



FOOD CONCEPTS PLC

Whistle-blower Policy

Prepared By:

Name	Designation
Adebola Gbalajobi	Head, Risk Mgt. and Compliance

Reviewed By:

Name	Designation
Josephine Johnson	Company Secretary / Legal Adviser

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Approvals:

Name	Designation
David Butler	Managing Director/CEO
Anthonia Agbonifo	ED/DMD-SS
Claudette Russel	Human Resources Director

Brands Customers Love



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Head Office: 2, Ilupeju Bye Pass, Ilupeju, Lagos, Nigeria Tel: +234 (0) 809 016 5972 | +234 (0) 809 016 5973 | info@foodconceptspc.com | www.foodconceptspc.com

Board of Directors: Mr. Odunayo Olagundoye (Chairman); Mr. David Butler (Managing) (South African); Mrs. Anthonia Agbonifo (Executive Director)

Mr. Babalunde Fajemirokun; Mrs. Runa Alam (British); Mr. Babacar Ka (Senegalese); Mr. Marc Stoneham (British); Mr. Adefolarin Ogunsanya

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 Introduction

The whistle-blowing policy of Food Concepts Plc. ("the Company" or "We") promotes zero tolerance for fraud and any form of ethical violation. It is aimed at providing a whistle-blowing facility that affords all stakeholders the opportunity to raise concerns regarding an incident of wrongdoing, fraud or unethical behavior within the workplace, and anonymously report it to an independent party.

It is a fundamental term of every contract of employment that employees would faithfully serve and not disclose confidential information about the Company's affairs. Nevertheless, where an employee discovers information which they believe shows serious malpractice or wrongdoing within the Company then this information should be disclosed internally in a confidential manner without fear of reprisal, and the arrangements to enable this to be done independently.

Food Concepts Plc. encourages all employees to report to the management promptly, any breach or suspected breach as defined under paragraph 2.4 (hereinafter also referred to as a "Breach"). Such reporting is commonly known as "whistle-blowing".

2 Definitions

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

2.1 Whistle-blowing

The term whistle-blowing can be defined as a process through which relevant stakeholders can constructively raise serious concerns about a wrong doing within an organization, and have these concerns adequately addressed, without the fear of possible reprisal for doing so.

2.2 Fraud:

Falsifying of information for financial or personal gain

2.3 Employee Misconduct:

Wrongful or improper behavior motivated by intentional purpose. The common forms of misconduct, also referred to as offences, misdemeanors' or transgressions are stated below:

- a. Theft;
- b. Unauthorized possession of company goods;
- c. Fraud;
- d. Bribery;
- e. Intimidation;
- f. Sleeping on duty;
- g. Fighting at work;
- h. Assault;
- i. Willful or negligent damage of company property
- j. Deserting post or work station without permission;
- k. Unauthorized possession or consumption of liquor or drugs while on duty
- l. Willful poor performance
- m. Sabotage; and
- n. Sexual harassment.

2.4 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 either from male or female employee, sexual discrimination, victimization, physical or verbal harassment or assault

2.5 Employee

A person, employed or otherwise, working for Food Concepts

2.6 Manager

The person directly managing the employees

2.7 Stakeholders

A stakeholder is a party that has an interest in a company and can either affect or be affected by the business.

- a. Employees
- b. Representatives/Agents
- c. Managers
- d. Directors
- e. Consultants
- f. Vendors
- g. Regulators
- h. Investors
- i. Customers
- j. Suppliers

3 Purpose/Objective

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

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 they reasonably believe to be true, can do so without the risk of retaliation; with the assurance that all reports are treated strictly confidentially and will be promptly investigated and that reports can be made anonymously (if desired).

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.

References

- Code of Business Conduct
- Staff Hand Book

4 Background

The whistle-blowing policy is designed to encourage anyone with information about a violation of company policies and 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.

5 Scope

This policy applies to all directors, employees and third party stakeholders of Food Concepts in Nigeria, Ghana and in any other country that the company may be established thereafter (unless local regulation differs). The following unethical activities are covered by this policy:

- All forms of financial malpractice or impropriety or fraud, including money laundering and other malpractices;
- A failure to comply with legal, statutory or regulatory obligations/directives;
- Any form of criminal activity;
- Connected transactions
- Abuse or Harassment – Physical, Verbal or Sexual
- Non-disclosure of interests;
- A miscarriage of justice;
- Breaches and abuses of the Company's policies;
- Deliberate concealment or attempt to conceal any malpractice;
- Any misconduct on the part of members of staff;
- Falsification of records;
- Attempts to conceal any of the above; and
- Unlawful acts or orders requiring violation of a law, gross waste, mismanagement, abuse of authority, substantial and specific dangers to public health or safety (actions detrimental to Health & Safety or the environment).

