback.

The above list of reportable misconducts, concerns and other feedback is not exhaustive. However, judgment and discretion is required to determine misconduct that should be reported under this policy. The general guide in identifying reportable misconduct is to report concerns which would be in the interest of the Group and the general public to stop and appropriate sanctions applied. The policy shall also be read in conjunction with Speak Up guidelines that may be issued by the regulator. Finally, this policy does not cover individual staff grievances and other employee related matters already covered in staff handbooks.

2. THE GROUP BOARD AND MANAGEMENT COMMITMENT TO THE POLICY

The Board and Management are aware that a robust internal system for employees and other relevant stakeholders to disclose workplace malpractices without fear of reprisal shows that employees take their responsibilities seriously, and also helps to avoid the negative publicity that often accompanies disclosures to external parties. Hence the Board of Directors and Management are committed towards promoting a culture of openness, accountability and Integrity, and will not tolerate any harassment, victimization or discrimination of the 'Speaker' provided such disclosure is made in good faith with reasonable belief that what is being reported is factual.

3. POLICY STATEMENT

Equity Group Holdings PLC (the 'Group') is committed to the highest standards of openness, probity, accountability and high ethical behaviour by helping to foster and maintain an environment where employees and other stakeholders can act appropriately, without fear of reprisal. To maintain these standards, the Group encourages employees and relevant stakeholders who have material concerns about suspected misconduct or any breach or suspected breach of law or regulation that may adversely impact the Group, to come forward and report them through appropriate channels (in certain cases on a confidential basis) without fear of retribution or unfair treatment. The Group conducts its business on the principles of fairness, honesty, openness, decency, integrity and respect. It is the intention of this policy to encourage employees and other relevant stakeholders to report and disclose improper or illegal practices or activities. The Group is committed to investigate promptly any reported misconduct and to protect those who come forward to report such activities. The Group further assures that all reports shall be treated in strict confidence. The Group's operating procedures are intended to detect and prevent or deter improper activities. However, the best systems of controls may not provide absolute safeguards against irregularities. This policy is intended to investigate and take appropriate action against any reported misconduct or concern.

4. ROLES & RESPONSIBILITIES

The following are the roles and responsibilities in the Speak up process:

	Responsible Officers	Responsibilities
1	The 'Speaker'	The 'Speaker(s)' are expected to act in good faith and should not make false accusations when reporting their concern(s), and also provide further evidence at their disposal to aid investigation of the issues reported.
2	Adversely mentioned person	He/she has a duty to cooperate with investigators and the right to be heard.
3	Investigator/ Group Director HR.	The Group Director HR is expected to handle all matters seriously, confidentially and promptly. He/she shall be independent and unbiased in carrying out investigation. The Group Director HR has the responsibility of acknowledging all concern(s) reported and reporting on the progress of investigation to the 'Speaker'. He/she shall on a quarterly basis provide to the Governance, Nominations and Compensation Committee a summary of all cases reported and the result of the investigations. The Group Director HR shall handle the reporting of investigations that relate to employees in the Group in line with the laid down disciplinary procedure as contained in the staff handbook.
	The Group Board Governance, Nominations and Compensation Committee	The Group Board Governance, Nominations and Compensation Committee through the Company Secretary shall make available to the full Board a quarterly report submitted by the Group Director HR on Speak Up, and also treat all Speak Up concern(s) brought to the attention of the full Board with confidentiality.

5. SPEAK UP PROCEDURE

The Speak up process involves steps that should be taken by the 'Speaker' in reporting a reportable misconduct, and steps required for the investigation of the reported misconduct(s). The following procedures shall guide the Speak Up process:

5.1 INTERNAL SPEAK UP PROCEDURE

Internal Speak up involves staff members across the Group raising concern(s) about unethical conduct. The following procedure shall be adopted for the purpose of internal Speak Up:

	Steps	Action
1	<p>Step One</p> <p>Raising concern(s) by the 'Speaker': - medium and format.</p>	<p>An internal 'Speaker' may raise concern(s) through any of the following media (this can be done either by declaration or in confidence/ anonymously):</p> <ul style="list-style-type: none"> ➤ Formal letter to the Group's Managing Director, the Director HR, sector or unit head. ➤ Dedicated phone number and extension. The phone number will be clearly displayed for both internal and external 'speakers' to access. ➤ Dedicated email address (speakup@equityGroup.co.ke) <p>If the concerns affect the Group Director HR, the Group's Chief Executive Officer will be notified, and where a Non-Executive Director is involved, such concern(s) shall be directed to the Governance, Nominations and Compensation Committee.</p> <p>The concern(s) shall be presented in the following format;</p> <ul style="list-style-type: none"> • Background of the concerns • Reason(s) why the 'Speaker' is particularly concerned about the situation. <p>Note:</p> <p>Disciplinary measures in line with the staff handbook shall be taken against an internal 'Speaker' who acts out of malice as well as against any staff that receives concerns and fails to escalate.</p>
2	<p>Step Two</p> <p>Investigation of concerns and update on progress of investigation.</p>	<p>The receiving authority shall on receipt of the concern(s) acknowledge receipt of the concern from the 'Speaker' within five (5) working days, and immediately commence investigation. The purposes of investigation are to:</p> <ol style="list-style-type: none"> 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 Group's reputation and if possible, protect all sources of evidence. <p>If preliminary investigation shows that the concerns fall within the Speak up reportable concerns, then further investigation shall be carried out. If otherwise or the concerns is outside the reportable misconduct, then the Group Director HR shall refer</p>

		the matter to appropriate quarter for further action. Where necessary the Group Director HR shall give update of the progress of investigation to the 'Speaker' if the concerns fall within the reportable concerns. Finally, if the concern raised by the 'Speaker' is frivolous or unwarranted, the Group Director HR shall ignore such a concern, if necessary disciplinary measures in line with Human Resources policy shall apply to staff that raise concerns out of malice.
3	Step Three Where a Valid Concern is Established	Upon conclusion of investigations, the investigator shall submit his/her report to the Human Resources department or the appropriate authority for further action(s). Where necessary the Group Director HR shall escalate to the Chairperson, Governance, Nominations and Compensation Committee. However, a quarterly report to keep the Governance, Nominations and Compensation Committee abreast of developments in Speak up shall be submitted by Group Director HR. All disciplinary actions relating to the report shall follow the Group's disciplinary procedure as contained in the staff handbook.
4	Step Four Non-Satisfaction with result of investigation/action	In the event that the 'Speaker' is not satisfied with the extent of investigations and/or the action taken based on the outcome of the investigations, the 'Speaker' is at liberty to report to the Chairperson, Governance, Nominations and Compensation Committee through a letter or a designated email address.
<p>Any internal 'Speaker' who feels victimized can report his/her grievance(s) to the Governance, Nominations and Compensation Committee. This is without prejudice to the fundamental rights of the internal 'Speaker' to seek redress in the court of law.</p> <p>The speaker is prohibited from extending this communication to external parties. Use of social media to share such information is also prohibited.</p>		

5.2 EXTERNAL SPEAK UP PROCEDURE

External 'Speakers' are non-staff of the Group; they can fall into any of these categories: contractors, service providers, shareholders, customers, analysts, consultants, job applicants, and the general public. External Speak up shall follow the following procedure;

	Steps	Action
1	Step One Raising concern(s) by 'Speaker': - medium and format.	<p>An external 'Speaker' may raise concern through any of the following media (this can be done either by declaration or in confidence/ anonymously):</p> <ul style="list-style-type: none"> ➤ By a formal letter to the Group's Chief Executive Officer and/or Director HR, sector head or unit head. ➤ Dedicated phone number as contained in the website; https://equitygroupholdings.com/

		<ul style="list-style-type: none"> ➤ Dedicated email address; speakup@equityGroup.co.ke ➤ Electronically log into; https://equitygroupholdings.com/ ➤ Directly to the Group Managing Director, ➤ Directly to the Group Director HR. ➤ Directly to the sector or unit head <p>Based on the significance of an external feedback, the receiving staff will be required to escalate the issue to the next level of authority. This should be done in consideration of confidentiality and any other recommendation prescribed by the 'speaker'.</p> <p>The concern(s) shall be presented in the following format;</p> <ul style="list-style-type: none"> • Background of the issue • Reason(s) why the 'Speaker' is particularly concerned about the situation. <p>Note:</p> <p>Disciplinary measures in line with the staff handbook shall be taken against any staff that receives concerns from an external 'Speaker' and fails to escalate to the appropriate authority.</p>
2	<p>Step Two</p> <p>Investigation of concerns and update on progress of investigation.</p>	<p>The receiving authority shall on receipt of the concern(s) acknowledge receipt from the 'Speaker' within five (5) working days, and immediately commence investigation. The purpose of investigation is to:</p> <ol style="list-style-type: none"> 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 Group's reputation and if possible, protect all sources of evidence. <p>If the preliminary investigation shows that the concerns falls within the Speak up reportable concerns, then further investigations shall be carried out. If otherwise, the investigator shall refer the matter to the appropriate quarters for further action. However, if the concern raised by the 'Speaker' is frivolous or unwarranted, the investigator shall ignore such a concern. Where it is established that a criminal activity has taken place, the matter may be referred to the police, and where necessary, appropriate legal action taken. Where necessary the investigator shall give updates on the progress of investigation to the 'Speaker'.</p>
3	<p>Step Three</p> <p>Where a Valid Concern is Established</p>	<p>Upon conclusion of investigations, the Investigator shall submit his/her report to the Human Resources Department or the appropriate authority for further action(s). Where necessary the Group Director HR shall escalate to the</p>

