



# **TERRA SWITCHING & PROCESSING COMPANY**

## **WHISTLEBLOW POLICY**




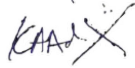
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## Document Information

### Document History

Prepared By	Date	Version	Comment
Ajayi Oluwafemi A.	March, 2023	1.0	<p>Whistle blowing is the act of reporting alleged unethical conduct of employees, management, directors and other stakeholders by an employee or any other person to appropriate authorities.</p> <p>The whistle blowing policy aims to create an environment where employees, vendors, service providers, customers and other stakeholders are able to report concerns and observations on misconduct, irregularities or malpractices, without fear of harassment and/or victimization and with an assurance that their concerns will be taken seriously and investigated, and the outcome duly communicated.</p>

### Document Review & Approval

	Name	designation	Signature
<b>Prepared by</b>	Ajayi Oluwafemi A	Chief Compliance Officer (CCO)	
<b>Concurrence</b>	Ajayi Adekunle	For Operations	
<b>Concurrence</b>	Mgbeahuru Uche	Head, HR	
<b>Approved</b>	Adeniji Kayode	Ag. MD/CEO	

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## 1. INTRODUCTION

The Whistle Blowing (WB) Policy mandates Terra Switching & Processing Company Ltd (Terra Switch) to render reports to the Board of Directors, Regulatory bodies and other stakeholders, on all related breaches on a semi-annual basis not later than 7 days after the end of the relevant period. The policy emanates from the CBN and establishes adequate whistle blowing procedures and guidelines for Banks and financial institutions.

Whistle blowing is the act of reporting alleged unethical conduct of employees, management, directors and other stakeholders by an employee or any other person to appropriate authorities.

The whistle blowing policy aims to create an environment where employees, vendors, service providers, customers and other stakeholders are able to report concerns and observations on misconduct, irregularities or malpractices, without fear of harassment and/or victimization and with an assurance that their concerns will be taken seriously and investigated, and the outcome duly communicated.

Employers and employees are key stakeholders and therefore expected to play a vital role in deterring and detecting malpractices, wrongdoing or irregularity. The process of WB can be initiated either internally or externally. Employees are internal whistle blowers who report incidents of misconduct in an organization involving a peer/colleague, a supervisor or a top management staff. On the other hand, external whistle blowers who are mostly customers/consultants/suppliers report wrong doings of employees to the Chief Internal Auditor and/or the Managing Director/Chief Executive Officer respectively.

For purpose of this policy, All Non-Executive Directors of the Organization are categorised as internal whistle blowers.

This policy aims to alleviate the fear of reprisal by way of harassment or victimization at the hands of the organization or group of people accused.

## 2. OBJECTIVES OF THE POLICY

The aims and objectives of this policy are to:

- set out Terra Switch's written, formal whistle blowing policy, consisting of responsive and effective procedures for disclosure or reporting of misconduct and impropriety so that appropriate remedial action can be taken if concerns are deemed legitimate;
- encourage staff and other relevant stakeholders to report unethical or illegal conduct of employees, management, directors and other stakeholders to appropriate authorities in a confidential manner without any fear of harassment, intimidation, victimization or reprisal;
- Encourage timely reporting of alleged malpractices/misconduct;

- Provide a means for discreet and confidential channel for escalation of concerns without fear of reprisal;
- Ensure consistent and timely institutional response to reported improprieties and awareness by whistleblowers of their options/rights;
- Ensure appropriate oversight by the Board of Directors / Regulators;
- Serve as a means of formal deterrent against malpractices, irregularities or misconduct;
- Protect the rights of the Company and that of its shareholders; and
- Promote the development of a culture of candor, openness, accountability and integrity.

### 3. **SCOPE OF THE POLICY**

This policy and procedure manual is designed to enable employees and other relevant stakeholders report acts of impropriety to appropriate authorities. The report should however not be based on mere speculations, rumours or gossip but on personal knowledge of verifiable facts or circumstances to indicate that the misconduct has occurred.

All staff are protected from victimisation, harassment or disciplinary action as a result of any disclosure, where the disclosure is made in good faith and not out of malice or for personal gain. In making a disclosure through whistle blowing, the individual should exercise due care in reporting his concern. If, however, an individual makes malicious allegations, and particularly if he or she persists with making them, no action shall be taken. This is in accordance with section 4.4 of the CBN Guidelines on whistle blowing.