The above notwithstanding, Food Concepts encourages stakeholders to continue to raise their concerns/observations/complaints about failure in the workplace irrespective of whether they are covered in the scope of this policy or not.

5.1 Protection

This policy is designed to offer protection to employees of Food Concepts who disclose such concerns provided the disclosure is made:

- a. In good faith;
- b. In the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety.

5.2 Confidentiality

Food Concepts commits to treat all such disclosures in a sensitive, confidential and anonymous manner. The identity of the individual making the allegation will be kept confidential.

The anonymity of the whistle-blower will remain confidential unless the issue requires investigation by law enforcement, in which case members of the organization may be subject to subpoena.

Food Concepts undertakes to adhere to a strict non-retaliation policy against the whistle-blower, whether or not the concern is ultimately substantiated. If an individual believes that they are being victimised or subjected to detriment by any person within the company as a result of reporting a concern or assisting the company in any investigation under this policy, they must inform the Human Resources Director and the Company Secretary/Legal Adviser and appropriate action will be taken to protect them from any reprisal.

5.3 Allegation

For a stakeholder who makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. In making a disclosure the whistle-blower should exercise due care to ensure the accuracy of the information, however, the individual is encouraged to make a tip-off if they do not have all the relevant information.

If, however, it is established that a stakeholder makes malicious or vexatious allegations, and particularly if they persist with making them, such allegations will be treated as such i.e. vexatious and malicious and further action may be taken.

6 Food Concepts Ethical Stand-Point

- 6.1 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.

- 6.2** 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.
- 6.3** A Whistle-blower report will be handled with sensitivity, discretion and confidentiality while Food Concepts Plc. will protect 'Whistle-blowers' against all forms of victimization, retaliation, molestation, discrimination and harassment.
- 6.4** 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 take legal action against culprit.
- 6.5** 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..
- 6.6 Policy Objectives:**
- To foster an ethical culture;
 - To provide a means for employees to raise ethics and compliance issues;
 - To put a halt to unnecessary financial loss;
 - To promote leading practice; and
 - To communicate reporting channels for whistle-blowing concerns.

7 Procedures for Making a Tip-off

To assure all stakeholders of the confidentiality and anonymity of reported concerns, Food Concepts' whistle-blowing service has been outsourced to an independent party, Deloitte. To protect the confidentiality of the reporter, Deloitte Tip-Offs Anonymous (TOA) contact centre personnel sanitize the report.

All whistle-blowing reports should be made using any of the following reporting channels below:

- **Whistle-blowing Toll-free Hotlines:** 0800 TIPOFFS (0800 847 6337)
- **Web Portal:** <http://tip-offs.deloitte.com.ng>
- **E-mail:** tip-offs@deloitte.com.ng
- **Mobile App:** Download Deloitte Tip-offs Anonymous App on Android or iOS devices

Before making a Tip-off (report submission), it is important to obtain as much relevant information as possible, as the whistle-blower would be requested to provide this information:

- Where the incident occurred
- Description of the incident
- Name(s) of people involved
- Date and time of incident
- Evidence
- Witnesses

7.1 Whistle-blower Identity Options

There are three (3) options to choose from in protecting your identity as a whistle-blower, Completely Anonymous, Partially Anonymous and Full Disclosure. We encourage whistle-blowers to select either options of 'partially anonymous' or 'full disclosure', in order to afford Food Concepts sufficient information to better handle your concern. All whistle-blower reports are handled confidentially. The Managing Director shall ensure that a written record is made of the report and of the date of its receipt.

7.2 Completely Anonymous

If you select the completely anonymous option, you do not need to supply your name or any information that might reveal your identity. Nobody will ever know that you provided Deloitte Tip-Offs Anonymous with this information. Unfortunately, this means that Deloitte Tip-Offs Anonymous cannot contact you for more information on behalf of Food Concepts, if further information about your reported concern is required or contact you to update you on the outcome of your disclosure.

7.3 Partially Anonymous

When you select the partially anonymous option, you disclose your personal details to Deloitte only. Deloitte Tip-Offs Anonymous contact center manages this reporting facility. Your personal details would not be divulged to Food Concepts. If further information about your reported concern is required, the Deloitte Tip-offs Anonymous contact center will contact you. They can also update you on the outcome of your disclosure if required.

7.4 Full Disclosure

If you choose the full disclosure option, you agree to include your personal details in the report. Then your name and contact details will be known to the Deloitte Tip-offs Anonymous contact centre, Food Concepts and the investigators that will conduct the investigation. If further information about your reported concern is required, the Deloitte Tip-offs Anonymous contact centre will contact you. They can also update you on the outcome of your disclosure if required.

