

WHISTLEBLOWING

1. Overview

- 1.1. At Zoona we are guided by our company values which are the foundation of how we conduct ourselves and interact with each other, our clients, members, suppliers, shareholders and other stakeholders. Zoona is committed to promoting a safe and ethical corporate culture by maintaining the highest standards of fair dealing, honesty and integrity in our business activities.

2. Purpose

- 2.1. This policy was established to ensure that any concerns raised regarding any misconduct or suspicious activity or circumstances relating to Zoona's business are dealt with effectively, securely and in accordance with the Public Interest Disclosure (Protection of Whistleblowers) Act 2010.
- 2.2. Zoona encourages the reporting of any instances of suspected unethical, illegal, corrupt, fraudulent or objectionable conduct involving Zoona's business and provides protections and measures to individuals who make a disclosure in relation to such conduct without fear of victimisation or reprisal.
- 2.3. This policy will be provided to all employees and officers of Zoona upon commencement of their employment or engagement.

3. Scope

- 3.1. This policy applies to any person who is, or has been, any of the following with respect to Zoona:
 - Employee
 - Officer
 - Director
 - Contractor (including subcontractors and employees of contractors) Supplier (including employees of suppliers)
 - Consultant; Auditor; Associate
 - Relative, dependant, spouse, or dependant of a spouse of any of the above.
- 3.2. This policy is intended to apply to the above persons in all countries in which Zoona operates a business.



4. Reportable Conduct

- 4.1. Zoona encourages all employees to report or disclose under this policy if they have reasonable grounds to believe that a Zoona director, officer, employee, contractor, supplier, consultant or other person who has business dealings with Zoona has engaged in conduct (Reportable Conduct) which is:
- Dishonest, fraudulent or corrupt;
 - Illegal (such as theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage to property);
 - Unethical including any breach of the Zoona's policies such as the Code of Conduct; Oppressive or grossly negligent;
 - Potentially damaging to Zoona, its employees or a third party; Misconduct or an improper state of affairs;
 - A danger, or represents a danger to the public or financial system; Harassment, discrimination, victimisation or bullying.
 - Any disclosures that do not fall within the definition of Reportable Conduct, will not qualify for protection under the Act. It will be at Zoona's discretion whether it considers there is a reasonable suspicion that the Reportable Conduct is occurring and/or whether the conduct constitutes "misconduct or improper state of affairs" under the Act.
- 4.2. For clarity, Reportable Conduct does not include personal work-related grievances. Personal work-related grievances about any matter in relation to a staff member's current or former employment, having implications (or tending to have implications) for that person personally and that do not have broader implications for Zoona. Examples of personal work-related grievances are as follows:
- An interpersonal conflict between the staff member and another employee;
 - A decision relating to the engagement, transfer or promotion of the staff member;
 - A decision relating to the terms and conditions of engagement of the staff member;
 - A decision to suspend or terminate the engagement of the staff member, or otherwise to discipline the staff member.
- 4.3. Personal work-related grievances should be reported to your manager or in accordance with the Zoona's Grievance Policy.

5. Making a Disclosure

- 5.1. Zoona relies on its employees to maintain a culture of honesty and ethical behaviour. Therefore, if you are aware or notice any Reportable Conduct, Zoona expects you to make a disclosure under this policy.



- 5.2. There are several ways in which you can report or disclose any issues or behaviours which you consider to be Reportable Conduct.

5.2.1. Internal Reporting

- 5.2.1.1. You may disclose any Reportable Conduct to the Whistleblower Protection Officers listed below:

Compliance Officer
Mwavi Mupeso
Tel: 0966 864 642
Email: mwavi@ilovezoona.com

Chief Operations Officer
Bridgid Thomson
Tel: +27 83 941 7252
Email: bridgid@ilovezoona.com

- 5.2.1.2. You can make a disclosure outside of business hours by contacting the above Whistleblower Protection Officers via email.

- 5.2.1.3. If you require any additional information before making a disclosure or for any clarification regarding this policy, you are encouraged to contact the above Whistleblower Protection Officers.

- 5.2.1.4. If you cannot use any of the reporting channels listed above, you can disclose to an "eligible recipient" within the company. These include:

- Officers;
- Directors;
- Senior Managers;
- Auditor or member of an audit team conducting an audit of Zoona.

- 5.2.1.5. The Whistleblower Protection Officers or eligible recipients will make sure to safeguard your interests and maintaining the integrity of the reporting mechanism.

5.2.2. External Reporting

- 5.2.2.1. Where you do not feel comfortable making an internal report, or where you have made an internal report, but no action has been taken within a reasonable time, you may disclose any Reportable Conduct directly to the Bank of Zambia or the Financial Intelligence Centre either in person, via phone or email.

