



**[WHISTLEBLOWER  
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WHISTLEBLOWING POLICY  
& PROCEDURE**

**(Procedure for expressing concerns  
about suspected serious misconduct @  
May & Baker)**

**[March, 2021]**



# **MAY & BAKER NIGERIA PLC**

## **WHISTLEBLOWING POLICY & PROCEDURE**

**(Procedure for expressing concerns about suspected serious misconduct @ May & Baker)**

## **CORPORATE GOVERNANCE PROGRAMME**



# **MAY & BAKER NIGERIA PLC**

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# **MAY & BAKER NIGERIA PLC**

## **POLICY STATEMENT**

It is common knowledge that work place fraud, mismanagement even corporate failures are on the increase in most economies. In order to deal with the issue of fraud and achieve transparency in business dealing that will forestall corporate failure, May & Baker is committed to creating an environment where businesses are done with integrity and transparency.

Employees are often the first to realize that something is going wrong but may not speak up for fear of intimidation or punishment.

May & Baker encourages employees to raise their concerns about any suspected or actual malpractices or misbehavior that may impact negatively on the business without fear of intimidation or punishment.

This policy therefore address the procedure of reporting these incidents, offers protection to whistle blowers and sets out the method of investigating reported incidents to ensure utmost confidentiality.

May & Baker's internal Control and operating procedures are intended to prevent, detect and deter improper activities.



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The Internal Control & Compliance unit has the responsibility to investigate reported improper activities and to render report to the Board through the Board audit committee and the Managing Director with appropriate recommendations.

## **1. BACKGROUND/COMPLIANCE:**

This policy complies with Code of Corporate Governance for public companies in Nigeria issued by the Securities & Exchange commission, **Sections 32.1, 32.2, 32.3 and 32.4.**



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## **2. OBJECTIVES & SCOPE OF POLICY**

The intended objectives of this policy are:

- To provide avenue for employees to raise concerns about suspected serious fraud, mismanagement or improper activities.
- To enable management to be informed at an early stage about acts of misconduct.
- To reassure employees of their protection from punishment or unfair treatment for disclosing concerns.
- To develop a culture of openness, accountability and integrity.
- To re-enforce our policy of non-retaliation for any staff who in good faith voices concerns, participates in investigation of actual or perceived violations of this policy.

### **2.1 SCOPE OF POLICY**

This policy provides guidance on the reporting, investigation and handling of improper or illegal activities in all business locations of May & Baker Nig Plc and its subsidiaries.



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### **3. DEFINITIONS:**

#### **a) Whistleblower:**

A whistleblower is a person or entity making a protected disclosure about improper or illegal activities.

Whistleblowers may be May & Baker employees, applicants for employment, Vendors, Contractors, Customers or members of the general public.

The whistleblower is the reporting party. They are not investigators, and they do not determine the appropriate corrective or remedial action in a particular event reported.

#### **b) Good Faith:**

Good faith is evident when the report is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true.

#### **c) Misconduct/Improper Activities: See item 4 below.**



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### **4. IMPROPER/ILLEGAL ACTIVITIES:**

Improper or illegal activities that may be reported include but not limited to the following:

- Fraudulent activities.
- Illegal activities.
- Bribery & Corruption.
- Gross misuse of company assets including information assets.
- Conflict of interest and abuse of office on the part of any member of staff.
- Activities likely to endanger life or property.
- Sexual Harassment.
- Insider Dealings.
- Breach of law.
- Health & Safety risks including risks to public as well as other employees.
- Other unethical conduct.
- Concealment of any information pointing to any of the above matters.





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### **4.1 WHO SHOULD REPORT IMPROPER ACTIVITIES?**

- Directors
- Employees
- Vendors and Service Providers
- Applicants for employment
- Contractors
- Customers or members of the general public.

### **4.2 PROTECTION FOR WHISTLEBLOWER**

The company shall maintain the confidentiality of information received from whistleblowers as well as endeavor to keep their identity.

The company is committed to ensuring that whistleblowers are not victimized as a result of information provided by them thereby encouraging more staff to come forward to report improper activities noticed in the course of their duty.

If in the course of investigation, it becomes necessary for the whistleblower to give evidence, he/she should feel free to render such evidence.



