

PREFACE

The Bank is committed to the highest standards of openness, probity and accountability.

An important aspect of accountability and transparency is a mechanism to enable staff and other members of the Bank to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employer's affairs.

An effective whistle-blowing would go a long way in entrenching good corporate governance and is also a key element in fraud risk management

However, in order to gain the protection afforded to whistle-blowers by this guidelines, such disclosures must actually be made in good faith and the information provided must also be substantially true/reliable.

This Policy is sourced from Central Bank of Nigeria's Code of Corporate Governance and Guidelines for Whistle Blowing Circular FPR/DIR/CIR/GEN/01/004 circulated on the 16th of May, 2014.

Please read this Policy carefully.

INTRODUCTION

The policy is intended to allow employees and other stakeholders bring unethical and illegal practices to the fore to minimize the damage that different forms of misconduct within or related to the organization can cause to different stakeholders.

Whistle-blowing is the reporting of alleged unethical conduct of employees, management, directors and other stakeholders of an institution by an employee or other person to appropriate authorities.

A whistle-blower is any person(s) including the employee, management, directors, depositors, service providers, creditors and other stakeholder(s) of an institution who reports any form of unethical behavior or dishonesty to the appropriate authority.

The objective of whistle-blowing is to encourage stakeholders to bring unethical conduct and illegal violations to the attention of the appropriate authority so that action can be taken to resolve the problem. This will minimize the Bank's exposure to the damage that can occur when internal mechanisms are circumvented. It will also demonstrate to stakeholders that the Bank is serious about adherence to codes of ethics and conduct.

INTRODUCTION

This policy is designed to enable stakeholders of the Bank to report acts of impropriety through the appropriate channels.

This may include any of the following:

- ❖ All forms of financial malpractice or impropriety or fraud;
- ❖ Failure to comply with a legal obligation or Statutes;
- ❖ Actions detrimental to Health & Safety or the environment;
- ❖ Any form of criminal activity;
- ❖ Improper conduct or unethical behaviour;
- ❖ Sexual or physical abuse
- ❖ Direct or indirect or veiled coercion to do/aid an abnormal job or inappropriate activity
- ❖ Unprofessional conduct
- ❖ Acts likely to tarnish the image of the Bank
- ❖ Failure to comply with regulatory directives;
- ❖ Other forms of corporate governance breaches;
- ❖ Connected transactions;
- ❖ Insider abuses
- ❖ Non-disclosure of interest;
- ❖ Attempts to conceal any of these, etc.

WHISTLE BLOWING PROCEDURE

- ❖ These Guidelines are designed to offer protection to whistle-blower(s) who disclose such concerns provided the disclosure is made:
 - in the reasonable belief that it is intended to show malpractice or impropriety; and
 - to an appropriate person or authority.
- ❖ The Bank shall treat all disclosures resulting from whistle-blowing in a confidential manner. The identity of the whistle-blower shall be kept confidential.
- ❖ Stakeholders are encouraged to disclose their name when filing reports to make their reports more credible. However, anonymous disclosures may be considered on discretionary basis taking into account the following factors:
 - the seriousness of the issues;
 - the significance and credibility of the concern; and
 - the possibility of confirming the allegation.
- ❖ In making a disclosure through whistle-blowing, the individual should exercise due care in reporting his concern. If, however, an individual makes malicious allegations, and particularly if he or she persists with making them, no action shall be taken.
- ❖ The Bank shall not subject a whistle-blower to any detriment whatsoever on the grounds that s/he has made a disclosure in accordance with the provisions of these Guidelines.
- ❖ Where a whistle-blower has been subjected to any detriment in contravention of the above, s/he may present a complaint to the CBN. This is without prejudice to the right of the whistle-blower to take appropriate legal action.
- ❖ An employee who has suffered any detriment by reason of disclosure made pursuant to the provision of these policy shall be entitled to compensation and/or reinstatement provided that in the case of compensation, the employee's entitlement shall be computed as if he had attained the maximum age of retirement or had completed the maximum period of service, in accordance with his condition of service.

- ❖ For other stakeholders, the whistle-blower shall be adequately compensated.
- ❖ The Bank will be sanctioned in line with Section 60 of the Banks and Other Financial Institutions Act 1991 (as amended) if it contravenes the provision of this section of the policy
- ❖ For the purpose of this policy, the word “detriment includes dismissal, termination, redundancy, undue influence, duress, withholding of benefits and/or entitlements and any other act that has negative impact on the whistle-blower.
- ❖ The Bank shall make quarterly returns to the CBN and NDIC on all whistle-blowing reports and corporate governance related breaches.
- ❖ The Bank shall include a whistleblowing compliance status report in their audited financial statements.
- ❖ The Bank shall review its whistle-blowing policies every three (3) years and notify the regulatory authorities of all such reviews.

WHISTLE BLOWING CHANNELS

A disclosure can be made through the following whistle blowing channels:

- ❖ Through the Banks website –
<http://www.sterlingbankng.com/index.php/meet-us/feed-back-form>
- ❖ Through the whistle blowing hotline – **08076093058**
- ❖ Through the whistle blowing email address -
whistleblowing@sterlingbankng.com

In making disclosures, the following format is preferable:

- the background and history of the concern (giving relevant dates)
- the reason why the staff is particularly concerned about the situation.

HOW THE BANK WILL RESPOND

The Bank will respond to the stakeholder concerned. However, testing out the concerns is not the same as either accepting or rejecting them.

Where appropriate, the matter raised shall:

- ❖ be investigated by management, internal audit, or through the disciplinary process.
- ❖ be referred to the police
- ❖ be referred to external auditors
- ❖ form the subject of an independent inquiry

In order to ensure fairness and justice for those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate. The overriding principle which the Bank will have in mind is stakeholders' interest. Concerns or allegations which fall within the scope of specific procedures (for example, operational misconduct or discrimination issues) will normally be referred for consideration under those procedures.

Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required this will be taken before any investigation is conducted.

Immediately acknowledge that the concern has been received

- ❖ indicating how we propose to deal with the matter
- ❖ giving an estimate of how long it will take to provide a final response
- ❖ stating whether any initial enquires have been made
- ❖ supplying the staff with information on staff support mechanisms, and
- ❖ stating whether further investigations will take place and if not, why not

The frequency of contact between the officers considering the issues and the stakeholder will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the Bank will seek further information from the staff.

The Bank will take steps to minimize any difficulties which the stakeholder may experience as a result of raising a concern. For instance, if the staff is required to give evidence in criminal or disciplinary proceedings the Bank will arrange for the stakeholder to receive advice about the procedure.

The Bank accepts that the stakeholder **needs to be assured** that the matter has been properly addressed. Thus, subject to legal constraints, we will inform the stakeholder of the outcome of any investigations.

The Bank shall also ensure that the appraisal process recognizes such contribution and where necessary, letter of commendation or appropriate reward shall be given to deserving staff.

DISCLAIMER

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