Reportable misconduct include without limitation to the following:

- All forms of financial malpractices or impropriety such as fraud, corruption, bribery or theft;
- Actions detrimental to Health and Safety as stated in the Organization's staff manual;
- Any form of criminal activity;
- Improper conduct or unethical behaviour that undermines universal and core ethical values such as integrity, respect, honesty, accountability, fairness etc.
- Failure to comply with regulatory directives, administrative or internal policy framework;
- Failure to comply with legal obligations or statutes;
- Other forms of corporate governance breaches;
- Insider abuse;
- Non-disclosure of interest;
- Sexual or physical abuse of any staff, customer, applicant, service provider and other relevant stakeholders; and
- Attempt to conceal any of the above listed acts.
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This policy impacts all employees of Terra Switch, regardless of grade, location or function. However, the policy does not cover individual staff grievances and other employee related matters already covered in the staff hand-book of the Company.

4. **POLICY STATEMENT**

Terra Switching & Processing Company is committed to the highest standards of ethics, honesty, openness and accountability. In line with this commitment and in order to enhance good governance, transparency and safeguard the integrity of our company, this Whistle blowing Policy and Procedure Manual is intended to provide:

- a) An avenue for raising concerns related to any illegal or unethical behaviour such as fraud, corruption and other misconduct;
- b) Assurance that those who disclose such information will be adequately protected, and that action would be taken on the disclosure; and
- c) The accused will be given a fair hearing and representation as the case may be.

5. **BOARD AND MANAGEMENT COMMITMENT TO THE POLICY**

The Board of Directors and Management of Terra Switching & Processing Company are committed to promoting a culture of openness, accountability and integrity, and will not tolerate harassment, victimization or discrimination of the whistle blower provided such disclosure is made in good faith with reasonable belief that what is being reported is true.

Therefore employees, stakeholders, and members of the public can raise legitimate concerns, without fear of and are given assurance that such concerns would be adequately addressed.

The Company's whistle blowing policy is therefore fundamental to maintaining professional integrity. In addition, it reinforces the value it places on staff to be honest and respected members of their individual professions. It provides a method of properly addressing *bona fide* concerns that individuals within the organization might have, while also offering whistleblower's protection from victimization, harassment or disciplinary proceedings.

Whilst Terra Switching & Processing Company encourages disclosure of identity by the whistleblower, where possible, it also appreciates disclosure under anonymity with re-assurance that such identity would be protected at all stages in any internal matter, except with the consent of the individual or in circumstances where the Company is unable to resolve the concern without revealing such an identity: for instance, if external legal action flows from the disclosure and the employee's evidence is required in court.

If an allegation is made in good faith but not confirmed by subsequent investigation, no action will be taken against the person concerned.

## 6. **WHO SHOULD BLOW THE WHISTLE**

Any individual who has observed reportable misconduct can report his / her concerns to appropriate authority as prescribed by this Policy provided they are made in good faith, and the disclosure is true and reasonable.

All staff should ensure that appropriate steps are taken to disclose any wrongdoing or malpractice of which they become aware as non-action/concealment will be deemed as complicity. The disclosure should be made to an appropriate authority.

### **Types of Whistle Blowing**

There are two categories of whistleblowers namely:

- Internal whistle blowers – Employees, All Non-Executive Directors of the Organization, who are expected to report incidents of misconduct involving peers, supervisor/superior or top management staff to appropriate authority.
- External whistle blowers – Customers, Consultants, Suppliers, service providers, and other members of the public who report wrong doings of employees to the Chief Compliance Officer (CCO) and where the CCO is involved, report should be made to the Managing Director, If the concerns affect Managing Director, the Board Chairman must be notified.

## 7. **WHISTLE BLOWING PROCEDURE**

This Whistle blowing 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 in order to ensure that the Chief Compliance Officer (CCO), conducts the investigation within the ambit of the policy and more importantly, protect the identity of the whistleblower if required.

