

<b>Santova Limited</b> <b>Administration, Risk, Legal and Corporate Governance</b> <b>Whistle Blower Policy</b>		Doc no:	
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		09/11/2020	3
National Responsibility	Risk Management Committee	Initial:	
	Audit and Risk Committee, Santova Board	Initial:	

## 1. Policy

- 1.1. This Whistle Blower Policy shall apply to any Interested Party. For the purposes of this policy, an “Interested Party” shall mean any employee, director, client, supplier (including operational supplier, agent, banking institution, underwriter and IT service provider), investor (including shareholder), member of the community, member of the public, any other stakeholder of the Santova Group of Companies (“Santova Group”) or any other interested party whether internal or external to the Santova Group.
- 1.2. In the event that an Interested Party wishes to report concerns or information regarding the Santova Group in the following categories:
  - 1.2.1. A violation of law or regulation by the company,
  - 1.2.2. A miscarriage of justice,
  - 1.2.3. Financial malpractice,
  - 1.2.4. A danger to public health or safety,
  - 1.2.5. A gross mismanagement, and/or
  - 1.2.6. Any other serious matter where the Interested Party does not feel they can report the concern or information directly to the Santova Group,
 then the Interested Party may report the matter directly to the Chairman of the Santova Group and the Group Company Secretary in terms of this Whistle Blower Policy.
- 1.3. If the allegation, complaint or concern falls within the above categories, the Chairman of the Santova Group shall investigate the matter or, where necessary, appoint an independent investigator to investigate the allegation, complaint or concern.
- 1.4. If appropriate and necessary, the Chairman of the Group and / or the Group Company Secretary shall advise the External Auditors of the Company, a relevant government department, the police or any other relevant body.
- 1.5. The Chairman of the Santova Group and the Group Company Secretary shall oversee any investigation until the matter is fully resolved.
- 1.6. A genuine protected disclosure communication sent in terms of this Whistle Blower Policy shall be treated as confidential and any Interested Party, who has made a protected disclosure, shall be protected from consequential operational detriment and prosecution by the Santova Group.

## 2. Purpose

- 2.1. To establish a procedure that encourages and facilitates ‘whistle blowers’ to report genuine concerns about suspected misconduct or misdemeanours within the Santova Group.
- 2.2. To provide a channel for any Interested Party to report complaints, allegations or concerns which fall within the categories set out in this policy.
- 2.3. To protect such Interested Parties, who provide genuine protected disclosures, from consequential operational detriment or prosecution by the Santova Group.
- 2.4. To adhere to the Protected Disclosures Act, 2000 as amended.

## 3. Procedure

- 3.1. Any Interested Party who wishes to report a genuine allegation, complaint or concern regarding one of the following categories:
  - 3.1.1. A violation of law or regulation by the company,
  - 3.1.2. A miscarriage of justice,

- 3.1.3. Financial malpractice,
  - 3.1.4. A danger to public health or safety,
  - 3.1.5. A gross mismanagement, and/or
  - 3.1.6. Any other serious matter where the Interested Party does not feel they can report the concern or information directly to the Santova Group,  
shall email a formal statement to [whistle@santova.com](mailto:whistle@santova.com).
- 3.2. The statement should describe the allegation, complaint or concern clearly and in sufficient detail and should specifically mention the individuals involved if known.
  - 3.3. The Chairman of the Santova Group and / or the Group Company Secretary shall consider the statement.
  - 3.4. Further clarity or explanation may be sought from the Interested Party by the Chairman and / or Company Secretary.
  - 3.5. Malicious or dishonest disclosures are to be reported to the Santova Group for disciplinary action or prosecution where necessary.
  - 3.6. A genuine protected disclosure is a communication (by an Interested Party) which such Interested Party reasonably believes will expose concerns or information regarding the categories set out above. Genuine protected disclosures are to be treated as confidential.
  - 3.7. The Interested Party who has made a protected disclosure shall be treated with respect and should be reassured that no victimisation shall take place against them as a result of the disclosure. This includes protection from consequential operational detriment or prosecution by the Santova Group. The Protected Disclosures Act, 2000, as amended, shall be adhered to.
  - 3.8. The Chairman of the Santova Group (or failing which the Group Company Secretary) shall investigate the allegation / disclosure and may appoint an independent investigator if necessary and appropriate to do so.
  - 3.9. The Chairman of the Santova Group and / or the Group Company Secretary shall, if appropriate and necessary, advise the External Auditors of the Company, the JSE Limited, a relevant governmental department, the police or any other relevant body as required.
  - 3.10. The Chairman of the Santova Group and / or the Group Company Secretary shall ensure the appropriate follow-up action is put in place and the matter is fully reported and resolved.
  - 3.11. It is specifically noted for employees that:
    - 3.11.1. The Whistle Blower process is for serious matters and is neither a Risk Inbox nor a Suggestion Inbox. Separate policies exist for these crucial tools of communication.
    - 3.11.2. The Whistle Blower process is limited to the categories listed above. Matters which do not fall within these areas, and which are inappropriate, shall be ignored.
    - 3.11.3. The Whistle Blower process is not a Grievance Procedure. A separate policy and process exists for grievances.
    - 3.11.4. Employees or directors who make dishonest or malicious allegations or disclosures (which do not comply with the Protected Disclosures Act, 2000 as amended) shall be disciplined and, where appropriate, may face further action by the Santova Group.
    - 3.11.5. Employees are encouraged to use the normal management channels / structures, where possible, to communicate any concerns or ideas regarding anything relevant to the Santova Group.