



# LONGHORN

PUBLISHERS PLC

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expanding **minds**

## **WHISTLE BLOWING POLICY**

## Table of Contents

|   | Page |
|---|------|
| 1. <i>The Purpose</i> -----                                 | 2    |
| 2. <i>Approval and adoption</i> -----                       | 2    |
| 3. <i>Reporting in good faith</i> -----                     | 3    |
| 4. <i>Procedure for reporting by employees</i> -----        | 3    |
| 5. <i>Procedure for reporting by stakeholders</i> -----     | 4    |
| 6. <i>Information to be provided</i> -----                  | 4    |
| 7. <i>Anonymity</i> -----                                   | 4    |
| 8. <i>Investigation</i> -----                               | 4    |
| 9. <i>Confidentiality/ no retaliation</i> -----             | 5    |
| 10. <i>Disciplinary action</i> -----                        | 5    |
| 11. <i>Audit and Risk Committee Review of Reports</i> ----- | 6    |
| 12. <i>Data protection and privacy</i> -----                | 6    |
| <i>Appendix A – Management of Investigations</i> -----      | 7    |

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## **1. The Purpose**

Longhorn Publishers PLC has established this Whistle Blowing Policy to ensure that all cases of suspected misconduct/wrongdoing are reported and managed in a timely and appropriate manner. The objective of this policy is to provide a confidential means for employees, suppliers, shareholders, customers and other third parties such as agents, distributors or joint venture partners (the Informant) to report instances of suspected misconduct in a manner that preserves confidentiality to the largest extent possible and assures that the Informant, who reports in good faith, will not be subject to retaliation (even if their suspicion ultimately proves to be unfounded). Furthermore, this policy should contribute to a climate of openness, transparency and integrity and should make a valuable contribution to the efficiency and long-term success of Longhorn Publishers PLC.

In an effort to further this commitment, this policy: -

- a) establishes guidance for the receipt, retention, and treatment of verbal or written reports received by the Company regarding accounting, internal controls, auditing matters, disclosure, fraud and unethical business practices, submitted by the Company employees ("Reports");
- b) establishes guidance for providing the Informant a means to make Reports in a confidential and anonymous manner;
- c) makes clear the Company's intention to discipline, up to and including termination of employment, any person determined to have engaged in unethical behavior and in retaliatory behavior.
- d) ensure all Informants feel supported in speaking up in confidence and reporting matters they suspect may involve anything, improper, unethical or inappropriate;
- e) encourage all improper, unethical or inappropriate behavior to be identified and challenged at all levels of the organization;
- f) manage all disclosures in a timely, consistent and professional manner; and
- g) Provide assurance that all disclosures will be taken seriously, treated as confidential and managed without fear of retaliation.

## **2. Approval and adoption**

This policy, which has been approved by the Audit and Risk Committee and is issued by the Board of Directors of Longhorn Publishers PLC, is a statement that improper, unethical or inappropriate behavior within the Company is unacceptable and this statement is endorsed and supported at the highest level.

Whistle blowing means a disclosure of information made by a person where they reasonably believe that one or more of the following matters (suspicion of misconduct) is happening at present, took place in the past or is likely to happen in the future. Below is a non – exhaustive list of examples: -

- a) a criminal offence;
- b) fraud;

- c) a failure to comply with a legal obligation (e.g. breach of a contractual or other common law
- d) obligation, statutory duty or requirement or administrative requirement, including suspected
- e) fraud, malpractice or breach/violation of the Company's Code of Conduct or Ethics policy);
- f) a miscarriage of justice;
- g) a danger to the health and safety of any individual;
- h) damage to the environment; and
- i) a deliberate concealment of information tending to show any of the above.

### ***3. Reporting in good faith***

It is expected that any allegation will be made in good faith, but if it is not confirmed by investigation, no action will be taken against the Informant. An Informant who knowingly files misleading or false reports, or without a reasonable belief as to truth or accuracy, or who makes allegations that are malicious or simply to cause anger, irritation or distress will not be protected by this policy and may be subject to discipline, including termination of employment.