### **Internal Whistle Blowing Procedure**

An internal whistleblower may raise concerns either by declaration or anonymously through any of the following:

- Formal letter or email to the Chief Compliance Officer (CCO), with a copy to the Managing Director.
- Call or text dedicated phone number [Chief Compliance Officer].
- Dedicated whistle blowing e-mail: [whistleblowing@terraswitch.ng](mailto:whistleblowing@terraswitch.ng)
- Electronically log on to [www.terraswitch.ng](http://www.terraswitch.ng) and click on the whistle blowing portal to report the misconduct.

Changes to any of the channels detailed above would be promptly communicated to all Stakeholders by Terra Switching & Processing Company through the approved channels after which the policy would be amended accordingly.

Where the concern is received by staff other than the MD or the Chief Compliance Officer, the staff to which the concern is directed shall be required to document and immediately forward the concern(s) to the Chief Compliance Officer, with copy to the MD.

If the concerns affect the CCO, the MD/CEO must be notified, and if the MD/CEO is involved, the Chairman Board of Directors would be notified.

#### Internal Whistle blowing Reporting Format

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

- Background of the concerns (with relevant dates);
- Reason(s) why the whistleblower is particularly concerned about the situation; and
- Supporting evidence for the allegations, if available, that would be helpful in the investigation process.

#### Investigating Process of Concern(s) Reported by an Internal Whistle Blower

The CCO shall within two business days of receipt of the concern from the whistle blower:

- Acknowledge receipt of the issue(s) raised; and
- Commence review to ascertain 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 Terra Switching & Processing Company and if possible, protect all sources of evidence.

The CCO shall, upon conclusion of the investigation, submit a detailed report to the Management for appropriate actions in line with the approved policies of the Company.

Disciplinary sanctions must however be ratified by the Board of Directors depending on the grade of the staff involved and in line with the staff Disciplinary Policy/Procedure as stated in the Staff Manual.



Where necessary, the CCO will keep the whistleblower informed of progress and the outcome of the investigation, within the constraints of maintaining confidentiality or observing legal restrictions generally.

If dissatisfied with the outcome of the investigation, a whistleblower may have recourse to the Chairman, Board of Directors which will not affect the fundamental right of the internal whistleblower to seek redress in the court of law.

Furthermore, the CCO shall periodically submit a summary of reported cases and outcomes to the Chairman, Board of Directors.

#### External Whistle Blowing Procedure

External whistleblowers could be customers, consultants, suppliers, service providers and other members of the public who report wrong doings of employees to the Chairman, MD or the CCO. An external whistle blower may raise concerns either by declaration or anonymously through any of the following:

- Formal letter to the CCO with a copy to the MD
- Call or text dedicated phone number. [CCO]; +2348036165009
- Dedicated whistle blowing e-mail: [whistleblowing@terraswitch.ng](mailto:whistleblowing@terraswitch.ng)
- Electronically log on to [www.terraswitch.ng](http://www.terraswitch.ng) and click on the whistle blowing portal to report the misconduct.
- Changes to any of the channels detailed above would be promptly communicated to all stakeholders by Terra Switching & Processing Company through the approved channels.

Where the concern is received by staff other than the MD or the Chief Compliance Officer, the staff to which the concern is directed shall be required to document and immediately forward the concern(s) to the Chief Compliance Officer, with copy to the MD.

If the concerns affect the CCO, the MD/CEO must be notified, and if the MD/CEO is involved, the Chairman Board of Directors would be notified.

#### Reporting Format

An external whistleblower shall follow the following procedure while presenting the concern(s) in the following format:

- Background of the concerns (with relevant dates);
- Reason(s) why he/she is particularly concerned about the situation; and
- Supporting evidence for the allegations, if available, that would be helpful in the investigation.

### Investigating Process of Concern(s) by an External Whistle Blower

The CCO shall within three (3) days of receipt of the concerns from the whistle blower:

- Acknowledge receipt of the issue(s) raised; and
- Carry out preliminary review to ascertain validity of the 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 Terra Switching & Processing Company and if possible protect all sources of evidence.

If preliminary investigation shows that the concerns falls within the whistle blowing reportable concerns, then further investigation shall be carried out. If otherwise, the HIC shall refer the matter to the appropriate authority for further action. If criminal activity has taken place, the matter may be referred to the police, and where necessary, appropriate legal action taken. The CCO in addition to notifying the police must bring the matter to the attention of Management.

