

Whistle Blower Policy and Procedure

Purpose

Mayberry Investments Limited is committed to high standards of ethical, moral and legal business conduct. Mayberry is also committed to promoting a culture of openness and accountability so that employees can freely report any concerns they may have in relation to the company. The policy shall provide the means to facilitate and encourage the reporting, in a responsible manner, disclosures of improper conduct, in the public interest. It will also provide guidance on the receiving and investigating or otherwise dealing with such disclosures, as well as the protection of employees who make allegations of suspected improper activities from being subjected to occupational detriment.

(Policy on **The Protected Disclosures Act, 2011**)

<http://its01/sites/Intranet/Policies/The%20Protected%20Disclosures%20Act%202011.pdf>

Designated Officer:	Vice President of Human Resources
Prescribed Person:	Company Secretary
Responsible Office:	Human Resources Department
Issuance Date:	August 2014
Effective Date:	August 2014
Scope:	<p>Employees of Mayberry Investments Limited are encouraged to use guidance provided by this policy for reporting all allegations of suspected improper company activities as defined by the Protected Disclosures Act, 2011.</p> <p>This whistleblowing policy shall be the basis for protections for you if you raise concerns regarding Mayberry Investments Limited concerning:</p> <ul style="list-style-type: none"> ▪ incorrect financial reporting ▪ unlawful activity ▪ activities which are not in line with Mayberry’s policies, including the Code of Ethics (HR Manual); or ▪ activities which otherwise amount to serious improper conduct <p>The policy does not provide protection in the event that the employee making the disclosure commits an offence by making it. Also, where the information is protected by legal professional privilege, the disclosure will not be deemed a protected disclosure. Disclosures will not qualify for protection under the Act unless made in good faith and in the public interest.</p>

Definitions

A. Company resources

For the purposes of this policy Mayberry's resources are defined as, but not limited to the following:

- Cash and other assets, whether tangible or intangible; real or personal property
- Receivables and other rights or claims against third parties;
- Intellectual property rights;
- Effort of Mayberry Investments' personnel and of any non-Mayberry entity billing the company for its effort;
- Facilities and the rights to use of Mayberry's facilities;
- Mayberry Investments Limited's name; and
- Mayberry Investments Limited's records, including client and employee records.

B. Improper Conduct

According to the 'Act' Part 1 Section 2, improper conduct means any:

- criminal offence;
- failure to carry out a legal obligation;
- conduct that is likely to result in a miscarriage of justice;
- conduct that is likely to threaten the health or safety of a person;
- conduct that is likely to threaten or damage the environment;
- conduct that shows gross mismanagement, impropriety or misconduct in the carrying out of any activity that involves the use of public funds
- act of reprisal against or victimization of an employee;
- conduct that tends to show unfair discrimination on the basis of gender, race, place of origin, social class, colour, religion or political opinion; or
- wilful concealment of any act described above;

C. Disclosure

According to the 'Act' Part 1 Section 2, disclosure refers to any:

- disclosure of information made by an employee, regarding any conduct of an employer of that employee or another employee of the employer, where the employee has reasonable belief that the information disclosed shows or tends to show that improper conduct has occurred, is occurring, or is likely to occur, and 'disclose' shall be construed similarly;

D. Occupational detriment

According to the 'Act' Part 1 Section 2, occupational detriment means any act or omission that result in an employee, in relation to his employment, being:

- subject to disciplinary action;
- dismissed, suspended, or demoted;
- harassed, intimidated or victimized;
- transferred against his will;
- refused transfer or promotion;
- subject to a term or condition of employment or retirement from employment, that is altered to his disadvantage;
- provided with an adverse reference;
- denied appointment to any employment, profession or office;
- threatened with any of the actions specified above; or
- otherwise adversely affected in respect of his employment, profession or office, including employment opportunities and job security;

E. Prescribed Person

Under the 'Act' a prescribed person means any person specified for receiving, investigating or otherwise dealing with disclosures under this Act; for the purpose of this policy the prescribed person is the Compliance Manager.

F. Designated Officer

Under the 'Act', a designated officer means the person designated as the person to whom disclosures may be made. For the purpose of this policy the Designated Officer is Vice President of Human Resources.

G. Designated Authority

The designated authority, shall by order, be determined by the Minister and may be an individual or entity. The designated authority will be responsible for monitoring compliance with the Act and may initiate, take over or authorize an entity to undertake an investigation. This will be determined by the Government.

Filing a Report

1. Disclosures may be made orally or in writing to the prescribed person at Mayberry Investments.
2. An employee may also make a report to the designated authority, if the employee, at the time of the disclosure, reasonably believed that he would be subject to an occupational detriment if he made the disclosure to his employer and/or any detriment to his family or property, and/or that evidence related to the disclosure would be destroyed or concealed, and/or having made a previous report, no action was taken within 30 days.
3. If an employee makes a disclosure in accordance with the procedure established, to someone other than his employer (designated authority), the employee is still regarded as having made the disclosure to his employer.

4. An employee who makes a protected disclosure shall not be held liable in any civil, criminal or disciplinary proceedings as a result of making the disclosure, and cannot be dismissed, as the dismissal will be treated as an unjustifiable dismissal.
5. Where the report is made orally, the person receiving the report, must, within 24hrs after receiving the disclosure, convert the report to a written document containing the same information as the oral report.
6. Where deemed necessary, the prescribed person should take steps to investigate the matter within the required 30 days.
7. Reports of the progress of the investigation should be made to the person who made the report, and any other appropriate person, at intervals of 30 days.
8. Investigations must be carried out fairly and recommendations of the measures to be taken to correct the reported matter submitted.
9. Steps must be taken to remedy the improper conduct; take disciplinary action where appropriate; provide redress where necessary and reduce the possibility of recurrence.
10. Reports of reprisals as a result of making the disclosure must also be received, recorded, reviewed and investigated.

IMPORTANT

The person to whom the disclosure is made may refuse to deal with the disclosure or cease to investigate, if it is found that:

- the matter has been adequately dealt with
- it may be dealt with more appropriately by someone else
- the matter being reported is frivolous or not sufficiently important to warrant an investigation
- the circumstances surrounding the matter have changed in some way that makes the investigation unnecessary

However, if this occurs, the employee is to be written to within 15 days detailing the reasons for ceasing or not carrying out the investigation.

OFFENCE

An offence is committed if an employee is:

- threatened or intimidated
- prevented, restrained or restricted from making a protected disclosure
- making a false statement which is misleading or reckless
- aiding, abetting or conspiring with another person to contravene the Protected Disclosures Act



Or if an employer:

- in bad faith, refuses to receive a disclosure or carry out an investigation in relation to a disclosure

1. POLICY OWNER

The policy was adopted by the Board of Directors. Any changes to the Whistle blower policy must be approved by the Board of Directors.

2. EFFECTIVE DATE / TRANSITION PERIOD

This policy is effective 1 August 2014.

This policy has been approved by the Board of Directors of Mayberry Investments Limited and signed on its behalf by:

Chairman/Director

Date

Director

Date