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## **5. PROCEDURE:**

### **General Guidance:**

This policy presumes that employees will act in good faith and will not make false accusations when reporting misconduct by other employees. In making whistle blowing reports, the whistle blower should ensure that:

- The report is made in good faith
- He/she has reasonable ground to believe that the report is true
- He/she is not making the report for personal gain.

### **6.1 FALSE ALLEGATION**

An employee who deliberately or recklessly makes statements or disclosures that are not in good faith or that is later found to be false may be subject to disciplinary measures as follows:

- a) If the whistleblower is a staff, disciplinary measures will be in line with the existing company Rules of Engagement.
- b) Where the whistleblower is a supplier or other service providers, he/she may be blacklisted.



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### **6.2 Benefits for Whistleblowers:**

Whistleblowers whose reports were investigated and found rewarding to the company will be appreciated by the Managing Director either through a letter of commendation or any other method as may be determined from time to time by the Managing Director.

### **6.3 REPORTING ALLEGATIONS OF MISCONDUCT OR IMPROPER ACTIVITIES:**

- Any person may report allegations of suspected misconduct or any breach or breach of law that may impact the company's operations in an adverse manner or pose danger to the interest of the general public.
- Acts of misconduct may be reported in writing, e-mail, telephone SMS, Opinion boxes to be double locked with the Head, Internal Control & Compliance and the Company Secretaries holding the keys.
- Where possible, it is encouraged that all reports should be in writing so as to ensure the correct understanding of the issue raised.
- The company encourages whistleblowers to indicate their names on their reports. However, anonymous reports will also be acceptable.
- All reports should be directed as follows:



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[whistleblower@may-baker.com](mailto:whistleblower@may-baker.com) *The CEO and the Head, Internal Control & Compliance will have access to this e-mail at all times.*

*For Verbal reports & SMS, use the telephone hotlines below.*

**07066757973(Managing Director)**

**08142799740(Head, Internal Control & Compliance)**

**Opinion Boxes at designated locations within the company.**

## **6.4 INVESTIGATING ALLEGED MISCONDUCT OR IMPROPER ACTIVITIES:**

- On receipt of a whistleblower report, the Head, Internal Control & Compliance shall acknowledge the receipt of the report confirming that the matter will be investigated and that May & Baker will get back to the whistleblower in due course.
- In line with the provisions of the code of corporate Governance for public companies in Nigeria section 30.4(n), the Head, Internal Control & Compliance shall investigate the issues raised and render a report to the Managing Director stating his findings and recommendations.
- Where allegations are confirmed, the company takes disciplinary action in line with prevailing policy.
- Where the whistleblower suffered a loss or injury, the company may provide necessary remedies as may be permitted by



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Company policy or by the discretionary decision of the Managing Director.

- The Head, Internal Control & Compliance shall provide to the Chairman of the Board audit committee with a summary of reported cases, cases investigated, the process of investigation and the results of investigation in line with section 32.4 of the Code of Corporate Governance for Public Companies in Nigeria.

### **7. ROLES & RESPONSIBILITIES**

#### **Whistleblower:**

Whistleblower should act in good faith and should not give false or misleading information that may be beneficial to him or her.

#### **Suspect:**

Suspect has a duty to cooperate with investigators and is encouraged to give useful information to aid investigation.



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#### **Investigators:**

Investigators shall be professional in the handling of investigations looking at all issues without fear or favour. They shall be seen to be independent of all parties and shall render a report that is fair to all parties.

**Investigation Participants:**

Employees who are interviewed in the course of investigation shall cooperate fully with investigators. Participants should not discuss or disclose information obtained as a result of participation as this may jeopardize investigations.



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**8. APPROVAL:**

This policy have been reviewed and approved by the Board Corporate Governance Committee January 2013.

Reviewed March 2021.

**Managing Director/Chief Executive Officer**

**Appendix:**



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**EMPLOYEE WHISTLEBLOWER NOTIFICATION FORM**

I have received May & Baker’s whistle blowing policy, which I have read and understood.

NAME:.....

SIGNATURE:.....

DATE:.....

*Please note that any information given under this policy is received in confidence and management is committed to protecting you from any acts of intimidation or punishment.*

Return this form to Human Capital Development on completion.