



STARSIGHT POWER UTILITY LIMITED

WHISTLEBLOWING POLICY



VERSION CONTROL

STARSIGHT POWER UTILITY LIMITED	
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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

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

2.2. 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

- 3.1. The Policy is applicable to all Employees, Stakeholders and any other Relevant Person.
- 3.2. 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

- 4.1. 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 the 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:

- 5.1. Employees, Stakeholders and any Relevant Person who have reasonable cause to believe that the following misconducts or irregularities have been committed, are about to be committed or are likely to be committed, shall have an obligation to make a report on the following in accordance with paragraph 6 of this Policy:
 - a) Crimes.
 - b) Fraud, bribery, and corruption.
 - c) Contravention of the provisions of Starsight's 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/Environmental, Social and Governance (OHSE/ESG) 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

6.1. Internal Whistleblowers may make a report on any of the concerns stated in paragraph 5 above 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 whistle blowing e-mail address of Starsight: whistleblower@starsightenergy.com.
- d) making a report to our external Legal Counsel, Templars via ExternalWhistleBlower@templars-law.com with Inam Wilson (inam.wilson@templars-law.com) and Desmond Ogba (desmond.ogba@templars-law.com) in copy.

For the avoidance of doubt, a Whistleblower is not required to report a concern to their immediate supervisor or any internal party where the concern relates to that individual, or where the Whistleblower reasonably believes that doing so may give rise to a conflict of interest, bias, or risk of retaliation. In such circumstances, the Whistleblower may report directly through any of the alternative channels listed above.

6.2. External Whistleblowers may make a report on any of the concerns stated in paragraph 5 above by:

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

6.3. **Reports by Whistleblowers must contain the following:**

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

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

7. Response Time



- 7.1. Within 5 days of receiving a report by a Whistleblower, the Internal Audit or Legal and Compliance team shall:
 - a) Share report with external Legal Counsel, Templars via ExternalWhistleBlower@templars-law.com with Inam Wilson (inam.wilson@templars-law.com) and Desmond Ogba (desmond.ogba@templars-law.com) in copy.
 - b) Acknowledge in writing the receipt of the report made by a Whistleblower, provided that any proposed response shall be reviewed and approved by external Legal Counsel, Templars;
 - c) Determine whether an investigation should be carried out and indicate how it proposes to investigate or deal with the matter;
 - d) Commence investigation upon acknowledgment of the report, where necessary.
- 7.2. Starsight shall keep confidential and in safe custody, the report made by the Whistleblower.

8. Response to allegations

- 8.1. Upon receipt of a report, an initial review shall be conducted by the Internal Audit, Legal and Compliance Teams to determine whether the allegation warrants further investigation.
- 8.2. Where appropriate and following the initial review, the person alleged to have committed the misconduct may be notified of the allegation and shall be required to respond within twenty-four (24) hours of such notification.
- 8.3. Where a formal investigation is required:
 - a) investigations shall be conducted by the Internal Audit, Legal and Compliance Teams, with notification to the Managing Director or Executive Director of Starsight (the “MD”).
 - b) report/findings on investigation shall be discussed with the MD, board of directors/Starsight’s management team.
- 8.4. 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

- 9.1. 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.



- 9.2. 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.
- 9.3. Where the allegation of unfavourable treatment concerns the Head of the Human Resources Department, or where the reporting individual reasonably believes that reporting to the Head of Human Resources may give rise to a conflict of interest, bias, or risk of retaliation, the matter may instead be reported directly to Starsight's external Legal Counsel, Templars, who shall review the matter and, where appropriate, refer it for consideration by the Disciplinary Committee.
- 9.4. All reports under this Policy are expected to be made in good faith and with a reasonable belief that the information disclosed is true at the time of reporting. This Policy is intended to protect individuals who raise genuine concerns and is not designed to shield knowingly false or malicious allegations..

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

- 11.1. All reports, whether anonymous or not, will be treated with the seriousness they require and assessed on their merits.
- 11.2. Whistleblowers are encouraged to provide their full details when making a report, as this may enhance credibility and facilitate a more effective and efficient investigation. However, the absence of identifying information shall not, in itself, invalidate a report.
- 11.3. We assure you that all matters reported shall be held in strict confidence, and the highest level of confidentiality shall always be maintained. Starsight shall, to the extent possible under the law, take all reasonable steps to protect the identity of any person making a report and to safeguard them from retaliation Starsight

12. Malicious Accusations



- 12.1. Starsight 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.
- 12.2. Starsight shall not subject a Whistleblower to disciplinary, civil, or criminal action for disclosures made in good faith and with reasonable belief in their truth. However, any person who knowingly makes a false or malicious disclosure shall be subject to disciplinary action and may forfeit the protections under this Policy.

13. Responsibility for this Policy

The Internal Audit and the Legal and 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

- 14.1. The Policy shall be made available on Starsight's website and reviewed when necessary.
- 14.2. 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.
- 14.3. Any subsequent amended Policy shall also be made available on Starsight's website.

15. Training and Awareness

Employees shall receive periodic training on the Whistleblowing Policy and on how reports on misconduct or irregularities should be made.