### ***4. Procedure for reporting by employees***

- a) Whenever an employee has a suspicion of misconduct, he should first attempt to address this with the employee involved. If this is not possible or successful, the employee should attempt to address the suspicion of misconduct with his line manager or Human Resources. This is usually the quickest way to resolve issues. However, if the employee fears retaliation from reporting or questioning a suspicion of misconduct, or believes it may not be properly addressed, then the Company recommends reporting the suspicion of misconduct in accordance with this Whistle Blowing Policy.
- b) The Informant employee should raise the suspicion of misconduct in the Company with a person appointed to act as a Confidant for the Company (Confidant), either verbally, in writing or on email stating that the employee is reporting the suspicion of misconduct pursuant to the Whistle Blowing Policy.
- c) Suspicion of misconduct with regard to the functioning of the Senior Management Team, as defined in the Company's Board Charter, should be reported to the Chair of the Audit and Risk Committee.
- d) When raising a suspicion of misconduct, the Informant shall provide as much information as possible provided that it is relevant and factual (especially if an allegation about another employee is made).
- e) The person the Informant contacts should acknowledge receipt of the employees concern within three (3) working days and reply to the Informant to discuss the next steps with him.

## **5. Procedure for reporting by stakeholders**

All misconduct under this policy should be reported to the Audit & Risk Department whose contact details are below: -

**Telephone: +254 20 6532579/80/81, 6534181 (Extension 295)**

Complaints can also be sent to the designated e-mail address:

[ethicsline@longhornpublishers.com](mailto:ethicsline@longhornpublishers.com). Access to this address is granted to the Chief Audit & Risk Officer and the Chairman of the Board's Audit & Risk Committee

## **6. Information to be provided**

When reporting a suspicion of misconduct, the Informant may provide the following information: -

- a) an outline of the known or suspected wrongdoing;
- b) details, to the best of the Informant's knowledge, about when, where and how it occurred;
- c) a list of the names of those suspected of being involved (both within the Company and externally);
- d) a list of the names of anyone who may have relevant information;
- e) details of how the Informant came to know about the suspected activities;
- f) what, if any, does the Informant estimate to be the value of the loss to the Company or other parties;
- g) what, if any, breaches of internal controls, policy, procedure or other requirements does the Informant believe took place;
- h) the names of anyone who the Informant has discussed or reported this incident to;
- i) the Informant's name and contact details. This information will be kept confidential as far as is reasonably practicable; and
- j) the date and time of making the report.

The Informant will not be expected to prove the wrongdoing that is believed to have been witnessed or suspected.

## **7. Anonymity**

Disclosures made under this policy may involve highly confidential and sensitive matters and the Informant may prefer to make an anonymous disclosure. When this is the case the Company will endeavor to investigate the Informant's concerns fully, although a full investigation may be impeded if the Company cannot obtain further information from the Informant.

## **8. Investigation**

- a) A non-executive and independent director may be appointed to take charge of an investigation related to matters raised under this policy.

- b) An investigation will be conducted as speedily and sensitively as possible in accordance with all relevant laws and regulations. If appropriate, the Informant will be regularly informed on the progress of these investigations and any action to be taken. The purpose of the investigation will be: -
  - i) to establish if a wrongdoing has occurred, and if so to what extent; and
  - ii) to minimize the risk of further wrongdoing, to prevent any further loss of assets, damage to reputation and to protect all sources of evidence.
- c) The Company will endeavor to handle investigations as fully, promptly and fairly as possible. As far as reasonably practicable, the confidentiality of the person reporting the suspected wrongdoing will be maintained.
- d) It is not possible to set a specific timeframe for completion of investigations in advance, as the diverse nature of potential disclosures makes this unworkable. Most investigations will be managed internally but the Company may appoint an external investigator or investigating team if the Company deems it appropriate. The process for the management of investigations is outlined in Appendix A.
- e) Any employee found to be involved in any wrongdoing will be subject to investigation using the internal disciplinary procedure. Where it is believed that criminal activity has taken place, the matter may be reported to the police and appropriate legal action taken.

