WHISTLEBLOWING POLICY

IKEJA ELECTRIC

1. INTRODUCTION

1.1. The National Code of Corporate Governance and the Investment and Securities Act (the "Regulations") provide that every company is required to establish a whistleblowing policy statement and mechanism for reporting any illegal or unethical conduct.

1.2. Ikeja Electric (the "Company") conducts its business based on the principles of fairness, honesty, openness, decency, integrity, and respect. The Company recognizes the importance of having these procedures and a facility in place, whereby employees and other stakeholders can safely report instances of fraud, misconduct, illegal activities, and/or other irregularities.

1.3. In compliance with the aforementioned Regulations and in line with international best practices, the Company hereby establishes a Whistleblowing Policy ("the Policy") which shall provide a channel for employees and other stakeholders to make reports in a confidential manner; for the Company to investigate alleged misconduct and take steps to deal with any misconduct in a manner consistent with the Policy, Regulations, and other applicable procedures.

1.4. The Company is committed to a culture of zero-tolerance against fraud, bribery, corruption, misappropriation, illegal activities, and unethical conduct throughout its operations.

1.5. The Company recognises the fact that whistleblowing has the potential to be seen as an adverse activity, as reporters are branded "betrayers", "tattlers", and "snitches". The Company views whistleblowing as a positive practice that assists the Company in detecting incidents of unethical conduct, fraud and illegal activities early; thus, providing the Company with the opportunity to take corrective measures against the individuals involved and limit and/or prevent possible financial and reputational damage to the Company. This will ensure that our sustainability is well protected.

2. PURPOSE

2.1. The intended objectives of this Policy are:

2.1.1. To ensure all employees and stakeholders feel supported in speaking up in confidence and bringing to the attention of the Company matters they suspect may involve improper, unethical, or inappropriate conduct within the Company;

2.1.2. To encourage all improper, unethical, or inappropriate behavior to be identified and challenged at all levels of the Company;

2.1.3. To provide clear processes and procedures for reporting and handling such reports;

2.1.4. To proactively prevent and deter misconduct which could damage the Company's reputation;

2.1.5. To provide assurance that all disclosures made in good faith and without malicious intent will be taken seriously, treated as confidential and managed without fear of reprisal or retribution of any form;

2.1.6. To promote strict compliance with the Company's Policy, Code of Ethics and Professional Conduct, regulatory provisions and governance business principles; and

2.1.7. To help promote and develop a culture of openness, accountability, fairness, transparency, and integrity.

3. SCOPE & APPLICABILITY

3.1. The primary targets of this Policy are all employees of the Company. The secondary target audience are other external stakeholders such as customers, electricity consumers, vendors, suppliers, contractors, consultants, business partners, and agents acting on behalf of the Company, whether permanent, temporary or on contract; wherever located.

3.2. This Policy does not cover employee grievances and other employee-related matters already covered in the Company employee handbook, conditions of service and/or policy.

3.3. Reportable misconducts covered under this Policy include:

3.3.1 All forms of financial malpractices or impropriety such as fraud, corruption, bribery, extortion and theft;

3.3.2 Failure to comply with legal obligations, statutes, and regulatory directives;

3.3.3 Actions detrimental to health and safety and/or the society and environment;

3.3.4 Any form of criminal activity;

3.3.5 Improper conduct or unethical behaviour; that undermines universal and core ethical values, in line with the Company's Code of Ethics and Professional Conduct.

3.3.6 Other forms of corporate governance and compliance breaches;

3.3.7 Abuse of office and/or responsibility in connection with unauthorized activity for personal gain;

3.3.8 Non-disclosure of interest;

3.3.9 Any form of Conflict of Interest, in line with the Company's Disclosure of Interest Policy and Code of Ethics & Professional Conduct;

3.3.10 Sexual or physical abuse of any employee, customer, and other relevant stakeholders;

3.3.11 All forms of energy theft, meter bypass, shunting, illegal and unregistered connections to the Company's distribution network and damage of Company's infrastructure;

3.3.12 Any attempt to conceal any of the above listed acts.

3.4. The above listed misconducts are not exhaustive. Sound judgement and discretion should be applied in determining misconduct or activity that should be reported under this Policy.

