



WHISTLEBLOWING POLICY

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1. Introduction

This Policy outlines the commitment of Grooming Health Management Limited (hereinafter referred to as "GHML") to uphold the highest standards of integrity and ethical conduct. GHML strives to cultivate and sustain a working environment in which its employees can act with professionalism and accountability, free from fear of retaliation.

Grooming Health Management Limited strongly encourages its employees to report concerns regarding any suspected serious misconduct, or any breach or potential breach of applicable laws, regulations, or internal policies that may have an adverse effect on GHML's operations, reputation, or stakeholders. Employees are assured that such disclosures will be made without the threat of punishment, intimidation, or unfair treatment.

Grooming Health Management Limited recognises that the most robust systems of control cannot guarantee absolute prevention of irregularities and acknowledges the necessity of vigilance and proactive engagement in identifying and addressing potential misconduct.

This Policy therefore serves as a guide to all employees, contractors and other stakeholders, offering a clear framework for reporting concerns regarding unethical or improper activities in a confidential and protected manner.

Grooming Health Management Limited affirms its commitment to ensuring that those who raise genuine concerns are protected and that the reporting process is transparent, fair and responsive to all concerns raised in good faith.

2. Ownership/Custodianship

This Policy is under the oversight of the Head of Compliance, who holds primary responsibility for its implementation and enforcement. The policy shall be reviewed periodically, at a minimum, every three (3) years, or more frequently as deemed necessary, to ensure it remains aligned with applicable regulations, evolving legal standards and best practices. Any recommendations for revisions or amendments to the Policy must be submitted to the Chief Executive Officer for consideration and subsequent approval by the Board of Directors.

3. Application/Distribution of the Policy

The Policy shall apply to all employees (permanent or temporary), customers, consultants, shareholders, job applicants and service providers. The current version of this document shall be hosted on the official website of Grooming Health Management Limited and GHML's employees' Intranet.

All queries relating to its contents or application should be made to the Head of Compliance.

Abbreviations

GHML	-	Grooming Health Management Limited
CEO	-	Chief Executive Officer

4. Definitions

Whistleblowing: Whistleblowing refers to the act of reporting actual or suspected incidents of misconduct, unethical behaviour, legal violations, or regulatory breaches involving or affecting GHML. Such incidents may include, but are not limited to, fraudulent activities, financial misconduct, corruption, health and safety violations and other actions that could have a detrimental impact on the organisation, its stakeholders, or the public interest. The purpose of whistleblowing is to ensure that GHML is made aware of such matters in a timely manner, allowing the organisation to take appropriate corrective actions, mitigate risks and address the consequences of such incidents. This process is an integral component of GHML's commitment to maintaining the highest standards of integrity, accountability and transparency.

Good Faith: A report is considered to have been made in good faith when it is lodged with honest intent, without malice or any personal gain or ulterior motive. In such instances, the employee or individual making the report must have a reasonable belief based on available facts and circumstances that the information provided is accurate and pertains to a legitimate concern. The existence of good faith is not contingent upon the eventual truth or outcome of the reported information. Therefore, a report made in good faith does not require the disclosure to be substantiated or proven true. However, good faith is absent in situations where the reporting individual knowingly makes a false or malicious claim, or where the disclosure is made with the intent to harm, discredit, or cause unnecessary distress to any person or entity. Reports made to mislead or maliciously harm the reputation of GHML or its employees will not be protected under this Policy.

5. Objectives of the Policy

The primary objectives of this policy are as follows:

- a. To establish clear channels through which employees and stakeholders may raise concerns and to define the procedures for addressing such concerns effectively.
- b. To enable Management to be promptly informed of any instances of misconduct or potential risks to the organisation.

- c. To assure employees that they will be protected from retaliation, discrimination, or unfair treatment for reporting concerns in good faith, in line with the provisions of this Policy.
- d. To foster a culture of openness, accountability and integrity within GHML.
- e. To ensure full compliance with GHML's internal policies, the Code of Business Conduct and Ethics and all other related ethical standards.
- f. To promote organizational transparency, accountability and individual responsibility by encouraging employees to report workplace irregularities responsibly and ethically.