If an Informant is not satisfied with the investigation or its conclusion, the employee should write directly to the Chairman of the Board of Directors, as a form of appeal.

#### **9. Confidentiality/ no retaliation**

The Company undertakes that no one who reports any concern under this policy in good faith will be subjected to any detriment for coming forward, regardless of whether or not the concern is ultimately substantiated. This means that the Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment as a result of making a report under this policy. Furthermore, confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation of the Report and to perform subsequent remedial measures.

In the event that an Informant believes that they are being victimized or subjected to a detriment by any person within the Company as a result of reporting a concern or assisting the Company in any investigation under this policy they must inform the Confidant or the Chairman of the Audit and Risk Committee immediately and appropriate action will be taken to protect them from any reprisal.

#### **10. Disciplinary action**

If during the course of the investigation it is discovered that the matter has not been reported in good faith by an Informant who is an employee of the Company, the employee will be subject to investigation under the Company's disciplinary procedure.

## **11. Audit and Risk Committee Review of Reports**

A summary of reports received under this policy will be communicated to the Audit and Risk Committee on a quarterly basis, or on a more frequent basis should conditions warrant more timely action.

## **12. Data protection and privacy**

All information shall be treated confidentially as far as reasonably practicable. There may be circumstances where, because of the nature of the investigation or disclosure, it will be necessary to disclose the Informant's identity. In such circumstances every effort will be made to inform the Informant before such disclosure is made.

If it is necessary for the Informant to be involved in an investigation (for example by providing evidence), the fact that the Informant made the original disclosure will, so far as reasonably practicable, be kept confidential and all reasonable steps will be taken to protect the Informant from any victimization or detriment as a result of having made a disclosure.

## ***Appendix A – Management of Investigations***

An Investigator will be appointed to lead the investigation into the allegations and will have the following responsibilities: -

- a) Arrange individual interviews with relevant witnesses or individuals and inform them of their right to be accompanied at the meeting by a legal advisor / work colleague.
- b) Establish the facts/obtain statements/collect documentary evidence.
- c) Maintain detailed records of the investigation process.
- d) Prepare the relevant report and make any recommendations for action to be submitted to the Audit and Risk Committee.

The Investigator will have the following responsibilities towards the Informant who raised the disclosure: -

- a) Hold a formal meeting with the Informant making the complaint to discuss the matter.
- b) Inform them of their right to be accompanied at any interview by a legal advisor/work colleague.
- c) Keep the Informant up to date with progress on the matter and agree timescales for action.
- d) Notify the Informant making the disclosure about the outcome of the investigation, including how the matter will be dealt with and whether they will be required to attend an investigatory interview.
- e) Give details of employee support mechanisms available if the informant is an employee of the Company.

The Investigator will have the following responsibilities towards the party against whom the disclosure is raised, pending consideration of the severity of the allegations, legal counsel's advice and safeguards to avoid tipping off: -

- a) Inform the individual/individuals about whom the disclosure is made in writing of the disclosure, the seriousness of the allegations and provide any supporting evidence.
- b) Advise in writing of the procedure to be followed.
- c) Give the person the opportunity to respond in person and in writing to the claims made, and receive and consider any relevant evidence.
- d) Inform them of their right to be accompanied at any interview by a legal advisor / trade union representative / work colleague.
- e) Give details of employee support mechanisms available.

The Investigator may also be required to act as a witness at any subsequent disciplinary hearing if required.

Where necessary the Company will provide support, counseling or mediation to any team subject to investigation in order to ensure normal working relationships are resumed as effectively as possible.

The person appointed by the Board of Directors to hear an appeal will have the following responsibilities: -

- a) Hold appeal meeting with the Informant who made the disclosure.
- b) Ensure all parties are informed of their right to be accompanied at any meetings by a legal advisor / trade union representative / work colleague.
- c) Review the investigation report/procedure followed and findings.
- d) Decide whether to uphold appeal or not.
- e) Initiate a new investigation if necessary.
- f) Report the appeal findings in writing to the Chief Executive, if applicable.
- g) Communicate outcome in writing to the Informant making the disclosure and the employee against whom the disclosure is made.