3.5. This Policy presumes that all reports will be made in good faith. Any employee and/or Third-Party partner, who knowingly or recklessly files reports or disclosures that are not in good faith, may be subject to the Company's disciplinary procedures, which may lead to sanctions including termination and/or dismissal, termination of business relations and/or legal action where necessary.

4. REPORTING PROCEDURE

4.1. Employees

4.1.1 If any employee, in good faith, reasonably believes or has witnessed that there is a risk or that there has been misconduct on the part of the Company, an employee, director/management of the Company or a business partner of the Company, then:

i. The employee must first report the misconduct to his/her direct line manager;
ii. If the employee is hesitant to report the misconduct perhaps, because the transgressor is his/her line manager, or the matter is deemed to be very sensitive, the employee can report to:
    a. Head, Internal Audit
    b. Chief, Legal & Regulatory Officer
    c. Chief, Human Resources & Administration Officer
    d. Chief Executive Officer
iii. Any employee who wishes to report or disclose any information regarding any misconduct contained in 3.3.1 to 3.3.12, can do so by:

    a. Completing the form in Appendix 1 and sending it by post to any of the individuals listed in 4.1.1 (ii).
    b. Using any of the whistle-blowing reporting channels independently managed as listed below:
        i. Toll-free Hotlines: 0800-TIP-OFFS (0800 847 6337)
        ii. Web Portal: https://www.ikejaelectric.com/whistleblowing/
        iii. E-mail: expressyourself@ikejaelectric.com
        iv. Mobile App: Download Deloitte Tip-offs Anonymous App on Android or iOS devices
    c. Through any other reporting channels that may be deployed by the Company, including but not limited to SMS reporting, the use of the Unstructured Supplementary Service Data (USSD) or Quick Codes and suggestion boxes.

4.2. Other Stakeholders

4.2.1 In the event that a customer, supplier, vendor, contractor, consultant or third-party stakeholder wishes to report or disclose any information regarding any misconduct contained in 3.3.1 to 3.3.12, they can do so by:

a. Completing the form in Appendix 1 and sending it by post to any of the individuals listed in 4.1.1 (ii).
b. Using any of the whistle-blowing reporting channels independently managed as listed below:
    i. Toll-free Hotlines: 0800-TIP-OFFS (0800 847 6337)
    ii. Web Portal: https://www.ikejaelectric.com/whistleblowing/
    iii. E-mail: expressyourself@ikejaelectric.com
    iv. Mobile App: Download Deloitte Tip-offs Anonymous App on Android or iOS devices

c. Where necessary, submit the form in Appendix 1 to the office of the Chairman, Audit, Risk and Governance Committee of the Board of Directors through the Company Secretary.
d. Through any other reporting channels that may be deployed by the Company, including but not limited to SMS reporting, the use of the Unstructured Supplementary Service Data (USSD) or Quick Codes and suggestion boxes.

5. INVESTIGATIONS

5.1. Within two working days of the report being made, the whistle-blower will be contacted (if he/she provides contact details) to be informed of one or more of the following:

a. To acknowledge receipt of the report made.
b. The estimated time for investigations to be concluded.
c. That we might or could require further information from the reporter to assist with the investigation.

5.2. Upon receipt of reports sent through any of the mediums listed in 4.1 and 4.2 above, one or more actions may ensue:

a. An investigation will be carried out by Revenue Protection and Enforcement Unit of the Commercial department in cases of alleged energy theft, bypass, and vandalism.
b. In all other cases, an investigation will be carried out by Internal Audit with the support of relevant departments, for example, the Employee Relations Unit, Revenue Protection and Enforcement Unit of the Commercial department.
c. The information relating to the report may be brought to the attention of the CEO. This is where the report is not about the CEO.
d. Where the report relates to the CEO, the information relating to the report would be brought to the attention of the Chairman of the Audit, Risk and Governance Committee.
e. The matter may be referred to the police.
f. The matter may be referred to the Audit, Risk and Governance Committee.

5.3. The purpose of the investigation is to:

a. establish if a wrongdoing has occurred based on the report made, and if so, to what extent; and
b. minimize the risk of further wrongdoing, prevent any or further loss of Company assets, damage to the Company's reputation and if possible, protect all sources of evidence.

5.4. Some reports may be resolved by agreed actions without any need for an investigation. If any urgent action is required, this can be taken before, during or after any investigation.