6. Scope of Policy

This Policy is established to enable all stakeholders, including directors, officers, employees (permanent or temporary), consultants, job applicant, shareholders, customers, vendors and contractors of GHML, to raise concerns or complaints internally, ensuring they are addressed by Management. Examples of issues that should be reported under this Policy include, but are not limited to:

- a. Misuse of Company funds or property for any illegal, improper, or unethical purposes;
- b. Tampering with or destruction of Company records, including accounting or audit-related documents, except where permitted or required by GHML's records retention policy;
- c. Fraud or intentional misstatement in the preparation, evaluation, review, or audit of any financial statements of GHML;
- d. Fraud or intentional misstatement in the recording and maintenance of GHML's financial records;
- e. Deficiencies or non-compliance with GHML's internal controls, policies, or procedures;
- f. False representations or misstatements made to or by any officer concerning GHML's financial records, financial reports, or audit reports;
- g. Efforts to mislead, deceive, manipulate, coerce, or fraudulently influence any internal or external accountant or auditor in the preparation, examination, audit, or review of GHML's financial statements or records;
- h. Criminal activities within GHML;
- i. Financial crime, money laundering, terrorist financing
- j. Insider dealings and abuses
- k. Bribery and Corruption;
- l. Any other action that undermines GHML's operations, mission, or ethical standards.

7. Commitment to the Policy

Grooming Health Management Limited (GHML) is committed to maintaining the highest standards of integrity and professionalism in all its operations. As a Health Maintenance Organization (HMO) in

Nigeria, we strive to foster transparency, accountability and a safe environment for reporting improper, illegal, or unethical activities.

We encourage all stakeholders, including employees, vendors, contractors and the general public, to report concerns in good faith. GHML ensures that whistleblowers are protected from retaliation and their reports are handled with confidentiality. Disclosures will be investigated thoroughly and fairly, based on the seriousness of the issue, the credibility of the whistleblower and the availability of supporting evidence.

While we encourage whistleblowers to provide their identities for a more effective investigation, anonymous reports will be accepted. We understand that anonymity may limit investigation effectiveness, but we encourage whistleblowers to provide detailed information and credible sources when possible.

GHML is dedicated to upholding ethical practices in healthcare management. We ensure that all complaints are treated seriously and appropriate steps will be taken to protect whistleblowers from any form of retaliation. An individual who knowingly makes a false or malicious claim will be subject to appropriate disciplinary measures.

8. Who should blow the Whistle?

At Grooming Health Management Limited, we recognize that the responsibility to report improper, unethical, or illegal activities extends to all individuals who have a legitimate concern regarding the integrity and ethical conduct within our organization. This policy is designed to ensure that everyone is aware of their role in maintaining transparency and accountability in healthcare management.

The disclosure should be made to the Chief Executive Officer, appropriate person, or authority.

9. Types of Whistle Blowing

Internal Whistleblowers – These are employees who are expected to report incidents of misconduct involving colleagues, supervisors, or senior management to the designated reporting channels within the organization.

ii. **External Whistleblowers** – This category includes customers, suppliers, service providers and other external stakeholders who report any improper conduct by employees to the Compliance Officer or the Chief Executive Officer.

Whistleblowing Procedure

This Whistleblowing Procedure provides a mechanism for reporting any unlawful conduct at work and reassurance that exposing wrongdoing would not pose any risk to the whistleblower. The whistleblower should however make it clear that they are making their disclosure within the scope of the whistle-blowing

policy to ensure that the recipient of the disclosure investigates within the ambit of the policy and, more importantly, protect the identity of the whistleblower if required.

a. Internal Whistle Blowing Procedure

An internal whistleblower may raise concerns either by declaration or anonymously through any of the following: a formal letter to the Chief Executive Officer (CEO), a call or text on a dedicated phone number, WhatsApp chat, or a dedicated whistle-blowing e-mail.

The whistleblower may also contact the Head, Internal Audit Services, directly or through any of the reporting platforms below:

Email: whistleblowing@groominghm.com

Webpage: www.groominghm.com

Letters/Memo sent directly to:

The Head of Risk and Compliance

Grooming Health Management Limited.

3 Tina-Chris Street,

Ejigbo, Isolo

Lagos.

The e-mail box is to be administered by the Head of Compliance, who shall render reports to the Chief Executive Officer.

Changes to any of the channels detailed above would be promptly communicated to all stakeholders through the approved channels after which the Policy would be amended accordingly.

Where the concern is received by staff other than the Chief Executive Officer or the Head of Compliance, the staff to which the concern is directed shall be required to:

- Document and immediately forward the concern(s) to the Head of Compliance with a copy to the Chief Executive Officer.
- If the concerns affect the Head of Compliance, the Chief Executive Officer must be notified and where such issues affect Executive Management or a particular Director, such concern shall be referred to the Board through the Board Governance Committee for appropriate action within a reasonable time.

