

WHISTLEBLOWING POLICY

PART 1: POLICY & PROCESS

Objective

The objective of this policy is to reinforce the BHL Group's commitment to the highest standards of ethical behaviour, transparency, and accountability by providing a confidential and secure mechanism for our employees, suppliers, business partners, and other stakeholders to raise concerns about behaviour that contravenes the BHL Group's established values without fear of reprisal.

This policy is intended to assist individuals who believe that they have discovered instances of malpractice and impropriety. This policy is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters which have already been addressed by grievance or disciplinary procedures.

Who does the Policy Apply to?

This policy applies to all employees as well as shareholders, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with Banks Holdings Ltd. (also called the Company).

This policy is applicable to all work activities in addition to business transactions undertaken by or on the behalf of the Company.

Scope of the Policy

Employees have a duty to report any conduct or behaviour that is, or maybe, contrary to the BHL established values including:

- Actions that may result in danger to the health and/or safety of people or damage to the environment;
- Criminal offenses, including financial improprieties, fraud, bribery and corruption;
- Failure to comply with any legal obligation;
- Any unethical practice including, but not limited to accounting, internal accounting controls, financial reporting, and auditing matters;
- Conduct contrary to the ethical principles embraced in the *BHL Code of Ethics*
- Any other legal or ethical concern;
- Any other issue of a serious nature that does not fit into the categories defined above;
- Concealment of any of the above issues.



This policy is intended to cover concerns which are in the Company's and public interest and may at least be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary action.

Safeguards & Victimization

The Company recognizes that the decision to report a concern can be a difficult one to make and therefore the policy is designed to offer protection to those employees who disclose such concerns (hereafter referred to as 'complainant') on the assumption that:

- The individual making the allegation has exercised due care to ensure the accuracy of the information
- That the disclosure is made in good faith, and the complainant has a reasonable belief that it tends to show malpractice or impropriety
- That the complainant is not acting maliciously or seeking personal gain

The protection of the complainant is a fundamental element of this program.

Complainants who make disclosures via the hotline will remain anonymous.

Complainants who make disclosures in good faith directly to the Internal Audit department, reasonably believing them to be true, and later are identified to the wider community as part of the investigative procedure will be protected against:

- Disciplinary action (in relation to the matter under investigation)
- Dismissal, suspension, demotion, harassment or intimidation
- Refusal of a transfer or promotion for which they were otherwise fully qualified
- Threat of any of the above

Note however that persons who make disclosures which are later proven to be false and of malicious intent, will be sanctioned in accordance with Company policy.

Reporting Procedures

Employees are encouraged in the first instance, to make a report to their super-ordinate/line manager to seek to resolve the issues locally.

If the employee is uncomfortable discussing the issue with their line manager, they are encouraged to raise the matter with the Group Internal Audit Manager, or the CEO. If they are uncomfortable using any of these options, they are encouraged to make a report via the NAVEX Global system where their anonymity will be assured.

NAVEX Global system – Assuring reporting Anonymity and Confidentiality

In order to ensure complainant protection, the Company has contracted an external, independent Service Provider (NAVEX Global) to receive and analyze all incoming alerts from complainants. To protect the complainant's identity, the Service Provider will sanitize the information received before submitting it to the Company and will not reveal the person's identity without the person's prior consent. NAVEX Global provides readily accessible and secure communication channels for:



- Internet based reporting facility
- Provision of a 24/7-365 toll free telephone hotline

Please see Appendix A for the steps in reporting.

PART 2: RESPONSIBILITIES & INVESTIGATIVE PROCESS

Responsibilities under the Policy

CEO/ Managing Director ('CEO/MD'): The ultimate responsibility and accountability for this policy rests with the CEO/ MD. It is the CEO/MD who in consultation with the Business Ethics Committee (See Appendix B) will authorize investigations based on recommendations from the Group Internal Audit team.

The Group Internal Audit team - are responsible for the annual review and amendment of this policy, and conducting initial investigations to ascertain the validity of each report, and escalating valid complaints to the correction position/department for further evaluation.

Functional/Departmental heads – are responsible for ensuring that all employees are informed as to the internal disclosure mechanisms; and for cooperating with the investigative team when relevant to their functional area

Management – Management is responsible for establishing and maintaining a system of internal controls to ensure the detection and prevention of fraud, waste, abuse and other irregularities in their area of responsibility.

Employees – Any employee who knows or has reason to believe that fraud or other wrongdoing has occurred is responsible for notifying his/her manager, or the internal audit department or if uncomfortable, is encouraged to report the matter through the third-party service providers.

Timelines for Investigations

Due to the varied and sensitive nature of these types of complaints – which may involve internal investigators, the Royal Barbados Police Force, and/or external agencies – it is not possible to commit to a definite timeline for conclusion and resolution. However, the Group Internal Audit Manager (or his/her designate) who will lead all such investigations will ensure that the investigations are initiated and completed in the shortest period of time without affecting the quality of the investigations.

Investigating Procedures

After consultation with the CEO/Managing Director, the lead investigator should follow these steps:

1. Obtain full details and clarifications of the complaints via NAVEX Global
2. Initiate preliminary, confidential investigations involving the relevant functional head who will be expected to maintain ALL information obtained in the strictest confidence.



3. The Group Internal Audit Manager will evaluate the case make a determination about the case, and escalate the matter to the position most appropriate to lead the investigation.
4. If the preliminary investigations warrant, the investigating officer will inform the relevant member of the human resources team who will make arrangements to formally advise the employee (or employees) against who the complaint is made as soon as practically possible. The member of staff will be informed of their right to be accompanied by a trade union or other representative at any future interview or hearing once formally called (as per *The Employment Rights Act, 2012* or 'ERA'), and that our employees are expected to fully cooperate with the investigations.
5. The allegations should be fully investigated by the investigative team with the assistance where appropriate, of other individuals/ bodies.
6. A judgment concerning the complaint and its validity will be made by the Group Internal Audit Manager, and will be detailed in a written report containing the process, and findings of the investigations and the reasons for their judgment. This report will be submitted to the BHL Ethics Committee. The Group Internal Audit Manager will also send email update to NAVEX Global to provide status update on each case so referred to the Company.
7. The BHL Ethics Committee will determine the action to be taken in consultation (variously or collectively) with any executive functional head (as appropriate). If the complaint is shown to be justified, the relevant personnel will initiate disciplinary procedures with reference to appropriate Company procedures, industrial relations protocols, and Law.
8. Given the confidential nature of the reports, it will not be possible to inform the complainant of the progress of the investigations. However, the complainant can access the website <http://www.navexglobal.com/node/796>, and using the case number (supplied at the time the report was made at the hotline) obtain information on the status of the report/ investigation.
9. If appropriate, the Internal Audit team will make recommendations to improve the procedures and avoid recurrences of improprieties in future.

The Company also recognizes that if allegations are unsubstantiated and all internal procedures have been exhausted, the complainant may make disclosures to external prescribed persons or bodies in an effort to have the situation redressed.

Administration

The BHL Ethics Committee is responsible for the administration, revision, interpretation, and application of this policy. The policy will be reviewed annually and revised as needed.

This policy should be read and applied in conjunction with:

- *The BHL Employee Guide*
- BHL Values



- BHL Code of Ethics
- BHL Insider Trading Policy
- BHL Fraud Policy Statement



Appendix A

Procedure for making a Disclosure

Employees who have recognized an instance of malpractice or impropriety and are not comfortable taking the matter to their line manager or the Group Internal Audit department should:

1. Double check the accuracy of their information and ensure that the disclosure is being made in good faith.
2. Contact the toll free hotline, managed by NAVEX Global, and provide details of the situation including details of: who, what, when, time-frames in which activities were committed, etc. to aid comprehensive investigations of the complaint.
OR
Write with the background and history information of the issue being disclosed, giving names and places, where possible. Disclosures made in writing should be logged via the Navex website
3. The complainant will be given a case number by the hotline operator at the time the report is made. This case number can be used for obtaining updates as to the process and status of the investigation via the service provider website on a periodic basis.
4. Information on each report/allegation will be sent from the NAVEX Global by email to the Group Internal Audit Manager who escalate the matter appropriately. CEO/ Managing Director will act as an alternate in the system.



The Ethics Committee, Champion of the Code of Ethics

The Ethics Committee is responsible for creating conditions to help our employees embrace the principles of the *BHL Code of Ethics* and ensuring that its principles are applied by everyone in their day-to-day work.

Responsibilities:

1. Promoting Ethical Conduct

The Ethics Committee makes sure that BHL's Code of Ethics, which expresses our ethical principles and practices, is shared and understood by employees, shareholders, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with BHL implement the principles set out in the Code of Ethics.

2. Adjudicating on Company responses to confirmed Breaches

The Ethics Committee receives reports from the Internal Audit on the community use of the hotline, and the results of investigations (if any) for review and adjudication.

3. Reviewing & Recommending Amendment of the Policies

The Ethics Committee reviews the policies (i.e., *BHL Values*, *BHL Code of Ethics*, *BHL Fraud Policy Statement*, *BHL Whistleblowing Policy*) on an annual basis and makes recommendation for any amendments.

A Committee Accessible to All

BHL employees may refer an issue to the Ethics Committee via the established hotline.

Members and Procedures

The Ethics Committee meets at least quarterly, or more regularly if required. Its decisions are made unanimously.

The Committee is chaired by the CEO/ Managing Director, and its five members – comprising Corporate Counsel, Group Human Resources Manager, Group Internal Audit Manager, Chief Financial Officer, and Group Public Relations Manager - are well versed in our businesses and business lines. The members have reached a point in their careers that allows them to exercise the **independent judgment and thinking** vital to carrying out the Ethics Committee's mission.

Finally, the **Ethics Committee's Chairman** presents an annual report to our Executive Committee and Board of Directors.

