



# WHISTLEBLOWING POLICY

## Introduction

OMA Group is committed to creating and maintaining an open working environment in which employees, directors (whether they are full-time, part-time or casual), contractors, suppliers, partners and consultants are able to raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct.

The Board of Directors and Leadership Team recognises that any genuine commitment to detecting and preventing wrongdoing and other undesirable conduct must include a mechanism whereby employees and others can report their concerns freely and without fear of reprisal or intimidation.

The Whistleblower Policy and Procedure provides such a mechanism, and encourages the reporting of such conduct.

The policy does not form part of an OMA employee's contract of employment, and may be amended at any time.

### The purpose of this Policy is to:

Promote an open and transparent culture within OMA Group.

1. Encourage employees, directors, contractors, suppliers, partners and consultants to report an issue if they genuinely believe a person or persons has breached OMA Group's Code of Ethics, policies or the law.
2. Demonstrate OMA Group's commitment to a fair workplace and outline the process for managing matters of Misconduct.
3. Protect individuals who in good faith, report Misconduct which they reasonably believe to be corrupt, illegal or unethical on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment.
4. Assist in ensuring that matters of Misconduct and/or unethical behaviour are identified and dealt with appropriately.

## SCOPE

This Policy applies to all OMA Group's operations and its wholly owned operating subsidiaries employees, directors, (whether they are full-time, part-time or casual), contractors, suppliers, partners and consultants.

## DEFINITIONS

For the purposes of this Policy, the definitions are as listed below:

- OMA Group:** Includes all independently managed companies which is branded "OMA"
- Investigation:** A search of evidence connecting or tending to connect a person (either a natural person or a body corporate) with conduct that infringes the criminal law or the policies and standards set by OMA Group.
- Misconduct:** All OMA employees, directors, contractors and consultants are encouraged to report any genuine concerns that they believe constitute a breach of OMA's Code of Conduct or policies. Matters which should be reported under this Policy, whether actual or suspected may include:
- ◆ Dishonest, fraudulent, corrupt or unlawful conduct or practices.
  - ◆ Misleading or deceptive conduct, including conduct or representations which amount to improper or misleading accounting or financial reporting practices.
  - ◆ Conduct or any proposed conduct, bid, proposal, offer, contract, product or other aspect of OMA Group's business that breaches the provisions of any legislation in countries OMA Group does business with.
  - ◆ Coercion, harassment or discrimination by, or affecting, any member of OMA Group or its affiliates.
  - ◆ A breach of OMA Group's policies or Code of Ethics.
  - ◆ Conduct within OMA Group's control which is a significant danger to the environment.
  - ◆ Conduct endangering the health and safety of any person or persons which has been reported to management but not acted upon.
  - ◆ Any action taken against, or harm suffered by a person as a result of making a report under this Policy.
  - ◆ Any other conduct or act which may cause loss to OMA Group or which may otherwise be detrimental to its interests.

This policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work. In those cases you should use the grievance procedure in place in your organisation.

**Whistleblower:** Any OMA employee, director, contractor or consultant who, whether anonymously or not, makes, attempts to make or wishes to make a report in connection with Misconduct and where the whistleblower wishes to avail themselves of protection against reprisal for having made the report.

**Whistleblower Protection Officer (WPO):**

A designated OMA representative tasked with the responsibility of protecting and safeguarding the interests of whistleblowers within the meaning of this Policy. The WPO will have access to independent financial, legal and operational advisers as required. The WPO is OMA Group's Director: Carine Noukpo.

**Whistleblower Investigations Officer (WIO):**

A designated OMA representative tasked with the responsibility of conducting preliminary investigations into reports received from a whistleblower. The role of the WIO is to investigate the substance of the complaint to determine whether there is evidence in support of the matters raised or, alternatively, to refute the report made.

The WIO will be appointed by the WPO on a case by case basis, depending on the nature of the report. The WIO will be an independent party who is not associated with the area under investigation.

**WHAT AND HOW TO REPORT**

All OMA Group's employees, directors, contractors and consultants are encouraged to report Misconduct that they believe constitute a breach of OMA's Code of Ethics, policies. Examples of matters which should be reported under this Policy, whether actual or suspected are outlined under the heading Misconduct.

