

Starsight Power Utility Limited

Whistle Blowing Policy

VERSION CONTROL

STARSIGHT POWER UTILITY LIMITED	
DOCUMENT TITLE	Whistle Blowing Policy (the “Policy”)
ISSUE DATE	July 1, 2019
REVISION NO	Version 2.0
REVISION DATE	September 14, 2023
PREPARED BY	Human Resources & Administration Unit

AUTHORISATION/APPROVAL

Distribution	Position	Signature	Date
Reviewed By	Head, Human Resources		18/09/2023
Reviewed by	Manager, Internal Audit		18/09/2023
Reviewed by	Head, Legal/Compliance		15-09-23
Reviewed by	Legal Counsel (Templars)		19/09/2023
Approved By	Managing Director		19/09/2023
Approved By	Group CEO		20/09/2023

1. Definition

“Policy” means this Whistle Blowing Policy.

“Starsight” means Starsight Power Utility Limited and its Nigerian affiliate entities.

“Employee(s)” means anyone, including but not limited to seconded staff, contract staff, and managers paid to work for and/or on behalf of Starsight.

“Relevant Person(s)” means any person Starsight relates to in the course of its usual business operations or any other member of the general public.

“Stakeholder(s)” means the executive management, business partners, customers, suppliers, service providers, and third-party personnel working for and/or on behalf of Starsight.

“Whistleblower” means an Employee, Stakeholder or any other Relevant Person who reports any misconduct set out in paragraph 5 of this Policy.

“Internal Whistleblowers” means Employees, executive management and business partners of Starsight.

“External Whistleblowers” means customers, suppliers, service providers, third-party personnel working for and/or on behalf of Starsight and any Relevant Person.

2. Introduction

At Starsight, we are committed to making a difference in the industries in which we operate by providing our customers with excellent, high- and to achieving business growth while upholding the highest standards of business ethics.

Accordingly, implementing our organizational corporate governance objectives and promoting a culture of openness in which Employees, Stakeholders, and any other Relevant Person can report any unethical or illegal conduct involving any person, regardless of rank, without fear of castigation or victimization is of utmost importance in maintaining a fulfilled working environment for all employees and the integrity and reputation of Starsight. As such, Employees and other relevant Stakeholders are required to comply at all times with the Code of conduct of Starsight and other specifically laid-down rules, regulations, and policies for conducting business operations in Starsight.

3. Applicability

This Policy is applicable to all Employees, Stakeholders and any other Relevant Person.

This Policy is intended to complement and shall not replace any other specifically laid-down reporting policies and/or procedures established by Starsight.

4. Aims of the Policy

The aim of this Policy is to:

- a) Encourage and set out the framework within which a Whistleblower may report in confidence any irregularities or misconduct set out in paragraph 5 of this Policy.
- b) Ensure Starsight's accountability, transparency, and individual responsibility by encouraging employees to report irregularities in the workplace in a responsible and ethical manner.
- c) Ensure that reports made on any unethical or illegal conduct are properly investigated and addressed.
- d) Reassure and ensure the protection of Whistleblowers from reprisal or victimization.
- e) Ensure strict compliance with Starsight's code of conduct and ethics and other specifically laid-down rules, regulations, and policies for conducting business operations in Starsight.

5. Types of concerns to be raised:

Employees, Stakeholders and any Relevant Person shall have an obligation to report the following:

- a) Crimes.
- b) Fraud, bribery, and corruption.
- c) Contravention of the code of business conduct & ethics e.g., insider dealing, conflict of interest, facilitation payments, bullying or victimisation of Employees, theft, or misuse of Starsight's property, conflict of interest, etc.
- d) Contravention of any applicable legal obligation or regulatory requirement.
- e) Abuse of office or responsibility in connection with unauthorized activity for personal gain.
- f) Compromise of Starsight's Occupational Health, Safety and Environmental (OHSE) and Quality procedures.
- g) Sexual or physical harassment.
- h) Any act of sabotage.
- i) Sexual or physical abuse.
- j) The deliberate concealment of any of the above matters.
- k) Any other behaviour considered to be unethical or which is repugnant to the general public.

