



WHISTLEBLOWING POLICY

Approved vide Minute 6.7 of the 96th Board meeting held in Lusaka, Zambia on Wednesday 4th December 2019

Approved for Implementation vide Minute 9.2 of the 99th Board meeting held by Audio visual conference (Teams) on 29th September 2020

1. INTRODUCTION

The 96th Board meeting held on the 4th day of December 2019, approved a Zep-Re Whistle Blowing Policy.

The provisions of the policy which take effect on the 29th day of September, 2020 are detailed below.

2. BACKGROUND TO THE POLICY

2.1. Relation to existing policies

ZEP- RE's core values include; integrity, professionalism, responsible corporate citizenship and a customer centric approach to business.

The values are intended to ensure that employees deliver high quality services to stakeholders with the highest standards of integrity, professionalism and ethics. They further seek to ensure that ZEP- RE 's transactions are conducted in a transparent manner and adhere to governance requirements. The framework for integrity within ZEP- RE is anchored in the ZEP- RE Code of Conduct and Ethics. In addition, the Company's Disciplinary, Grievance and No-harassment Policy regulates the conduct of employees and provides an avenue through which employees can raise and seek resolution of their grievances and complaints relating to harassment.

The Whistle blowing policy will neither replace nor supersede the ZEP- RE Code of Conduct, Disciplinary, Grievance and No-harassment policy, or any provisions of the Human Resource Policies and Procedures, but will complement the policies.

2.2. Zep- Re's Commitment

The standards set out in this Policy are minimum requirements based on applicable best practice and regulatory requirements of the jurisdictions the Company operates in and apply for the entire Company.

ZEP- RE is committed to maintaining the highest possible standards of openness, honesty and accountability within the organisation.

In line with this commitment, ZEP- RE expects its employees and other stakeholders who have serious concerns about any aspect of ZEP- RE 's dealings to come forward and voice those concerns, without fear of reprisal, harassment or victimisation.

3. PURPOSE AND OBJECTIVES OF THE POLICY

3.1 Purpose of the Policy

As part of the commitment in 2.2 above and in complementing the core values articulated in section 2.1 above, ZEP- RE 's whistleblowing policy is designed to provide a mechanism through which an employee and/or other individual (as provided in section 4.2) having a concern as to the manner in which the affairs are being conducted either through its employees, service providers or other affiliates may have a platform to raise those concerns in good faith, without fear of reprisal, harassment or victimization.

3.2 Policy Objectives

This policy aims at:

- a) Encouraging an employee and/or other individual (the Whistleblower) to feel confident in questioning and raising concerns with respect to Zep- Re' s practices;;
- b) Providing a Whistleblower with an avenue to raise concerns in confidence and receive feedback on any action taken;
- c) Ensuring that a Whistleblower receives a response to his/her concerns and that the Whistle blower is aware of how to pursue the concerns raised if he/she is not satisfied with the action taken;
- d) Reassuring a Whistleblower that he/she will be protected from possible reprisals or victimization if he/she has a reasonable belief that the disclosure has been made in good faith.

4. DEFINITION, SCOPE AND APPLICATION OF THE POLICY

4.1. What is whistle blowing?

- a) In the context of this policy, whistle blowing refers to the confidential disclosure by an employee and/or other individual (the Whistleblower) of a concern with respect to the Company relating to a perceived wrongdoing, violation of a policy, fraud, corruption or such related matter. This policy encourages employee to raises serious concerns within the Company as opposed to overlooking a problem or disclosing the problem outside the Company.

b) A concern can be raised on the basis that:

- i. The Whistleblower feels uncomfortable about an issue in terms of known standards, his/her experience or the standards he/she believes Zep -Re subscribes to; or
- ii. The issue at hand is against Zep- Re 's policies, rules and procedures; or
- iii. The issue at hand falls below established standards of practice; or
- iv. The issue at hand amounts to an act of corruption, fraud, and /or misconduct

4.2. Who is a Whistleblower?

- a) A Whistleblower is any person or party who conveys or is proven to be about to convey a concern, allegation or any information indicating that fraud, corruption, or any other misconduct is occurring or has occurred in ZEP- RE or a project financed by ZEP- RE. A listed of potential acts of corruption, fraud, and/or misconduct are listed in section 4.3.1.
- b) Without limitation, a Whistleblower can be a ZEP- RE employee, customer, intern, young professional, volunteer, consultant, contractors, government officials, officials in executing departments, partners, professional bodies or other entity or person.

4.3. Scope of the policy

4.3.1. The policy can be evoked, and a disclosure made under the policy in the following situations:

- a) Conduct which is an offence or a breach of law and/or statutory obligations;
- b) Misconduct which includes failure to comply with ZEP- RE's Code of Conduct and Ethics, policies or procedures;
- c) Unlawful acts or orders constituting violation of a law, mismanagement, abuse of authority, substantial and specific damages to public health and safety;
- d) Fraud which includes any act or omission, including a misrepresentation that knowingly or recklessly misleads or attempts to mislead a party in order to obtain financial or other benefit or to avoid an obligation;
- e) Corruption which includes offering, giving, receiving, or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party;
- f) Coercive practices including impairing or harming, or threatening to impair or harm, directly or indirectly, any party or property of the party in order to influence improperly, the actions of the party;

- g) Collusive practices which include an arrangement between two or more parties designed to achieve an improper purpose or improperly influence actions of another party;
- h) The unauthorised use of the Company's funds and/or waste/frivolous expenditure;
- i) Sexual, physical or other abuse or other unethical conduct, discrimination of any kind ;
- j) Unethical and/or unprofessional conduct;
- k) Actions which are unprofessional, inappropriate or conflict with a general understanding of what is right and wrong.
- l) The deliberate concealment of any of the above matters
- m) Or any other actions similar or related to the above

4.3.2. The policy does not apply to complaints by employees relating to unsatisfactory probation reports, performance appraisals, remuneration, training, promotions, work assignments and deployments, sexual harassment or and personal grievances. These are dealt with under specific provisions of the Human Resources Policies and Procedures. However, where in the view of the Whistleblower, these elements are being applied in a retaliatory or discriminatory manner or in contravention of the established policy and procedure, the policy shall apply.

5. PROCEDURE FOR DEALING WITH DISCLOSURES BY A WHISTLEBLOWER

5.1. How to raise a concern

5.1.1. a) It is important that a concern be raised as early as possible to enable action to be taken; save as provided herein, in any event, a concern should be raised within a period not exceeding ten (10) days from the date that the concern comes to the Whistleblower's attention.

b) A Whistleblower is not expected to prove beyond doubt the truth of an allegation but will be expected to demonstrate that there are sufficient grounds for the concern.

c) A concern may be raised orally, anonymously, in writing or via a designated link on the company website

5.1.2. a) Regardless of the form and or manner in which the complaint is raised, all complaints must be reduced into writing

b) The correspondence should:

- i) set out the background and history of the concern, giving names, dates and places where possible;
- ii) give sufficient basis and reasons as to genuineness of the concern and

- iii) There must be a disclosure of information that, in the reasonable belief of the whistleblower, that tends to show that the situation(s) under 4.3.1 (s) is/have occurred, is/are occurring, or is/are likely to occur:

5.1.3. The Whistleblower should make it clear that he/she is making the disclosure within the terms of ZEP- RE 's whistleblowing policy. This will enable the person receiving the disclosure to take the necessary appropriate action to investigate the issue and to protect the identity of the Whistleblower.

5.1.4. ZEP- RE employees are duty bound to disclose any actions of fraud or corruption that come to their attention immediately but in any event not later than seven (7) days after becoming aware of the fraud or corruption. Violation of this duty shall be subject to disciplinary action.

Furthermore, disciplinary action shall be taken against an employee who knowingly prevents or covers-up any acts of fraud or corruption.

An employee shall be deemed to have discharged a reporting obligation once a report is made to either of the following:

- i. The 24- hours hotline facilities established to enable anonymous disclosures,
- ii. Link to the company website
- iii. Internal Auditor,
- iv. Managing Director,
- v. Chairperson of the Risk and Audit Committee of the Board.

5.2. Reporting the concern

- a) ZEP- RE employees are expected to whistle blow on transactions, operations, and any activities of the company that involve fraud, corruption, misconduct, whether internal or external;
- b) External parties are required to bring allegations and complaints of corruption, fraud, and any misconduct relating to execution of a ZEP- RE project or its non-compliance with its policies, contractual or statutory obligations;
- c) A ZEP-RE employee or external party shall report allegation or concerns directly to the Internal Auditor through a designated 24-hour hotline, website link or email;
- d) Depending on the nature of allegation or concern and the parties involved, or where the employee or external party feels uncomfortable raising the concern with the Internal Auditor for potential conflict of interest or other reasons, he / she will (if possible) raise the matter with the Managing Director through a dedicated 24-hour

hotline, website link or email;

- e) Depending on the nature of allegation or concern and the parties involved, or where the employee or external party feels uncomfortable raising the concern with both the Internal Auditor and the Managing Director for potential conflict of interest or other reasons, he/she will raise the matter with the Chairperson of the Risk and Audit Committee of the ZEP- RE Board through a designated 24-hour hotline, website link or email;
- f) Upon receipt of the allegation from the employee or external party, the Internal Auditor, Managing Director or Chairperson of the Risk and Audit Committee of the Board, shall document the allegation or concern. Where the identity of the Whistleblower is known, the receiver will acknowledge receipt of the allegation, and where appropriate to the nature of the information or allegations, explain to the whistleblower the subsequent actions to be taken and give an indication of the timeframe within which such actions can be taken;
- g) For anonymous reports received through the hotline/email facility, a reference number to enable follow up & feedback to the Whistleblower whilst maintaining anonymity shall be provided.
- h) The receiver of the allegation or concern who may be the Internal Auditor, Managing Director, Chairperson of the Risk and Audit Committee will evaluate the allegation or concern to determine its credibility, materiality and verifiability, with the objective of establishing whether there is a legitimate basis to warrant an investigation;
- i) The person making the allegation should expect an official communication within one (01) month as to the preliminary evaluation;
- j) The preliminary evaluation will determine whether there are grounds for a more detailed investigation. The assessment will be based on information and documentary evidence provided by the Whistleblower and shall consider whether the disclosure has been made in good faith;
- k) Where preliminary investigation reveals tangible and credible information that supports the existence of criteria provided in this policy, a full investigation will commence. The party or parties subject to the investigation will be informed in writing, unless such communication would in the view of the Internal Auditor, Managing Director, or Chairperson of the Risk and Audit Committee, interfere with the investigation or related investigations;
- l) The Internal Auditor, Managing Director, or Chairperson of the Risk and Audit Committee will request parties to present written submissions in response to the allegations;
- m) Subsequently the recipient of the allegation (Internal Auditor, Managing Director, or Chairperson of the Risk and Audit Committee) will initiate an investigation and as appropriate, provide feedback and/or interim relief to the Whistleblower, and take such interim remedial action necessary to mitigate the underlying circumstances

- n) On completion of investigations, the investigating officer* will make recommendation for final decision as follows:

e)

Investigating Officer	Decision Authority
Internal Auditor	Either: To the Managing Director for decision of the Executive Committee
Internal Auditor	Or: To the Chairman of the Risk and Audit Committee for decision of the Committee and approval of the Board
Managing Director	To the Chairman of the Risk and Audit Committee for decision of the Committee and approval of the Board

*The term Investigating Officer may include any other party contracted or assigned to carry out specific investigations.

5.3. Anonymous allegations

- a) ZEP- RE will exercise its discretion in considering and investigating anonymous allegations taking into consideration various factors such as:
- i. the seriousness of the issues raised,
 - ii. the credibility of the concern,
 - iii. the likelihood of confirming the allegation from attributable sources.
- b) Where an anonymous allegation is considered for investigation it will be subjected to the same procedure in 5.2 above.

5.4. Untrue allegations

- a) If a Whistleblower makes an allegation in good faith but the same is consequently not confirmed to be true after an investigation, no action will be taken against him/her.
- b) Only in the case that one knowingly makes a false, malicious or vexatious allegation will disciplinary or any other appropriate action be taken.

5.5. Possible decisions that may be taken

5.5.1. The action to be taken by the decision authority will depend on the nature of the concern and this includes:

- a) Clearance of the employee or accused persons of the alleged wrongdoing,
- b) Disciplinary action in accordance with the internal disciplinary policy and procedure;
- c) Referral to the police;
- d) Referral to an external auditor;
- e) Subjection to an independent inquiry.

5.5.2. To protect individuals and Zep- Re, initial enquiries will be made to decide whether an

investigation is appropriate and, if so, what form it should take. Concerns or allegations which fall within the scope of specific procedures especially those falling within the Human Resource Policies and Procedures will normally be referred for consideration under those procedures.

- 5.5.3. Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted. The whistle blower will receive communication within ten (10) working days.

5.6. Hotline facilities

- 5.6.1. ZEP- RE will make available, secured hotline and/or email facilities for Whistle Blowing purposes.
- 5.6.2. The facilities may be operated by either the Internal Auditor or outsourced and shall entail the availability of round the clock confidential service - 24 hours a day and 365 days a year.
- 5.6.3. Complaints can be received in English, French or official language of the country in which the complaint is made.