The CCO shall, upon conclusion of the investigation, submit a detailed report to the Management for appropriate actions in line with the approved policies of Terra Switch.

An employee who receives concerns from external whistleblower and fails to pass same to the appropriate authority with 24 (twenty-four) hours, shall be subjected to disciplinary actions by the Management and Board of Terra Switch, in line with the Company Staff Manual and Code of Conducts.

Adequate protection shall be provided for such employee as stated in section 4.5 of CBN Guidelines for whistle blowing for Banks and Other Financial Institutions in Nigeria, which states “No bank or other financial institution shall subject a whistleblower to any detriment whatsoever on the grounds that he/she has made a disclosure in accordance with the provisions of these Guidelines.”

Where necessary, the CCO will keep the whistleblower informed of progress and the outcome of the investigation, within the constraints of maintaining confidentiality or observing legal restrictions generally.

If dissatisfied with the outcome of the investigation, a whistleblower may have recourse to the Chairman, Board of Directors, which will not affect the fundamental right of the whistleblower to seek redress in the court of law.

Furthermore, the CCO shall periodically submit a summary of reported cases and outcomes to the Management.

8. **TIME LIMIT FOR INVESTIGATION**

In line with the policy of the company, Terra Switching & Processing Company is committed to prompt resolution of all concerns or issues raised within a period of one month. In the event that the investigation of whistle blowing complaint was not concluded promptly, the CCO must keep the MD/CEO abreast of progress.

9. **PROTECTION/COMPENSATION FOR WHISTLE BLOWER**

The company has an obligation to adequately protect the whistleblower. Therefore reprisal against any employee who in good faith reports a concern about illegal or unethical conduct will not be tolerated.

Terra Switching & Processing Company is also committed to maintaining confidentiality to the fullest extent possible and provides assurance that all reports will be subject to appropriate investigation and conclusion through an efficient process.

Therefore, 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; and
- 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 the Board of Directors. In addition, a whistleblower may seek further redress from CBN on issues within the scope of this policy.

10. **REPORTING**

The company shall render quarterly reports on compliance with the provisions of the whistle blowing guidelines along with corporate governance compliance status returns, to the Director, Other Financial Institutions Supervision Department, not later than 7 days after the end of the relevant period.

**Reports to the Management Committee**

The CCO shall provide the Management Committee with a summary of cases reported and the result of the investigation on an ongoing basis.

11. **WIDER DISCLOSURE**

A whistle blower whether internal or external may elect to disclose directly to any of the following regulatory bodies that have oversight on the activities of the Bank.

S/N	REGULATOR	ADDRESS
1	Central Bank of Nigeria (CBN)	<p>Tinubu Square, Custom Street, Marina Road, Lagos.</p> <p>Central Business District, P.M.B 0187            Garki Abuja. Phone:09-46237401 - email:  <a href="mailto:anticorruptionunit@cbn.gov.ng">anticorruptionunit@cbn.gov.ng</a></p>
2	Nigeria Deposit Insurance Corporation (NDIC)	<p>23A Marina Road, Mamman Kontagora House, Lagos</p> <p>Plot 447/448 Constitution Avenue Central Business District            P.M.B. 284, Garki Abuja            Phone: (09) 460 1380 - 9 (09) 617 1380 – 9            email: <a href="mailto:info@ndic.org.ng">info@ndic.org.ng</a> helpdesk@ndic.org.ng</p>
3	Securities and Exchange Commission (SEC)	<p>3, Idigo Street, Opposite ICON House, off Adeola Odeku Street, VI, Lagos            SEC Towers, Plot 272, Samuel Adesujo Ademulegun Street, Central            Business District P.M.B:315 Garki Abuja            Phone:+234 (0) 94621159            email: <a href="mailto:sec@sec.gov.ng">sec@sec.gov.ng</a></p>

## 12. EMBEDDING A STRONG WHISTLEBLOWING REGIME IN TERRASWITCH

While regulation and best practice in corporate governance requires entities irrespective of their size and location to have a whistle blowing policy, the Company believes that simply having a whistle blowing policy is not enough to create a culture in which employees are genuinely encouraged to disclose unethical behaviours. In an attempt at creating an enabling environment which ensures that whistle blowing regime is effective. Terra Switching and Processing Company has adopted the following measures:

S/N	MEASURES	REMARK
1	Board and Management Committee	The Board and Management of the Company clearly support and sponsor whistle blowing policy. This include respecting the policy and dedicating a senior management staff (Chief Compliance Officer) as the advocate for whistle-blowing, who is authorized to implement and undertake investigations.
2	Communication & Training	All employees in the Organization are made aware of the existence of a whistle blowing policy at the employment stage and through regular compulsory training by the Company, Management staff and emails. All staff members are also made to sign an annual declaration after carefully reading the policy.
3	Proper Investigation & Action	All whistle blowing disclosures or concerns must be investigated promptly and properly, and appropriate action taken upon conclusion of investigation. Furthermore, all whistle blowing investigations shall be kept confidential.

4	Feedback on effectiveness of policy	<p>Regular survey on the effectiveness of the policy will be conducted at regular intervals preferably by the Internal Auditor. Such questions to gauge employee satisfaction or survey shall include:</p> <ul style="list-style-type: none"> <li>▪ Have you read the whistle blowing policy?</li> <li>▪ If yes, when last did you read the policy?</li> <li>▪ Do you know who to contact to make disclosure?</li> <li>▪ Do you feel you work in an open environment in which you are encouraged to speak up and you can safely voice any concerns without fear of reprisal?</li> <li>▪ What would you change about how the policy operates?</li> <li>▪ Are you comfortable with the (“Whistle blowing”) of the policy?</li> <li>▪ If No, what other name will you suggest?</li> </ul>
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Please Note –

- ✓ Reward system to encourage a strong and effective whistle blowing culture will be institutionalized in the Company.
- ✓ Departments can be assessed on the average number of man hours training that the team attended on whistle blowing training.

### 13. OWNERSHIP AND FREQUENCY OF REVIEW

This policy document remains the property of Terra Switching & Processing Company and 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 Board of Directors for necessary action.

### 14. DEFINITION OF TERMS

Whistle-blower	A whistle-blower is any person(s) including the employee, management, directors, depositors, service providers, creditors and other stakeholder(s) of an institution who reports any form of unethical behavior or dishonesty to the appropriate authority.
Appropriate authority.	Could be the Chairman, Board of Directors, Managing Director, Chief Compliance Officer (CCO), depending on who is being whistle blown.
Good faith	Means that the employee has a reasonably held believe that the disclosure made is true and has not been made either for personal gain or any ulterior motive

## 15. WHISTLEBLOWER REPORT FORM

Please provide the following details for any suspected serious misconduct or any breach or suspected breach of law or regulation that may adversely impact the Organisation. Please note that you may be called upon to assist in the investigation, if required.

Note: Please follow the guidelines as laid out in the Whistle blowing Policy

### REPORTER'S CONTACT INFORMATION

(This section may be left blank if the reporter wish to remain anonymous)

NAME	
DESIGNATION	
Employee / Other stakeholder? Please specify	
CONTACT NUMBER	
E-MAIL ADDRESS *	

### SUSPECT'S INFORMATION

NAME	
DESIGNATION	
Employee / Other stakeholder? Please specify	
CONTACT NUMBER	
E-MAIL ADDRESS	

### WITNESSES'S INFORMATION (if any)

NAME	
DESIGNATION	
Employee / Other stakeholder? Please specify	
CONTACT NUMBER	
E-MAIL ADDRESS	

**COMPLAINT:** Briefly describe the misconduct / improper activity and how you know about it. Specify what, who, when, where and how. If there is more than one allegation, number each allegation and use as many pages as necessary.



## 16. CONTINUATION OF WHISTLEBLOWER REPORT FORM

1	What misconduct / improper activity occurred?*
2	Who committed the misconduct / improper activity?*
3	When did it happen and when did you notice it?*
4	Where did it happen?*
5	Is there any evidence that you could provide us?
6	Are there any other parties involved other than the suspect stated above?
7	Do you have any other details or information which would assist us in the investigation?
8	Any other comments?
	Date:
	Signature: