

# **WHISTLE BLOWING POLICY AND PROCEDURE MANUAL FOR THE TOURIST COMPANY OF NIGERIA PLC**

## **1. INTRODUCTION**

1.1 The Tourist Company of Nigeria (TCN) Plc is committed to a culture of corporate compliance, ethical behavior, and good corporate governance. As part of this culture, the Company is committed to maintaining an open working environment in which employees are able to report instance of unethical, unlawful, or undesirable conduct without fear of intimidation or retaliation and same managed in a timely and appropriate manner.

## **2. WHAT IS WHISTLEBLOWING?**

2.1. Whistleblowing is the disclosure of any information which, in the reasonable belief of the person making the disclosure, relates to suspected wrongdoing or dangers at and in the course of work for TCN, which include but are not limited to:

- (a) criminal activity;
- (b) health and safety risks including risks to the public as well as other employees;
- (c) incidents or risks of pollution or environmental hazard;
- (d) failure to comply with any legal, professional obligation or regulatory requirements;
- (e) financial fraud or mismanagement;
- (f) any activities that may constitute bribery or corruption in breach of any relevant laws such as the Corrupt Practices and Other Related Offences Act of 2000, the Economic and Financial Crimes Commission (EFCC) Act of 2004, and the Code of Conduct Bureau and Tribunal Act) or the Anti-Corruption and Bribery Policy;
- (g) breach of TCN's Code of Business Conduct;
- (h) breach of any of TCN's internal policies and procedures;
- (i) conduct that is likely to damage TCN's reputation;
- (j) sexual or physical abuse;
- (k) misuse of TCN's assets and property;
- (l) abuse of office on the part of any member of staff or director;
- (m) unauthorised disclosure of confidential information;
- (n) misuse of TCN's information systems and computer databases; and
- (o) the deliberate concealment of any of the above matters.

2.2. A whistleblower is a person who raises a genuine concern in good faith relating to any of the above and who has reasonable grounds to believe that the concern is true. This Policy encourages any employee with genuine concerns relating to suspected wrongdoing or danger affecting any of TCN's activities (a whistleblowing concern) to report it under this Policy.

2.4. If an employee is uncertain whether a particular conduct is within the scope of this Policy, he/she should approach the Compliance Officer for necessary clarifications on a confidential basis.

## **3. POLICY STATEMENT**

3.1. TCN is committed to promoting a culture of openness, accountability, and integrity, and will not tolerate harassment, victimization, or discrimination of the Whistle Blower provided such disclosure is made in good faith with reasonable belief that what is being reported is true. Therefore employees, stakeholders, and members of the public can raise legitimate concerns, without fear of and are given assurance that such concerns would be adequately addressed. Any affected person who, in good faith, has observed reportable misconduct and makes a disclosure pursuant to this Policy with respect to a harmful violation or potentially harmful

violation is protected from any retaliation or reprisal by the Company or any employee of the Company. The disclosure contemplated herein should be true and reasonable.

#### **4. OBJECTIVES OF THE POLICY**

4.1. Specific objectives of the Policy are to:

- Encourage timely reporting of alleged malpractices/misconduct.
- Provide a means for a discreet and confidential channel for escalation of concerns without fear of reprisal.
- Ensure consistent and timely institutional response to reported improprieties and awareness by Whistle Blowers of their options/rights.
- Ensure appropriate oversight by the Audit Committee and Board of Directors or Regulators.
- Serve as a means of preventing and deterring misconduct that may be contemplated but has not yet taken place.
- Promote and develop a culture of openness, accountability, and integrity.
- Create an avenue for raising concerns related to any illegal or unethical behavior such as fraud, corruption, and other misconduct
- Give an assurance that those who disclose such information will be adequately protected and that action will be taken on the disclosure.

#### **5.0 COMMITMENT TO THE POLICY**

- 5.1 TCN is committed to properly addressing bona fide concerns that individuals within the organization might have while offering whistle-blower protection from victimization, harassment, or disciplinary proceedings.
- 5.2 Whilst TCN encourages disclosure of identity by the Whistle Blower, where possible, it also appreciates disclosure under anonymity with reassurance that such identity would be protected at all stages in any internal matter, except with the consent of the individual or in circumstances where the Company is unable to resolve the concern without revealing such an identity; for instance, if external legal action flows from the disclosure and the employee's evidence is required in court. If an allegation is made in good faith but not confirmed by subsequent investigation, no action will be taken against the person concerned. However, an individual who makes an unsubstantiated claim, which is knowingly false or made with malicious intent, will be subjected to appropriate disciplinary action.

#### **6.0 WHISTLE-BLOWING REPORTING PROCEDURE**

- 6.1 This Whistle-blowing Procedure provides a mechanism for reporting any unlawful conduct at work and reassurance that exposing wrongdoing would not pose any risk to the Whistleblower. The Whistle Blower should however make it clear that they are making their disclosure within the scope of the Whistle-blowing Policy in order to ensure that the recipient of the disclosure conducts the investigation within the ambit of the Policy and more importantly, protect the identity of the Whistle Blower if required.
- 6.2 The whistleblowing staff may inform the Line Manager in person or put the matter in writing. The appropriate authority and the employee may agree on a way of resolving the concern quickly and effectively.
- 6.3 The Whistleblowing staff may also directly inform the Ethics Office of Management or the Company's Managing Director or HR Manager.
- 6.4 Where a report is made against a director, the report shall be conveyed to the Chairman of the Board, and where it is against the Chairman such report shall be made to the appropriate regulators.

- 6.5 Where applicable, a meeting will be arranged with the employee as soon as possible to discuss the concern. The employee may bring a colleague, friend, relative or other representative to any meetings summoned under this Policy. The employee's colleague or other representative must respect the confidentiality of the employee's disclosure and any subsequent investigation.
- 6.6 TCN will take down a written summary of the employee's concern and provide him/her with a copy after the meeting if the employee so requests. TCN will also aim to give the employee an indication of how it proposes to deal with the concern.
- 6.7 The Company's prescribed reporting mechanism for reporting incidences to external/secure sources is the Company Ethics Office secure e-mail address:
- 6.8 If the person making the report is an employee of the Company and wishes to avail him or herself of the rights of a 'whistle-blower' under the draft Lagos State Gaming Regulatory Authority Bill, it is necessary that the employee obtains advice as to the appropriate reporting channel to make use of.
- 6.9 When raising a concern under this Policy, an employee must
  - (a) disclose the information in good faith;
  - (b) believe it to be substantially true;
  - (c) not act maliciously or make false allegations; and
  - (d) Not seek any personal gain by raising such concern

## **7 TIME LIMIT FOR INVESTIGATION**

In line with this policy, TCN is committed to promptly resolving all concerns or issues raised. The Managing Director must keep the board of directors abreast of the progress of all investigations and shall endeavor to resolve all concerns within four weeks. However, if the investigation of the whistleblowing complaint is not concluded within the stated timeframe, the Managing Director shall advise the board of directors accordingly.

## **8 COMPENSATION OF WHISTLEBLOWER**

There will be no reward of any nature for information reported by whistle-blowers.

## **9 RESPONSIBILITY FOR THE POLICY**

- 9.1.0 The Board has overall responsibility for this Policy, and for reviewing the effectiveness of actions taken in response to concerns raised under this Policy.
- 9.2.0 The Managing Director and Company Secretary have day-to-day operational responsibility for this Policy and must ensure that all staff who may deal with concerns or investigations under this Policy receive regular and appropriate training. The Managing Director and Company Secretary shall have the duty to report the effectiveness of this policy to the Board through the Audit Committee.
- 9.1.0 The Audit Committee should ensure that issues reported through the whistle-blowing mechanism are summarised and presented to the Board
- 9.2.0 The Managing Director or HR Manager will maintain a register containing all whistle blowing concerns that are brought to the Company's attention. These will be reported on a quarterly basis to the Board.
- 9.3.0 All whistleblowing concerns to be entered in the register will primarily include a summary of the reported cases, whether it was investigated, the process followed, and findings of the investigation and any action taken as a result of the investigation.
- 9.4.0 This Policy will be reviewed every 2 years to ensure that its provisions continue to meet its objectives, and TCN's legal obligations and to reflect best practice.
- 9.5.0 The Board reserves the right to change, delete, suspend, or discontinue any part or parts of this policy and any procedures stated herein at any time without any prior notice to you. However, the Board will endeavor to communicate any substantive amendments to you. It is your responsibility as an employee to familiarise yourself with this Policy as amended from time to time.

## **10. CONTACTS**

Managing Director [NAME] Theophilus Netufo  
[TELEPHONE]08033070639  
[EMAIL] [theoeniola@federalpalace.com](mailto:theoeniola@federalpalace.com)


Company Secretary [NAME]: OOT Nominees Limited  
[TELEPHONE]: 234 1 2704789  
[E-MAIL]: [info@ootnominees.com](mailto:info@ootnominees.com)

#### VERSION CONTROL

Version number	Date	Section reviewed	Reason
2	26/03/2025	All	Changes to sections

#### APPROVAL

This Whistleblowing Policy and Procedure has been reviewed and approved by the undersigned.

Position	Name	Signature	Date
Acting Managing Director			
Chairman, Statutory Audit Committee			
Chairman, Board of Director	Anthony Idigbe SAN		Mar 27, 2025