6. PROTECTION OF AND REMEDIES FOR WHISTLEBLOWERS

- 6.1. ZEP- RE will protect the Whistleblower's identity and person. Zep- Re will maintain as confidential the Whistleblower's identity unless:
- i. such person agrees to be identified;
 - ii. identification is necessary to allow ZEP- RE or the appropriate law enforcement officials to investigate or respond effectively to the disclosure
 - iii. identification is required by law or under ZEP- RE 's rules and regulations, where a false accusation has been maliciously made
 - iv. the person accused is entitled to the information as a matter of legal right or under the Zep Re's rules and regulations in the disciplinary proceedings. In such an eventuality, the ZEP- RE shall inform the Whistleblower prior to revealing his or her identity
- 6.2. Retaliation shall not be permissible against any Whistleblower. "Retaliation" means any act of discrimination, reprisal, harassment, or vengeance, direct or indirect, recommended, threatened or taken against a Whistleblower by any Person because the Whistle Blower has made a disclosure pursuant to this Policy.

f)

- 6.3. The protection ZEP- RE can give to external parties shall be limited to the capability of ZEP- RE. But any retaliatory action against a contractor or its employees, agents or representatives by a ZEP- RE employee, client or contractor because of a disclosure made by such persons under the Policy will be treated as misconduct and subject to disciplinary action. If retaliation occurs at the hands of ZEP- RE clients or contractors, then the contract in question will become subject to immediate review and possible termination.
- 6.4. Subject to the provisions of this policy, the following protection and sanctions can be applied to an employee of ZEP- RE, depending on the circumstances:
 - a) To the extent possible, the Investigating Officer shall guarantee confidentiality of the identities of Whistleblowers. An individual who submits a complaint or is a witness in the course of an investigation shall, subject to ZEP- RE 's policies, rules and regulation, have his or her identity protected by the Investigating Officer;
 - b) Where an individual makes or is in the process of making a report in the reasonable belief that the contents of the report are true on a matter subject to investigation, that individual's identity is to be fully protected from unauthorised disclosure by the Investigating Officer.
 - c) Where there has been an unauthorised disclosure of the identity of a Whistleblower or someone assisting in the investigations, the Managing Director and/or Chairman of the Board, in coordination with the Human Resources & Administration Department, shall institute the appropriate disciplinary measures available in ZEP-RE's Disciplinary Policy and Procedure.
- 6.5. ZEP- RE shall guarantee employment protection. An employee who submits a complaint or information indicating fraud, corruption, or any other misconduct knowing or reasonably believing the complaint or information submitted to be true, shall be protected from retaliation. Employment remedies available to a Whistleblower against whom there has been retaliation shall be determined by the Managing Director and/or Chairman of the Board of Directors depending on the findings and recommendations of the Investigating Officer and shall include but not be limited to:
 - a) Reinstatement to the same or comparable position in salary, responsibility, opportunity for advancement and job security;
 - b) Back benefits and pay, with consideration of the likely advancement and salary increases that an employee would have received;
 - c) Adjudication expenses, including representation fees, costs of expert witnesses, travel and other costs associated with the claim of Retaliation. These costs should be automatically paid to a prevailing Whistleblower;

- d) Transfer upon the request of the prevailing Whistleblower to another department or office;
- e) Intangible benefits, including public recognition of the contribution of the Whistleblower, and in appropriate circumstances public recognition of the contributions of the Whistleblower to Zep- Re.

6.6. In addition to the remedies enumerated in paragraph 6.5 above, the Investigating Officer may recommend further relief, as the case may be, as follows:

- a) Where there is a reasonable concern that the employee may suffer personal injury or that the safety and well-being of the employee's family may be at risk, the Investigating Officer shall accord the employee - Whistleblower status and take available measures to secure his or her personal and family safety and security, as an interim relief recommendation;
- b) Where the Investigating Officer determines that the Whistleblower is in a life-threatening situation, the Investigating Officer shall make recommendations to the Managing Director and/or Chairman of the Board for necessary immediate actions to be taken to protect the Whistleblower;
- c) Where the employee of ZEP- RE has suffered retaliation or is threatened with retaliation because of assistance he or she gave in an investigation or audit, on the recommendations of the Investigating Officer, the Managing Director and/or Chairman of the Board of Directors shall take steps to prevent such actions from taking effect or otherwise causing harm to the employee, consequently, an employee who believes that retaliatory action has been taken against him or her because of whistle blowing or cooperating in an investigation or audit, should contact the Investigating Officer with all information and documentation available to them in support of his or her complaint. The Investigating Officer shall as a matter of exigency, review the evidence provided and make a decision or order an immediate investigation. On the recommendation of the Investigating Officer, the Managing Director and/or Chairman of the Board of Directors shall immediately provide protection from retaliation for the affected employee.