The concern(s) shall be presented in the following format:

- Background of the concerns (with relevant dates)

- Reason(s) why the whistle blower is particularly concerned about the situation. Supporting evidence for the allegations, if available, would be helpful in the investigation.

The Head of Compliance shall within seven (7) days of receipt of the concern from the whistleblower acknowledge receipt of the issue(s) raised, commence review to ascertain the validity of claim and also determine whether the concerns fall within the scope of whistle-blowing or not. The purposes of investigation are to: establish if a wrongdoing has occurred based on the concern(s) raised and if so, to what extent and to minimize the risk of further wrongdoing, prevent any further loss of assets, damage to the reputation of the Centre and if possible, protect all sources of evidence. The Head of Compliance shall, upon conclusion of the investigation, submit a detailed report to the Chief Executive Officer for appropriate actions in line with the approved policies of the Bank.

Disciplinary sanctions must however be ratified by Management, the Governance Committee or the Board of Directors depending on the grade of the staff involved and in line with the staff Disciplinary Policy/Procedure. Furthermore, the Head of Compliance shall periodically submit a summary of reported cases and outcomes to the Chairman of the Board Audit Committee.

External Whistle Blowing procedure

External whistleblowers, such as customers, service providers and other members of the public, may report employee misconduct to the Head of Compliance or the Chief Executive Officer (CEO). They can raise concerns either directly or anonymously through various channels, including a formal letter to the CEO, a dedicated phone number for calls or text messages, WhatsApp chat, or a designated whistleblowing email. The procedures and reporting formats used in the internal whistleblowing process will also apply to the external whistleblowing process. If a preliminary investigation indicates that the concerns are valid and fall within the scope of reportable misconduct, a further investigation will be conducted. If the concerns do not meet the criteria, the Head of Compliance will refer the matter to the appropriate authorities for resolution. In cases involving criminal activity, the matter may be escalated to law enforcement and if necessary, appropriate legal action will be taken. Additionally, the Head of Compliance is responsible for informing Management of the situation and notifying the Nigerian Police Force.

Time Limit for Investigation

Grooming Health Management Limited, GHML is committed to prompt resolution of all concerns or issues raised. If the investigation of whistle blowing complaint is not concluded promptly, the Head of Compliance must keep the Chief Executive Officer abreast of progress.

10. Protection/Compensation for Whistle Blower

Whistleblowers are encouraged to disclose their names when filing reports to enhance credibility. However, anonymous disclosures may be considered on the following discretionary basis:

- i. The seriousness of the issues
- ii. The significance and credibility of the concerns
- iii. The possibility of confirming the allegation.

Whistleblowers either internal or external may be rewarded depending on the gravity of the case. Compensation may also be provided to whistleblowers who may have suffered loss in the course of the process. This is however at the discretion of Management.

11. Rights of the Person Implicated

Any staff of Grooming Health Management Limited implicated by the reports of irregularities must be notified in good time of the allegations made against them, provided that this notification does not impede the progress of the procedure for establishing the circumstances of the case.

It is important to note that the basic rights of any staff implicated by the reported incidents must be respected, whilst ensuring that the procedures provided for are effective.

12. Limitation/ Non-Qualifying Disclosures

This Policy is not designed to question financial or business decisions taken by GHML, nor should it be used to reconsider any other matters which have already been addressed under other procedures.

This Policy DOES NOT apply to complaints of Company personnel associated with unsatisfactory probation reports, performance evaluations, discriminatory work assignments, equal employment opportunities, terms and conditions of employee, labour issues, sexual harassment or any other personal grievances. These shall be referred to each Company's Human Resources Department and other mechanisms established by GHML for such grievances.

However, where in the view of the Whistle blower or a Complainant, factors such as probation reports, performance evaluations, work assignments and opportunities or any form of harassment is being used by management in a retaliatory manner, the Policy shall apply.

13. Administration of the Policy

The Head of Compliance shall be consulted in advance in the event of the adoption or amendment of any internal provision establishing obligations for members of staff of Grooming Health Management Limited or its stakeholders to report irregularities.

The Head of Compliance in agreement with the Head, Human Capital Management shall propose to Management any necessary amendments to these provisions as the need arises or in compliance with regulatory requirements.

Approved by the Board of Directors on 24th day of May 2025



Chairperson, Board of Directors



Chief Executive Officer