Financial Intelligence Centre
Kudu Rd, Kabulonga
P.O. Box 30481
Lusaka
Tel: +260 211 220252

Bank of Zambia
Head Office
Bank Square, Cairo Road
Lusaka
Tel: +260 211 399300,
0971 270090, 096 3884820
Email: info@boz.zm



- 5.2.2.2. Calls or in-person visits should be made during normal business hours of 08:00hrs – 17:00hrs Monday to Friday. You will be directed or connected with the appropriate person to whom you may submit your report.
- 5.2.2.3. Once you have submitted the report detailing your concerns, it will be filed and investigated. Any information contained therein will be kept confidential, except as required by law or where disclosure is necessary to regulatory authorities, law enforcement agencies or professional advisors to ZoonA.
- 5.2.3. Anonymity
- 5.2.3.1. If you feel more comfortable, you may make an anonymous disclosure. However, you must be aware that it might be more difficult for ZoonA to conduct a proper investigation if a report is submitted anonymously. Therefore, even though you are not required to do so, ZoonA encourages you to share your identity when making a disclosure.
- 5.2.3.2. When you make an external disclosure you for which you have provide your contact details, that information can and will only be provided to a Whistleblower Protection Officer with your consent.
- 5.2.4. Reporting to a Legal Practitioner
- 5.2.4.1. You may also seek the advice and guidance of a legal practitioner. In doing so, you will still be afforded all of the protections outlined in this policy.
- 5.2.5. Public Interest and Emergency Disclosure
- 5.2.5.1. In certain situations, the conduct or wrongdoing may be of such gravity and urgency that disclosure to the media or a parliamentarian is necessary.
- 5.2.5.2. A public interest and emergency disclosure can only be made to:
- A journalist, defined to mean a person who is working in a professional capacity as a journalist for a newspaper, magazine, or radio or television broadcasting service; or
 - A Member of the Parliament
- 5.2.5.3. You may only make a public interest and emergency disclosure if:
- You have previously disclosed the information to the Bank of Zambia;
 - At least 90 days has passed since the previous disclosure was made;
 - You have reasonable grounds to believe that action is not being taken to address the matters which you have disclosed;
 - You have reasonable grounds to believe that making a further disclosure to a journalist or member of parliament would be in the public interest;
 - You have given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous



disclosure was made that you intend on making a public interest disclosure; and

- You have given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that you intend on making a public interest disclosure; and
- The extent of information disclosed is no greater than is necessary to inform the recipient of the misconduct or improper state of affairs.

5.2.6. You will be qualified for protection where you have made a public interest disclosure if:

- You have previously disclosed the information to the Bank of Zambia;
- You have reasonable grounds to believe that the information concerns a substantial and imminent danger
- to the health or safety of one or more persons, or to the natural environment; and
- You have given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that you intend on making a public interest disclosure; and
- No more information is disclosed than is reasonably necessary to inform the recipient of the substantial and imminent danger.

6. Investigation

- 6.1. Zoona will investigate all matters reported under this policy as soon as practicable after the matter has been reported. The Whistleblower Protection Officer will investigate the matter and where necessary, appoint an external investigator to assist in conducting the investigation. All investigations will be conducted in a fair, independent and timely manner and all reasonable efforts will be made to preserve confidentiality during the investigation.
- 6.2. If the report is not anonymous, the Whistleblower Protection Officer or external investigator will contact you, by your preferred method of communication to discuss the investigation process and any other matters that are relevant to the investigation.
- 6.3. Where you have chosen to remain anonymous, your identity will not be disclosed to the investigator or to any other person and Zoona will conduct the investigation based on the information provided to it.
- 6.4. Where possible, the Whistleblower Protection Officer will provide you with feedback on the progress and expected timeframes of the investigation. The person against whom any allegations have been made will also be informed of the concerns and will be provided with an opportunity to respond (unless there are any restrictions or other reasonable bases for not doing so).



- 6.5. To the extent permitted by law, the Whistleblower Protection Officer may inform you and/or a person against whom allegations have been made of the findings. Zoona will document the findings in a report however any report will remain the property of Zoona and will only be shared with you or any person against whom the allegations have been made if Zoona deems it appropriate.