6. Reporting Process

Internal Whistleblowers may make a report by:

- a) making an anonymous report to his or her immediate supervisor, manager, or the Internal Audit, Legal and Compliance teams, as applicable or preferred.
- b) making a non-anonymous report to his or her immediate supervisor, manager, or the Internal Audit, Legal and Compliance teams, as applicable or preferred.
- c) making a report to the dedicated independent whistleblowing email address of Starsight: whistleblower@starsightenergy.com.

- d) making a report to our external Legal Counsel, Templars via Inam Wilson (inam.wilson@templars-law.com) with Desmond Ogba (desmond.ogba@templars-law.com) in copy.

External Whistleblowers may make a report by:

- a) making a report to the dedicated independent whistleblowing email address of Starsight: whistleblower@starsightenergy.com.
- b) making a report to our external Legal Counsel, Templars via Inam Wilson (inam.wilson@templars-law.com) with Desmond Ogba (desmond.ogba@templars-law.com) in copy.

Reports by Whistleblowers must contain the following:

- The background of the report i.e., the irregularities or misconduct being reported (with relevant dates) and
- Reasons for making the report/why the Whistleblower is particularly concerned about the irregularities/misconduct.

Where available, Whistleblowers should attach supporting evidence of the irregularities or misconduct reported.

7. Response Time

Within 5 days of receiving a report by a Whistleblower, the Internal Audit or Legal and Compliance team shall:

- a) Acknowledge the receipt of the report made by a Whistleblower;
- b) Determine whether an investigation should be carried out, and indicate how it proposes to deal with the matter;
- c) Commence investigation upon acknowledgment of the report where necessary, giving an estimate of how long it will take to provide a final response;
- d) Inform the Whistleblower whether any initial enquiries have been made; and
- e) Inform the Whistleblower whether further investigations are intended to take place and if not, why?

8. Response to allegations

Any person alleged to have committed a misconduct shall be notified of the allegation and shall respond to the allegation within 24 hours of the notification and where appropriate:

- a) investigations shall be conducted by the Internal Audit, Legal and Compliance Teams, with notification to the Managing Director of Starsight (the “MD”).
- b) report/findings on investigation shall be discussed with the MD, board of directors/ Starsight’s management team.

Upon conclusion of investigations, the appropriate course of action shall be determined by the MD, as advised by the Internal Audit, Legal and Compliance Teams and subject to input from the board of directors/Starsight’s management team.

9. Protection of Whistle Blowers - Our assurances of your safety

You shall not be at risk of losing your job or suffer any form of disciplinary action or unfavourable treatment by reason of your making a report under this Policy.

All cases of unfavourable treatment by reason of a report made under this Policy shall be reported to the **Head of the Human Resources Department** who shall after investigation, refer the issue to the **Disciplinary committee of Starsight** for appropriate sanctions to be meted out.

All reports shall be made in good faith. Any person who makes a report maliciously while knowing same to be untrue shall be subjected to disciplinary actions.

10. Your Confidentiality

Starsight treats the identity of the Whistleblower as confidential and shall not disclose the identity of the Whistleblower without his/her express written consent. Where the identity of the Whistleblower must be revealed to conclude an investigation (for instance because your evidence is needed by a regulatory authority, in judicial proceedings or further to a requirement of the law), Starsight shall discuss with the Whistleblower on how to proceed.

11. Anonymity

You are encouraged to provide your full details when making a report. While we consider anonymous reports, providing your full details provides more credibility and makes it easier for an investigation to be carried out. We assure you that all matters reported shall be held in strict confidence, and the highest level of confidentiality shall always be maintained. We shall, to the extent possible under the law, make every effort to protect the confidentiality of any person making a report.

12. Malicious Accusations

We shall not tolerate any form of abuse or misuse of this Policy, including making false reports against an Employee, director, or business partner in an effort to injure or damage their reputation. Where a malicious report is made by a business partner, Starsight shall review and terminate any agreement or business relationship with such a business partner.

13. Responsibility for this Policy

The Internal Audit, Legal, or Compliance team has the overall responsibility for the operation and implementation of this Policy and shall maintain a record of reports made by Whistleblowers and the outcome of the investigations.

14. Amendments to the Whistleblowing Policy

The Policy shall be made available on Starsight's website and reviewed when necessary.

Amendments to this Policy must be approved by the MD, Head, Internal Audit, and Head, Legal and Compliance teams. All changes shall be reviewed by the Board of Directors who may comment and provide feedback on the changes.

Any subsequent amended Policy shall also be made available on Starsight's website.