5.5. Following an investigation, if a report is found to be frivolous or unwarranted, such a report shall be ignored. However, if frivolous, unwarranted or malicious reports are made by an employee of the Company, the employee may be referred to the Company's Disciplinary Committee for review of any breach in line with the Company's Disciplinary Policy.

5.6. During the course of an investigation that goes on for more than a week, the Head – Internal Audit shall provide a weekly update on the progress of the investigation to the whistle-blower (if his/her contact details are known). Where the report has been made through the Whistleblower Hotline, the updates will be provided by the independent contractor managing the platform.

5.7. Upon conclusion of an investigation by the Internal Audit team, the Head – Internal Audit shall submit a report to the CEO copying the Head, Legal & Regulatory & the Head, Human Resources for further action (provided they are not the subjects of the inquiry). Where the CEO is however the subject of the inquiry, the Head – Internal Audit shall escalate the findings of the Chairman of the Board's Audit, Risk and Governance Committee.

5.8. Reports which fall within the scope of other policies and procedures of the Company shall be referred to the relevant department for their consideration.

5.9. In the event that the whistleblower is not satisfied with the extent of the investigation, the action taken as a result and/or feels victimized, the whistleblower is at liberty to send a report to the Chairman of the Board's Audit, Risk and Governance Committee. This is without prejudice to the whistle-blower's fundamental right to seek redress in a court of law.

6. PROTECTION OF WHISTLEBLOWERS – THE COMPANY'S ASSURANCES TO YOU

6.1. Protection of the Whistleblower

6.1.1 The Company undertakes to protect whistleblowers against any detriment, reprisals, retribution, and risks of job loss where:

a. The report was made in good faith, and the whistleblower believed at the time of reporting that the information or allegation contained therein was substantially true;
b. The report was not made for the purposes of personal gain or malicious intent; and
c. The report was made in accordance with the reporting procedures prescribed in this Policy.

6.1.2 The Company will also offer reasonable protection to the whistleblower and persons living in the same household as the whistleblower, should the need arise. This will be determined and subject to the authorization of the Board Audit, Risk & Governance Committee and/or the Board of Directors.

6.1.3 All acts of reprisals or retribution should be reported immediately to the Head – Internal Audit or the Chief – Legal and Regulatory.

6.1.4 All detriment, reprisals, or retribution by any employee or director in breach of this Policy, whether detected or reported, shall be investigated by the Internal Audit team and referred to the Company's Disciplinary Committee for the appropriate sanction to be meted out in line with the Company's Disciplinary Procedures. Where appropriate, the transgressor may be handed over to the police where such reprisal or retribution involves a criminal act.

6.1.5 For the purpose of this Policy, the word "detriment" includes dismissal, termination, demotion, retirement, redundancy, undue influence, duress, withholding of benefits and/or entitlements and any other act that has a negative impact on the whistle-blower.

6.2 Confidentiality

6.2.1 All reports submitted through any medium will be considered confidential and will not be discussed with any individuals who do not have the required permission and/or privileges to such information.

6.2.2 The Company will endeavour to take all necessary precautions to protect and keep the identity of the whistleblower confidential. Further, this is also done to protect the identity of the suspected person or persons reported, who subsequently could be found to be innocent of the wrongful conduct reported against them.

6.2.3 The confidentiality of the whistleblower shall be protected in accordance with the requirements of extant laws and regulations.

6.2.4 The whistleblower is also sworn to confidentiality in terms of any misconduct reported. In order not to jeopardize the investigation, the whistleblower is also required to keep confidential the fact that he or she has filed a report, the nature of concerns and the identities of those involved. This is necessary as any breach in confidentiality could result in reputational damage to the individual or the Company and jeopardise the investigation of the allegation received.

6.2.5 If the whistle-blower is an employee of the Company, the employee will be held accountable in terms of this Policy or his/her employment contract for any breach of confidentiality relating to the disclosure of information to external parties.

6.3 Anonymity

6.3.1 Although we permit individuals to make anonymous reports, we highly encourage whistleblowers to provide at the bare minimum, their name, and email address and/or number. Without this information, it may be difficult to investigate the allegation, provide feedback or protect the individual from any reprisal or retribution.

6.3.2 The Company shall use every effort, to the extent permissible under the law, to protect the identity of any whistle-blower.

