

Lytton Springs Limited (Kenya)

Whistleblowing Policy

Definition of Terms

Complaint	An allegation or concern that is subject to investigation by the appropriate authority.
Detriment	Victimization or reprisal of a whistleblower which can take any or a combination of the following forms; dismissal, termination, redundancy, undue influence, duress, withholding of benefit and/or entitlements and any other act that has negative impact on the whistleblower.
Good Faith	This is evident when a report or concern is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious or false.
Investigation	A process designed to gather and analyze information in order to determine whether misconduct has occurred and if so, the party or parties responsible.
Misconduct	A failure by a staff member or other relevant stakeholder to observe the rules of conduct or standards of behavior prescribed by an organization.
Suspect	A person who is alleged to have committed a misconduct and subject of investigation.

Whistleblower	Any person(s) including employee, management, directors, clients, service providers, creditors and other stakeholders of an institution who reports any form of unethical behavior or dishonesty to the appropriate authority.
Whistleblowing	The act of reporting an observed/perceived unethical misconduct of employees, management, directors and other stakeholders of an institution by an employee or other person to appropriate authority. It is an early warning system that enables an organization to find out when something is going wrong in time to take necessary corrective action.

1. Introduction

Lytton Springs Limited, a Kenyan company, in ensuring a high ethical standard in all its business activities, has established a code of ethics which set out the standard of conduct expected in the management of its businesses across the country. All stakeholders are expected to comply with these standards in the discharge of their duties.

In furtherance of this, Lytton Springs Limited Whistleblowing Policy provides a channel for the company's employees and other relevant stakeholders to raise concerns about workplace malpractices, in a confidential manner; for the company to investigate alleged malpractices and take steps to deal with such in a manner consistent with the company's policies and procedures and relevant regulations.

Whistleblowing for the purpose of this policy is the act of reporting perceived unethical conduct of employees, management, directors, and other stakeholders by an employee or other persons to appropriate authorities.

This policy outlines the company's Policy on whistleblowing and the procedure for investigating and dealing with all reported cases of illegal and unethical conduct and any other misconduct in the company. It is in compliance with the requirements of various regulatory authorities with oversight on the activities of the company on whistleblowing.

2. Objective of the Policy

This policy is intended to encourage staff and other relevant stakeholders to report perceived unethical or illegal conduct of employees, management, directors and other stakeholders across the company to appropriate authorities in a confidential manner without any fear of harassment, intimidation, victimization or reprisal of anyone for raising concern(s) under this policy. Specific objectives of the policy are:

- a. To ensure all employees feel supported in speaking up in confidence and reporting matters they suspect may involve improper, unethical or inappropriate conduct within the company;
- b. To encourage all improper, unethical or inappropriate behavior to be identified and challenged at all levels of the organization;
- c. To provide clear procedures for reporting and handling such concern(s);
- d. To proactively prevent and deter misconduct which could impact the financial performance and damage the company's reputation;
- e. To provide assurance that all disclosures will be handled seriously, treated as confidential and managed without fear of reprisal of any form; and
- f. To help promote and develop a culture of openness, accountability and integrity.

3. Scope of the Policy

This policy is designed to enable employees and other relevant stakeholders to report any perceived act of impropriety which should not be based on mere speculation, rumors and gossips but on knowledge of facts. Reportable misconducts covered under this policy include:-

- All forms of financial malpractices or impropriety such as fraud, corruption, bribery, theft and concealment;
- Failure to comply with legal obligations, statutes, and regulatory directives;

- Actions detrimental to Health and Safety or the work environment;
- Any form of criminal activity;
- Improper conduct or unethical behavior that undermines universal and core ethical values such as integrity, respect, honesty, accountability and fairness;
- Other forms of corporate governance breaches;
- Connected transactions not disclosed or reported in line with regulations;
- Insider abuse;
- Non-disclosure of interests;
- Sexual or physical abuse of staff, customers, prospective staff, service providers and other relevant stakeholders; and
- Attempt to conceal any of the above listed acts.

The above listed reportable misconducts or concerns are not exhaustive. However, judgment and discretion is required to determine misconduct that should be reported under this policy.