7. Protection of Whistleblowers

- 7.1. Zoona is committed to ensuring that any person who makes a disclosure is treated fairly and does not suffer detriment and that confidentiality is preserved in respect of all matters raised under this policy.
- 7.1.1. Protection from Legal Action
- 7.1.1.1. You will not be subject to any civil, criminal or administrative legal action (including disciplinary action) for making a disclosure under this policy or participating in any investigation.
- 7.1.1.2. Any information you provide will not be admissible in any criminal or civil proceedings other than for proceedings in respect of the falsity of the information.
- 7.1.2. Protection against Detrimental Conduct
- 7.1.2.1. Zoona (or any person engaged by Zoona) will not engage in 'Detrimental Conduct' against you if you have made a disclosure under this policy.
- 7.1.2.2. Detrimental Conduct includes actual or threatened conduct such as the following (without limitation):
- Termination of employment;
 - Injury to employment including demotion, disciplinary action;
 - Alternation of position or duties;
 - Discrimination;
 - Harassment, bullying or intimidation; Victimisation;
 - Harm or injury including psychological harm; Damage to a person's property;
 - Damage to a person's reputation;
 - Damage to a person's business or financial position; or
 - Any other damage to a person.
- 7.1.2.3. Zoona also strictly prohibits all forms of Detrimental Conduct against any person who is involved in an investigation of a matter disclosed under the policy in response to their involvement in that investigation.
- 7.1.2.4. Zoona will take all reasonable steps to protect you from Detrimental Conduct and will take necessary action where such conduct is identified. If appropriate, Zoona may allow you to perform your duties from another location or reassign



you to another role (at the same level) or make other modifications to your workplace or your duties to protect you from the risk of detriment.

7.1.2.5. If you are subjected to Detrimental Conduct as a result of making a disclosure under this policy or participating in an investigation, you should inform a Whistleblower Protection Officer or eligible recipient in accordance with the reporting guidelines outlined above.

7.1.2.6. You may also seek remedies including compensation, civil penalties or reinstatement if:

- You suffer loss, damage or injury because of a disclosure; and
- Zoona failed to take reasonable precautions and exercise due diligence to prevent any Detrimental Conduct.

7.1.3. Protection of Confidentiality

7.1.3.1. All information received from you will be treated confidentially and sensitively.

7.1.3.2. You will not be required to provide your name when making a disclosure. To make a disclosure on an anonymous basis, it is recommended that you use a pseudonym and contact the Whistleblowing Protection Officers in the manner outlined above.

7.1.3.3. If you report on an anonymous basis, you will still qualify for the protections in this policy.

7.1.3.4. If you make a disclosure under this policy, your identity (or any information which would likely to identify you) will only be shared if:

- You give your consent to share that information; or
- The disclosure is allowed or required by law (for example where the concern is raised with a lawyer for the purposes of obtaining legal advice); or
- The concern is reported to [Insert relevant government body]

7.1.3.5. Where it is necessary to disclose information for the effective investigation of the matter, and this is likely to lead to your identification, all reasonable steps will be taken to reduce the risk that you will be identified. For example, all personal information or reference to you witnessing an event will be redacted from any report, you will be referred to in a gender-neutral context, where possible you will be contacted to help identify certain aspects of your disclosure that could inadvertently identify you. Any disclosure under this policy will also be handled and investigated by qualified staff.

7.1.3.6. Zoona will also take the following measures for protecting your identity:

- All paper and electronic documents and other materials relating to disclosures will be stored securely;



- Access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- Only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of your identity (subject to your consent) or information that is likely to lead to your identification;
- Communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff; and
- Each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of your identity may be a criminal offence.

7.1.3.7. If you are concerned that your identity has been disclosed in relation to a disclosure, and without your consent, you should inform a Whistleblower Protections Officer or eligible recipient immediately.

8. Support Available

- 8.1. Any employee who makes a disclosure under this policy or is implicated as a result of a disclosure that is made may seek the assistance of a Zoona appointed but independent support person from the Human Resources team to deal with any outgoing concerns you may have.
- 8.2. The appointed support person will offer their support freely and confidentially via phone, email or WhatsApp. Where preferable, they will meet you in-person.

9. Other Matters

- 9.1. Any breach of this policy will be taken seriously and may result in disciplinary action, up to and including termination of employment.
- 9.2. In so far as this policy imposes any obligations on Zoona, those obligations are not contractual and do not give rise to any contractual rights. To the extent that this policy describes benefits and entitlements for employees, they are discretionary in nature and are also not intended to be contractual. The terms and conditions of employment that are intended to be contractual are set out in an employee's written employment contract.
- 9.3. Zoona may unilaterally introduce, vary, remove or replace this policy at any time.
- 9.4. Employees are encouraged to read this policy in conjunction with other relevant Zoona policies, including:
 - Human Resources and Office Management Policy
 - Grievance Policy

