



FOOD CONCEPTS PLC

## Whistle-blower Policy

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### Approvals:

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To report any concerns regarding unethical conduct at Food Concepts Plc contact Deloitte Tip-Offs Anonymous on: Hotline: +234 (0) 800 847 6337 www.tip-offs.deloitte.com.ng or e-mail: tip-offs@deloitte.com.ng

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Table 1

## 1 Purpose

Food Concepts Plc. encourages all employees to report to the management promptly any breach or suspected breach as defined under paragraph 2 (hereinafter also referred to as a "Breach"). Such reporting is commonly known as "whistleblowing".

Food Concepts tries to achieve its business aims based on the principles of fairness, honesty, integrity, respect and accordingly wants to ensure that any employee who wishes to make a report of any breach, which he or she reasonably believes to be true, can do so without the risk of retaliation; with the assurance that all reports are treated strictly confidential and will be promptly investigated and that reports can be made anonymously (if desired).

This policy is to encourage individuals to report irregularities, incidents of suspected fraud, wrongful conduct and other infringements of the rules and policies in force at Food Concepts Plc.

This policy clarifies;

- The procedures on how an employee can report an alleged breach,
- Which actions should be executed by the designated officials who receive the report and,
- The obligations of Food Concepts to employee who report a breach or infringements of the organisation rules and policies.

## 2 Definitions

In this policy the following terms shall have the following meanings:

### 2.1 Breach:

A suspicion based on reasonable grounds with regard to the Company and in connection with:-

- a. An (imminent) criminal offence;
- b. An (imminent) violation of laws and regulations;
- c. An (imminent) theft/ or collusion
- d. An (imminent) intentional provision of incorrect information to public bodies;
- e. A violation of Food Concepts policy, principles or other company policies and guidelines;
- f. Any concerns regarding questionable accounting, internal accounting controls or auditing matters and procedures; or
- g. An (imminent) intentional suppression, destruction or manipulation of information regarding those facts;
- h. An (imminent) sexual harassment, sexual discrimination, victimization, physical or verbal harassment or assault either from male or female employee.

### 2.2 Employee:

A person, employed or otherwise, working for Food Concepts;

### 2.3 Manager:

Is the person who is managing the employee's?

## 3 Background

The whistleblowing policy is designed to encourage anyone with information about a violation of financial regulations, mismanagement of company funds and misappropriation or misapplication of assets, financial malpractice, fraud and theft to report it.

The policy also provides assurance for the safety and non-disclosure of the identity of the whistle-blower or informant.

## 4 Scope

This policy applies to Food Concepts in Nigeria, Ghana and in any other country that the company may be established in thereafter: (Unless the local regulations differ).

## 5 The Policy

All employees and representatives of Food Concepts Plc. must exercise due care, honesty, transparency and integrity in fulfilling their responsibilities, and comply with all applicable policy, laws and regulations governing their employment. Food Concepts Plc. therefore encourages all employees 'acting in good faith', to report suspected or actual wrongful conduct contrary to the terms and conditions of their employment.

- 5.1 Employees should not directly or indirectly, use or attempt to use, the official authority or influence of their positions or offices, to interfere with the right of an individual to make a 'protected disclosure' within the scope of this policy.
- 5.2 A 'Whistle Blower's report will be handled with sensitivity, discretion and confidentiality while Food Concepts Plc. will protect 'Whistle Blowers' against retaliation, molestation, discrimination and harassment.
- 5.3 Food Concepts Plc. will verify and investigate any reported incidents of suspected or actual wrong conduct in an appropriate manner and, if they are confirmed to be true, all necessary steps will be undertaken to identify proper remedies including but not limited to taking legal action against culprit.
- 5.4 Any form of retaliation undertaken by an employee, against any person for reporting irregularity, is prohibited and considered a breach of the FC Staff Hand Book.

## 6 General Procedure

- 6.1 Employees shall report a breach internally to their manager or send a mail to: - [FCprotects@foodconceptsplc.com](mailto:FCprotects@foodconceptsplc.com) where they consider reporting to the manager is inappropriate. (The email address is only accessible by the Chief Human Resources Officer)
- 6.2 Immediately after the employee's report, investigation into the breach will be conducted by the Human Resources department or Internal Audit department (depending on the nature of the incident).