Finally, this policy does not cover individual staff grievances and other employee related matters.

4. Board and Management Commitment to the Policy

The Board and Management of Lytton Springs Limited are aware that a robust internal system for employees and other relevant stakeholders to disclose workplace malpractices without fear of reprisal shows that employees take their responsibilities seriously, and also helps to avoid the negative publicity that often accompanies disclosures to external parties.

Hence the Board of Directors and Management of Lytton Springs Limited is committed towards promoting a culture of openness, accountability and integrity, and will not tolerate any harassment, victimization or discrimination of the whistleblower provided such disclosure is made in good faith with reasonable belief that what is being reported is fact.

5. Policy Statement

Lytton Springs Limited is committed to the highest standards of openness, probity, accountability and high ethical behaviour by helping to foster and maintain an environment where employees and other stakeholders can act appropriately, without fear of reprisal. To maintain these standards, the Company encourages employees and relevant stakeholders who have material concerns about suspected misconduct or any breach or suspected breach of law or regulation that may adversely impact the company, to come forward and report them through appropriate channels (in certain cases on a confidential basis) without fear of retribution or unfair treatment.

The Company conducts its business on the principles of fairness, honesty, openness, decency, integrity and respect. It is the intention of this policy to encourage employees and other relevant stakeholders to report and disclose improper or illegal practices or activities. The Company is committed to investigate promptly any reported misconduct and to protect those who come forward to report such activities. The Company further assures that all reports shall be treated in strict confidence.

6. Time Limit for Investigation

It shall be the policy of the Company to handle investigations promptly and as fairly as possible. While it might not be possible to set a specified time frame for the conclusion of investigation, since the diverse nature of potential concerns may make this impracticable. The managing director shall endeavor to resolve all concerns within four weeks. Where for any reason, proper resolution is unable to be achieved within this time frame; the Managing Director shall advise the Board of Directors accordingly, and report to the Chairman, Board of Directors.

7. Protection and Compensation for Whistleblower

It shall be the policy of the Company to protect whistleblowers who disclose concerns, provided the disclosure is made;

- in the reasonable belief that it is intended to show malpractice or impropriety;
- to an appropriate person or authority; and
- In good faith without malice or mischief.

While all disclosures resulting from whistleblowing shall be treated with high level of confidentiality, staff and other relevant stakeholders are encouraged to disclose their name to make the report more credible. The Company shall take the following into consideration in considering unanimous disclosure:

- seriousness of the issues being reported;
- the significance and credibility of the concern; and
- the possibility of confirming the allegation.

Where necessary, compensation of whistleblowers whether internal or external that have suffered detriment shall be at the discretion of Management taking into consideration regulatory guidance on compensation of whistleblower to be issued from time to time.

Any retaliation, including, but not limited to, any act of discrimination, reprisal, harassment, suspension, dismissal, demotion, vengeance or any other occupational detriment, direct or indirect, recommended, threatened or taken against a whistleblower because he/she has made a disclosure in accordance with this policy will be treated as gross misconduct and dealt with accordingly.

Whistleblowers must ensure that they do not make disclosure outside of the prescribed channels (e.g. media-print or electronic), or their disclosures may not be protected.

8. Ownership and Frequency of Review of this Policy Document

This policy document remains the property of Lytton Springs Limited, Kenya. The interpretation of this policy also resides with the company's Board of Directors.

This policy document shall be subject to review every three (3) years or as may be deemed necessary. All suggestions for review and or amendments shall be forwarded to the company's Board of Directors for necessary action.

Although this document shall be hosted in the official website of Lytton Springs Limited, Kenya, the Management of the company and each employee shall ensure strict compliance with this policy.

9. WHISTLEBLOWING CONTACT DETAILS

Phone number +254700 050 100/ +254722 100 120

Email address whistleblowing@lyttonsprings.co.ke

Staff Declaration

I have received the Lytton Springs Limited Whistleblowing Policy, which I have read and understood.

NAME:-----

STAFF NO:-----

SIGNATURE:-----

DATE-----

Please return this page to Human Resources Department.