6.7. Where there is no case to a claim raised by a Whistleblower, but it is clear that the employee who made the claim acted in good faith, the Investigating Officer shall ensure that the employee suffers no retaliation. When established, retaliation for a disclosure made in good faith shall be by itself a misconduct. An employee who makes allegations in bad faith or without reasonable belief that what is being reported is true, may be subjected to disciplinary action in accordance with ZEP- RE's Policies and Procedures.

6.8. Where an employee can show evidence that prior to the alleged retaliation, he/she had reported or was in the process of reporting an instance of fraud, corruption or any other

misconduct to the Hotline, or pursuant to any other reporting 'mechanism provided under this Policy, the Investigating Officer shall make such recommendation to the Managing Director and/or Chairman of the Board of Directors for interim relief for the Whistleblower.

- 6.9. Where an employee can show evidence of being mistakenly identified as a whistleblower and consequent retaliatory action taken against him or her, the affected employee shall report the matter to the Investigating Officer with all information and documentation available to them in support of their complaint. The Investigating Officer shall as a matter of exigency, review the evidence and make appropriate recommendations to the Managing Director and/or the Chairman Board of Directors for remedial relief.
- 6.10. Where an employee can show evidence that prior to the alleged retaliation, he/she had reported or was in the process of reporting an instance of fraud, corruption or any other misconduct to the Hotline, to the Investigating Officer, or pursuant to any other reporting mechanism provided under this Policy, such employee shall be deemed to have satisfied the minimal burden of proof. The burden of proof shall then shift to the Zep- Re to prove by clear and convincing evidence that the action taken by ZEP- RE against such employee was for separate and legitimate reasons, and not in reprisal or retaliation for the malpractice reported by the employee.
- 6.11. Where the alleged retaliation is by the Internal Audit Manager (Investigating Officer), the report should be made to the Managing Director with a copy to the Chairman of the Risk and Audit Committee.
- 6.12. Where the alleged retaliation is by the Managing Director, the report should be made to the Chairman of the Board of Directors.

7. REPORTING

- 7.1 In order to monitor the implementation of the policy, the Internal Auditor will maintain a register of all the whistleblowing activities and allegations submitted and, as applicable, provide regular reports to the Managing Director and the Chairman of the Risk and Audit Committee for subsequent reporting to the Board.
- 7.2 All staff members shall receive periodic feedback as to the number and nature of complaints received, the progress of resolution of the matters in question as well as actions being undertaken/that will potentially be taken to resolve the complaints.

8. TRANSITIONAL ARRANGEMENTS

- a) An external service provider will be contracted to provide 24-hour hotline services;
- b) Once contracted; employees, clients, service providers and other stakeholders will be informed of the hotline number, website link, emails and attendant services;
- c) In the interim, all complaints and concerns covered in this policy should be reported to the Internal Auditor, Managing Director, or Chairman of the Risk and Audit Committee of the Board as appropriate and in line with the provisions of section 5.

9. ROLES AND RESPONSIBILITIES

9.1 Board of Directors

- (a) Shall be in charge of the general oversight and policy formulation.
- (b) The Nominations, Human Resources & Remuneration Committee shall assist the Board in discharging its responsibilities and oversee the implementation of the Policy, including review of the effectiveness of actions taken in response to concerns raised under this policy.

9.2 Managing Director

Shall be directly responsible for application and administration of the Policy.

9.3 Human Resources & Administration Department

The Human Resources & Administration department shall be responsible for the fulfillment of all requirements imposed by this policy, local laws and or regulations as well as global minimum standards, and carrying out necessary trainings for staff.

10. INTERPRETATION

Any question of interpretation or application or any dispute or difference that shall arise from this Policy shall be referred to the Board of Directors whose decision shall be final.

11. REVIEW AND AMENDMENTS

The policy shall be reviewed and or amended by the Board of Directors on its volition or upon recommendation by the Nominations, Human Resources & Remuneration Committee every three (03) years. This clause shall not restrict earlier reviews or amendments as and when, material changes are deemed necessary

12. COMMENCEMENT

This policy shall come into effect upon approval by the Board of Directors.