		Governance, Nominations and Compensation Committee. However, a quarterly report to keep the Governance, Nominations and Compensation Committee abreast of developments in Speak up shall be submitted by the Group Director HR. If the concern relates to an Executive Director, the matter shall be referred to the Governance, Nominations and Compensation Committee for further action. If the concern relates to an external party (service provider), and if the external party is found to be guilty after the conclusion of investigation, the Group shall immediately review the contract with such service provider, and if deemed necessary terminate the contract.
4	Step Four Non-Satisfaction with result of investigation/action	In the event that the 'Speaker' is not satisfied with the extent of investigation and or the action taken based on the outcome of the investigation, the 'Speaker' is at liberty to report to the Governance, Nominations and Compensation Committee for further action.
An external 'Speaker' shall be at liberty to report to appropriate regulatory body or even seek further redress in the courts of law if he/she is not satisfied with the action taken to address the concern(s).		

5.3 PROCESS OF RAISING CONCERNS/RECOMMENDATIONS

For concerns raised in writing, the envelope may be marked 'personal, private and confidential' or may be hand delivered to the addressee. If a 'Speaker' wishes to discuss the matter orally, he or she should indicate this in the submission and include a telephone number at which he/she might be contacted.

Whichever mode of communication used, the 'Speaker' is encouraged to give as much information as possible. The 'Speaker' should identify or provide evidence on the following to the extent that these details are known to him or her:

- i. Why he/she is/are concerned and the background information.
- ii. Any other procedures which he/she has already used and what happened.
- iii. The section or location of the alleged behaviour.
- iv. Key personnel involved in the alleged behaviour.
- v. The nature of the alleged incident.
- vi. The time period over which the alleged incident has occurred.
- vii. An estimate of the monetary value, if appropriate, associated with the alleged incident.
- viii. Documentary evidence in support of the alleged incident.
- ix. Names and jobs of other employees or other witnesses who may support the concern.

Note:

- i. The Group will take steps to minimize any difficulties the 'Speaker' may experience as a result of raising a concern. For example, if required to give evidence in a criminal or disciplinary proceeding, the Group will arrange for him/her to receive advice about the procedure.
- ii. The earlier information sharing is done, the easier it will be to take action.
- iii. Where concerns/recommendations are shared among parties, joint information sharing is encouraged where feasible.

6. TIME LIMIT FOR INVESTIGATION

It shall be the policy of the Group to handle investigations promptly and as fairly as possible. While it might not be possible to set a specified time frame for the conclusion of investigation since the diverse nature of potential concerns might make this impracticable, the Group Director HR shall endeavour to resolve all concerns within four (4) weeks. In the event that this timeline shall not be achieved, a status update shall be provided at the end of the four weeks and similarly thereafter up to the conclusion of the investigation. Where for any reason, proper resolution cannot be achieved within this time frame; the Investigator shall advise the Group's Managing Director or other appropriate authority.

7. NON-RETALIATION

This refers to adverse action against the 'Speaker' or any other party supporting the 'Speaker's' claim. It shall be the policy of the Group to have zero tolerance for retaliation. Retaliation will include;

- i. Being subjected to any disciplinary action.
- ii. Being dismissed, suspended, demoted, harassed or intimidated.
- iii. Being transferred against one's will.
- iv. Being denied a transfer or promotion.
- v. A unilateral altering of a term or conditions of employment or retirement to the employee's disadvantage.
- vi. Being refused a reference or provided with an adverse reference by the employer.
- vii. Being denied appointment.
- viii. Being otherwise adversely affected in respect of 'Speaker's' employment, profession or office.
- ix. Harassment, stigmatization and threats of any form.

The Group will conduct regular training to all employees with additional emphasis on managers and supervisors to address their unique roles in evaluating the company's process to monitor retaliation.