7. NON-COMPLIANCE

7.1 Failure to ensure compliance with this Policy could lead to the following consequences:

7.1.1 Disciplinary action initiated by the Company which may lead to sanctions including dismissal; and/or

7.1.2 Termination of any contractual relationship by the Company for breach of this Policy.

7.1.3 In addition to this Policy, employees should refer to other Company policies and standards such as:

- Code of Ethics & Professional Conduct
- Gifts and Benefits Policy
- Anti-Bribery and Corruption Policy
- Disclosure of Interests Policy
- Non-Solicitation Policy
- Disciplinary Policy and Procedure.

8. INCENTIVES FOR WHISTLEBLOWERS

8.1 The Company may from time to time deploy incentive programs to reward whistleblowers who make reports; and such programs in the policies in 7.1.3 and be approved by the Board of Directors.

8.2 For established cases of energy theft, the whistleblower will be rewarded by Ikeja Electric in the following manner:

i. in the case of a non-MD offender, 20% of the cost of the administrative charges paid by the culprit would be given as a reward to the whistleblower in the form of energy tokens;

ii. in the case of an MD offender, 10% of the cost of the administrative charges paid by the culprit would be given as a reward to the whistleblower in the form of energy tokens;

iii. Apart from energy tokens, each whistleblower would receive a commendation letter and branded gift items from Ikeja Electric. This however would be at the discretion of Management and must comply with Ikeja Electric PLC's Gifts and Benefits Policy.

8.3 For cases of fraud, bribery, extortion, abuse of authority, and safety hazards established against third party vendors and members of staff, a special fund may be created to set funds aside to reward whistleblowers who report such established cases. In addition, each whistleblower would receive a commendation letter and branded gift items from Ikeja Electric. This however would be at the discretion of Management and must comply with Ikeja Electric PLC's Gifts and Benefits Policy.

8.4 Where whistleblowing efforts are led by community leaders, Ikeja Electric may prioritise that community to be a beneficiary of one of its Corporate Social Responsibilities initiatives or projects.

8.5 For the purpose effecting paragraph 8.3 referred to above, a whistleblowing fund of not less than N10, 000, 000 (Ten Million Naira) shall be maintained by the Chief Financial Officer and disbursed to deserving whistleblowers as may be recommended by the Chief Legal and Regulatory Officer and the Chief Risk Officer, subject to the approval of the Chief Executive Officer. The amount of compensation recommended to be paid to any deserving whistleblower shall be based on the nature, significance, importance and severity of each case. The Fund, once set up, shall be replenished from time to time by the Chief Financial Officer.

9. RESPONSIBILITY FOR THS POLICY

9.1 It is the responsibility of the Board of Directors to ensure compliance and implementation of this Policy.

9.2 The whistleblowing mechanism shall be accorded priority and the Board of Directors shall also reaffirm continually, their support for and commitment to the protection mechanism provided by this Policy.

9.3 This Policy shall be subject to review every three (3) years or as may be deemed necessary. All suggestions for review, amendments or interpretation shall be forwarded to the Legal & Regulatory team.

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APPENDIX 1

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 Company and submit directly to any of the individuals or email account listed in 5.1 and 5.2 above. Please note that you may be called upon to assist in the investigation, if required.

REPORTER'S CONTACT INFORMATION *(**OPTIONAL** - This section may be left blank if the reporter wants to be anonymous)*		
FULL NAME		
DESIGNATION		
DEPARTMENT/UNIT		
CONTACT NUMBER(S)		
E-MAIL ADDRESS		
SUSPECT / TRANSGRESSOR'S INFORMATION (MANDATORY INFORMATION)		
FULL NAME		
DESIGNATION		
DEPARTMENT/UNIT		
CONTACT NUMBER(S)		
E-MAIL ADDRESS		
WITNESS(ES) INFORMATION (If any) **(OPTIONAL INFORMATION)**		
FULL NAME	WITNESS 1	WITNESS 2
DESIGNATION		
DEPARTMENT/UNIT		
CONTACT NUMBER(S) and E-MAIL ADDRESS		
COMPLAINT/REPORT (MANDATORY INFORMATION) *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 sheets as necessary.*		

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

9.1. **Note:** * - You SHOULD NOT attempt to obtain evidence for which you do not have a right of access since whistleblowers are 'reporting parties' and not 'investigators'.