**REPORTING MECHANISMS**

**Internal Reporting**

Whistleblowers may wish to discuss the matter informally with their direct Line Manager or the responsible Human Resources Manager (HRM) first in order to determine whether an incident of Misconduct has occurred. This is an opportune time to clarify the incident, ask questions and become familiar with the internal Grievance Handling Policy. At all times, discussions will remain confidential.

Where this is not appropriate, where the whistleblower does not feel comfortable in doing so, or where the whistleblower has previously done so and believes no action has been taken, the whistleblower may contact the Group Human Resource Manager (GHRM) directly to discuss the incident or the whistleblower can report the Misconduct internally by completing and submitting a Misconduct Report Form.

**External Reporting**

Alternatively, the whistleblower may report Misconduct, anonymously if preferred, to OMA Group by sending an e-mail to the following e-mail address: **compliance@omagroup.com**

**INVESTIGATION OF MISCONDUCT REPORTS**

All reports of Misconduct will be treated seriously and the subject of a thorough investigation with the objective of locating evidence that either substantiates or refutes the claims/allegations made by the whistleblower. Investigations are to be undertaken by the WIO.

The WIO responds to all concerns raised and reports to the WPO.

**REPORTING OF INVESTIGATION FINDINGS**

At the end of the investigation, the WPO will report their findings to the Group MD and they will determine the appropriate response. This response will include addressing any unacceptable conduct and taking remedial action required to prevent any future occurrences of the same Misconduct.

Where issues of discipline arise the response will be in line with the OMA's Disciplinary Procedure. Where allegations of unacceptable conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

**DEALINGS WITH WHISTLEBLOWERS**

**Anonymity:** If requested, the identity of the whistleblower will be kept strictly confidential by the WPO & WIO unless:

1. The person making the report consents to the disclosure.
2. The disclosure is required by law.
3. The disclosure is necessary to prevent or lessen a serious threat to a person's health or safety.
4. It is necessary to protect or enforce OMA Group's legal rights or interests.
5. It is necessary to defend any claims.

**Protection:** A whistleblower that report matters in good faith, and provided he or she has not been involved in the Misconduct reported, will not be penalised or personally disadvantaged because they have reported a matter. OMA Group will not tolerate any instances of legitimate whistleblowers being:

1. Dismissed;
2. Demoted;
3. Subjected to any form of harassment and persecution; or
4. Discriminated against.

A whistleblower who believes he or she, or his or her family, has been the victim of any of the above by reason of their status as a whistleblower, should immediately report the matter to the WPO.

Any OMA Group employee, director, contractor, partner, supplier or consultant who is found to have dismissed, demoted, harassed, or discriminated against a whistleblower by reason of their status as a whistleblower, will be subjected to disciplinary measures. A whistleblower who has been involved in the reported Misconduct may be provided with immunity or due consideration from OMA Group initiated disciplinary proceedings, by agreement with OMA Group. OMA Group however, has no power to provide immunity from criminal prosecution.

## FEEDBACK AND COMMUNICATION

Where possible, and assuming the identity of the whistleblower is known, the whistleblower will be kept informed of the outcome of the investigation of his or her report, subject to privacy and confidentiality considerations. All whistleblowers must maintain confidentiality of all such reports and not disclose details to any person.

On a broader basis the existence and operation of the Whistleblower policy should be promoted openly within the company with formal communication occurring at least once a year. It should also be incorporated into induction activities for new employees upon joining.

Any systemic issues or trends identified should be corrected and also communicated within the company to increase awareness.

## FALSE REPORTS

Where it is established by the WIO that the whistleblower is not acting in good faith, or he or she has made a false report of Misconduct (including where the allegation has been made maliciously, vexatiously or without any basis), then he or she will be subjected to disciplinary proceedings, including summary dismissal.

Whilst not intending to discourage whistleblowers from reporting matters of genuine concern, whistleblowers must ensure as far as possible, that reports are factually accurate, complete, from firsthand knowledge, presented in an unbiased fashion (and any possible perception of bias of the whistleblower is disclosed), and without material omission.

## DOCUMENT RETENTION AND CONFIDENTIALITY

All information, documents, records and reports relating to the investigation of a reported misconduct will be confidentially stored and retained in an appropriate and secure manner.

## POLICY REVIEW

The Whistleblower Policy will be reviewed periodically by the Board Audit, Risk and Compliance Committee. A report will be made to the Board of the outcome of each review and all recommended changes to the Policy.



**Gerrit Van der Merwe**, Group Managing Director, June 2018