7.5 Subsequent Action

The question may be asked that, what happens after a whistle-blowing report has been submitted?

Upon receipt of a report, *via* any of the TOA reporting channels, Deloitte transmits the report to the designated recipient within Food Concepts (see Appendix 4) for investigation to be conducted. Deloitte will send each TOA report to designated officers usually within 24 hours, of receiving an incident reported by a stakeholder.

Public holidays, weekends and events/circumstances beyond the control of Deloitte (such as strikes, riots and other force majeure) are excluded from the 24 hours timeline within which reports are required to be submitted to the Company.

7.6 Feedback to Whistle blower

Feedback will be provided by Food Concepts to Deloitte Tip-offs Anonymous after investigation and subsequently transmitted to the whistle-blower through the initial channel of submission, upon the request of the Whistle-blower.

Deloitte would immediately acknowledge receipt of any reported concern by a whistle-blower. However, feedback on the outcome of any reported concern would be dependent on Food Concepts time to completion of its internal investigations.

8 Reporting Whistle-blowing handling Procedures

All allegations received whether through the Hotline provided in this Policy from employees or external stakeholders shall be registered in the Whistle-blower Tracking Register.

The Whistle-blower Tracking Register shall be maintained by the Human Resources Department and access to this Register shall be controlled. The individual who will conduct the investigation shall gather such documents and materials and interview such individuals as is reasonably necessary to complete the investigation.

Allegations against other Directors and Executives (other than the Managing Director) irrespective of the type of incident will be handled by the Managing Director and Chairman, Board of Directors. Whereas allegations against the Managing Director irrespective of the type of incident, will be received and handled by the Chairman, Board of Directors and Chairman, Board Audit Committee.

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

9 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.

10 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.

11 Review and Update

The policy will be subject to review and update from time to time as the need arises. Any questions about the content or application of this policy should be directed to the Human Resources Department.

VERSION AND UPDATE HISTORY

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

APPENDIX 1

Whistle-blowing Policy Declaration

I hereby confirm that I have read and understood, and acknowledge to adhere to the content of the Whistle-blowing Policy of Food Concepts Plc. and further confirm that I will comply fully with the extent written therein.

For Food Concepts Plc.

APPENDIX 2

Procedure for using Deloitte Tip-Offs Anonymous (**How it Works**)

Whistle-blowing reports should be made using any of the Deloitte TOA reporting channels listed below.

- Toll free hotline: 0800TIPOFFS (0800 847 6337).
- Web Portal: <https://tip-offs.deloitte.com.ng>.
- E-mail: tip-offs@deloitte.com.ng.
- Mobile App: Download Deloitte Tip-offs Anonymous App on Android or iOS devices.

Step 1:

- Whistle-blower contacts Deloitte Tip-offs Anonymous contact centre via the toll free hotline (Calls are toll free to all networks).
- Dial the hotline from any telephone of your choice.
- You may call anonymously – even if you disclose your name, your identity will remain confidential and will not be disclosed to the Company except with your consent

Step 2:

Our contact centre agent provides options of anonymity, prompts questions and provides a unique reference Code (PIN) to the whistle-blower. The contact centre agent interviews the whistle-blower to obtain as much relevant information as possible.

Ensure you provide all the available details as stated below:

- a. Nature of the incident
- b. People involved
- c. Dates of incident
- d. Place of occurrence
- e. How the incident occurred
- f. Any other relevant information

Step 3:

Our report analyst sanitizes report to remove any details that might identify the whistle-blower. Please keep confidential this unique reference code (PIN) assigned to you as you will need this number if you make a follow up.

You may call back for feedback on your report or to provide additional information.

Step 4:

The information received is captured unto a TOA report format, the report is reviewed by the Contact centre manager and transmitted to designated persons within Food Concepts for further action.

Step 5:

Investigation is conducted and feedback provided to Deloitte by Food Concepts

Step 6:

The Whistle-blower may subsequently call back to provide additional information or for feedback request.