Clear indication that, upon a prima facie showing of the 'speaker(s)' retaliation, the responsible management will have the burden of proving that measures taken to the detriment of the 'Speaker(s)' were motivated by reasons other than the disclosure.

8. ANONYMOUS INFORMATION SHARING

This policy encourages 'speaker(s)' to put their name to their allegations whenever possible. To the extent possible, any complaint should be factual rather than speculative or conclusory and should contain as much information as possible to allow for proper assessment. Concerns expressed anonymously are much less powerful but will be considered at the discretion of the management. In exercising this discretion, the factors to be taken into account would include:

- i. The seriousness of the issues raised;
- ii. The credibility of the concern; and
- iii. The likelihood of confirming the allegation from attributable source.

9. PROTECTION AND COMPENSATION FOR THE 'SPEAKER'

It shall be the policy of the Group to protect 'speakers' who disclose concerns, provided the disclosure is made;

- i. In the reasonable belief that it is intended to show malpractice or impropriety;
- ii. To an appropriate person or authority; and
- iii. In good faith without malice or mischief.

While all disclosures resulting from Speak up shall be treated with high level of confidentiality, staff and other relevant stakeholders are encouraged to disclose their name to make the report more credible. The Group shall take the following into consideration in considering anonymous disclosures:

- i. Seriousness of the issues being reported;
- ii. The significance and credibility of the concern; and
- iii. The possibility of confirming the allegation.

The Group shall not subject a 'Speaker' to any detriment. Where a 'Speaker' feels unfairly treated owing to his/her actions, he/she shall be at liberty to report to the Governance, Nominations and Compensation Committee vide the designated email address..... This is without prejudice to the right to take appropriate legal action. Where necessary, compensation of 'Speaker' whether internal or external that have suffered detriment shall be at the discretion of Management taking into consideration regulatory guidance on compensation of 'Speaker' to be issued from time to time.

10. EMBEDDING A STRONG SPEAK UP REGIME ACROSS THE GROUP

While regulation and best practice in corporate governance requires entities irrespective of their size and location to have a Speak up policy, Equity Group Holdings PLC believes that simply having a Speak up policy is not enough to create a culture in which employees are genuinely encouraged to disclose unethical behaviours. In ensuring an enabling environment which ensures that Speak Up regime is effective across the Group; all subsidiaries are required to adopt the following measures:

	Measures	Remark
1	Board and Management commitment	The Board and Management of the Subsidiary is expected to clearly support and sponsor Speak up in the Subsidiary. This will include respecting the policy and dedicating a senior management staff preferably the Director/Head of HR as the advocate for Speak up, who shall be authorized to implement and undertake investigation.
2	Communication & Training	All employees in the Subsidiary should be aware of the existence of a Speak up regime. This can be achieved through regular compulsory training by Compliance Department, newsletters, emails and presentations. The Speak Up policy will also be displayed in the intranet for all staff to access. Annual declaration by all staff of having read and understood the policy shall also be encouraged.
3	Proper Investigation and Action	All Speak-Up feedback must be looked into promptly and properly, and appropriate action taken upon conclusion of investigation. Furthermore, all Speak Up investigation shall be kept confidential.
4	Feedback on effectiveness of the policy	A survey on the effectiveness of the policy should be conducted at regular intervals preferably by the Compliance Department. Such questions to gauge employee satisfaction shall include: <ul style="list-style-type: none"> ➤ Have you read the Speak up policy? ➤ If yes, when last did you read the policy? ➤ Do you know who to contact if you want to make disclosure? ➤ Do you feel you work in an open environment in which you are encouraged to speak up and you can safely voice any concerns without fear of reprisal?

		<ul style="list-style-type: none"> ➤ What would you change about how the policy operates? ➤ Are you comfortable with the name (“Speak up”) of the policy? ➤ If No, what other name will you suggest?
5	Reward	The Subsidiary will maintain an appreciation and recognition system to encourage a strong and effective Speak Up culture in the institution. Departments can also be assessed on the average number of man hours that the team attended on Speak up training.

11. OWNERSHIP AND FREQUENCY OF REVIEW

This policy document remains the property of Equity Group Holdings PLC. However, its custody and management towards ensuring that it remains a living document rests with the Group Executive Director, Director Human Resource and Director Risk. This policy document and procedure manual shall be subject to review every year or as may be deemed necessary. All suggestions for review and or amendments shall be forwarded to the Group Executive Director, Director HR and Director Risk for necessary action. This policy document shall be hosted in the intranet and all levels of management shall ensure strict compliance.