- 6.3 The employee who has reported the breach and the person to whom they have reported shall keep the report confidential. No information shall be provided to third parties in or outside the Company without the consent of the Management. In providing information, the name of the employee shall not be disclosed, and information shall otherwise be provided in such a manner as to safeguard where possible the anonymity of the employee.
- 6.4 Within two weeks of the report, the employee shall be informed in writing, of the Management's position about the breach and the action taken.
- 6.5 If no position can be given within two weeks, the employee shall be notified thereof and be given an indication as to when they will be informed of the Management's position.
- 6.6 **Right of Appeal:** The employee may report the breach to the Managing Director if;
- He /she disagree with the position referred to in paragraph 6.4.
  - He /she have not been given a position within the requisite period, as referred to in paragraph 6.5.
  - The CEO's decision on breach raised through Right Appeal shall be final.

## 7 Procedure for Reporting to the Managing Director

- 7.1 The employee may report the breach to the Managing Director by sending email to [david@foodconceptsplc.com](mailto:david@foodconceptsplc.com) ,if:
- The breach concerns a member of the Executive Management of the company;
  - The employee has reasonable grounds to fear that an internal report would lead to counter measures.
- 7.2 The Managing Director shall ensure that a written record is made of the report and of the date of its receipt.
- 7.3 The Managing Director shall ensure that a confirmation of receipt will be sent to the employee who reported the breach. If the employee had previously reported the breach, the confirmation shall refer to the original report.
- 7.4 Immediately after the employee's report, the Managing Director shall start an investigation into the breach in consultation with the Head of Internal Audit and the representatives of the Human Resources Department.
- 7.5 The employee who has reported the breach and the person to whom they have reported shall keep the report confidential. No information shall be provided to third parties in or outside the company without the consent of the Managing Director. In providing information, the name of the employee shall not be disclosed, and information shall otherwise be provided in such a manner as to safeguard where possible the anonymity of the employee.
- 7.6 Within two weeks of the report, the employee shall be informed in writing, the MD's position about the breach and the action taken.

- 7.7 If no position can be given within two weeks, the employee shall be notified thereof and be given an indication as to when they will be informed of the MD's position.

## 8 Procedure for Reporting to the Audit Committee

- 8.1 The employee may report the breach to the Audit Committee by sending email to: - [fcwhistleblower@foodconceptsplc.com](mailto:fcwhistleblower@foodconceptsplc.com), if
- a. The breach concerns the MD;
  - b. The employee has reasonable ground to fear that an internal report would lead to counter measures.
- 8.2 The Board Audit Committee shall on request make a written record of the report and of the date of its receipt.
- 8.3 The Board Audit Committee shall ensure that a confirmation of receipt will be sent to the employee who reported the breach. If the employee had previously reported the breach, the confirmation shall refer to the original report immediately after the employee's report; an investigation into the breach will be conducted by the Audit Committee.
- 8.4 The employee who has reported the breach and the person to whom he has reported shall keep the report confidential. No information shall be provided to third parties in or outside the company without the consent of the Audit Committee. In providing information, the name of the employee shall not be disclosed, and information shall otherwise be provided in such a manner as to safeguard where possible the anonymity of the employee.
- 8.5 Within two weeks of the report, the employee shall be informed in writing, of the Audit Committee's position about the breach and the action taken.
- 8.6 If no position can be given within two weeks, the employee shall be notified thereof and be given an indication as to when they will be informed of the Audit Committee's position.
- 8.7 The Audit Committee's decision on the breach raised shall be final.

## 9 Reporting

All breaches reported by employees will be reported to the Board Audit Committee by the MD on a quarterly basis.

## 10 Legal Protection

No director, officer or employee who in good faith reports a breach shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. The Whistle-blowing Policy is intended to encourage and enable employees and others to raise serious concerns within the company rather than seeking resolution outside the company.

Food Concepts shall provide legal support for the whistle-blower for suits filed against him/her for libel where the report has been found to be valid and verified.

## 11 False Allegations

Any employee or manager who knowingly, with reckless disregard for the truth or bad faith gives false information, or makes a malicious report of wrongful conduct, may be subject to the company’s disciplinary procedures.

## 12 References

- Code of Business Conduct
- Staff Hand Book

### VERSION AND UPDATE HISTORY

| Version | Date | Author            | Change from Previous Version |
|---------|------|-------------------|------------------------------|
| 2       |      | Josephine Johnson | 1                            |
| 3       |      | Adebola Gbalajobi | 2                            |

### APPENDIX