APPENDIX 3

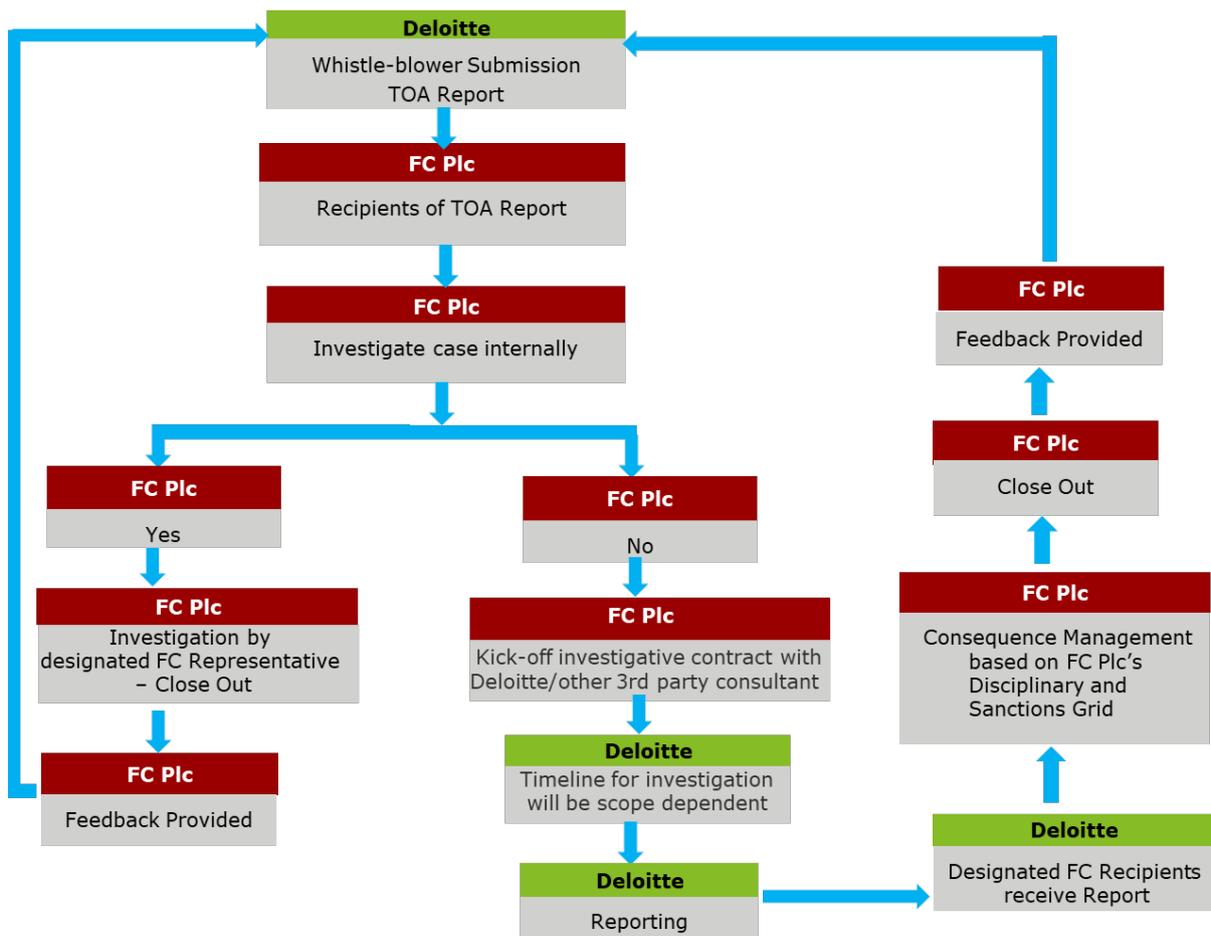
Complaints Management Framework

Escalation Matrix and reference to Food Concept’s Disciplinary Policy.

The essential components of an effective complaint management system are:

1. Commitment
2. Facilitation
3. Resourcing
4. Learning
5. Guidance

The below framework aims to assist, Food Concepts Plc. in summarizing these components. To improve efficiency, in the resolution of complaints, which may arise via the whistle-blowing platform?



APPENDIX 4

S/N	Type of incident	Recipients
1	Fraud	Managing Director
		Chairman of the Board (Over 1M)
		Executive Director/Division Managing Director-Shared Services
		Human Resources Director
		Company Secretary/ Legal Advisor
2	Human resource related matters (for example, sexual harassment)	Managing Director
		Company Secretary/ Legal Advisor
		Human Resources Director
3	Breach of the Code of Conduct and Business Principles	Managing Director
		Head of Internal Audit
		Company Secretary/ Legal Advisor
		Human Resources Director
4	Theft of company asset	Executive Director/Division Managing Director-Shared Services
		Company Secretary/ Legal Advisor
		Managing Director
		Human Resources Director
5	Any other type of unethical conduct	Managing Director
		Human Resources Director
		Company Secretary/ Legal Advisor
6	Reports against Directors & Executives (other than the Managing Director) irrespective of the type of incident	Chairman of the Board
		Managing Director
7	Reports against the Managing Director irrespective of the type of incident	Chairman of the Board
		Independent Director
8	Monthly Summary Reports	Company Secretary/ Legal Advisor
		Managing Director
		Human Resources Director

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