



# Singular Systems Whistleblowing Policy

FSP 44330

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## 1. Preamble

Singular Systems (Pty) Ltd (“the company”) is committed to its employees, community and the rights that employees and stakeholders have under the Bill of Rights in the Constitution of the Republic of South Africa, 1996. This commitment rests on a foundation of integrity in order to provide good service and business practices. The company acknowledges that unethical practices in our business, whether involving internal or external stakeholders, has the potential to damage the company’s brand, undermine stakeholder trust and tarnish the company’s reputation.

Whistleblowing provides a framework for concerned parties to disclose information relating to criminal, irregular and unethical conduct in the workplace when normal reporting structures are insufficient or compromised. There is therefore an expectation that where a party believes that either the company or its stakeholders are not abiding by the laws of the Republic of South Africa or in the event of gross misconduct relating to Singular Financial Services’ internal policies, they should disclose their concerns.

This policy provides the company and a whistle blower all the rights and duties as defined in the Protected Disclosures Act, 2000 (Act No. 26 of 2000) (‘Act’).

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## 2. Definitions

- 2.1 **“Bribery, dishonesty and corruption”** means fraudulent conduct, including deceit as well as accepting or requesting a gift of money or other inducement.
  - 2.2 **“Company”** means Singular Systems (Pty) Ltd with registration number 2002/001492/07.
  - 2.3 **“Disclosure”** means any disclosure of information regarding any conduct of an employer, or an employee of that employer, made by any employee who has reason to believe that the information shows:
    - 2.3.1 That a criminal offence has been or is likely to be committed;
    - 2.3.2 That a person is, has or is likely to fail to comply with any legal obligation;
    - 2.3.3 That a miscarriage of justice has, is or is likely to occur;
    - 2.3.4 That the health or safety of an individual has been, is being or is likely to be endangered;
    - 2.3.5 That the environment has been, is being or is likely to be damaged;
    - 2.3.6 Unfair discrimination has occurred or is occurring; or
    - 2.3.7 That any matter referred to above is being or is likely to be deliberately concealed.
  - 2.4 **“Employee”** means any person who:
    - 2.4.1 works for the company and who receives, or is entitled to receive, any remuneration, excluding an independent contractor;
    - 2.4.2 in any manner assists in conducting the business of an employer.
  - 2.5 **“Employer”** means any person who:
    - 2.5.1 Employs or provides work for any other person and who remunerates or expressly undertakes to remunerate that other person;
    - 2.5.2 Permits any other person in any manner to assist in the conducting of his, her or its business.
- In line with the application of this policy the company is identified as the employer.
- 2.6 **“Occupational detriment”** means
    - 2.6.1 Being subjected to any disciplinary action;
    - 2.6.2 Being dismissed, suspended, demoted, harassed or intimidated;

- 2.6.3 Being transferred against his or her will;
- 2.6.4 Being refused transfer or promotion;
- 2.6.5 Being subjected to a term or condition of employment or retirement which is altered or kept altered to his or her disadvantage;
- 2.6.6 Being refused a reference, or being provided with an adverse reference, from his or her employer;
- 2.6.7 Being denied appointment to any employment, profession or office; or
- 2.6.8 Being otherwise adversely affected in respect of his or her employment, profession or office, including employment opportunities and work security.
- 2.7 **“Self-reporting”** means disclosing one’s own behaviour.
- 2.8 **“Third party”** refers to suppliers, consultants, law firms, public relations firms, contractors and other service providers.
- 2.9 **“Whistle-blower”** refers to anyone who has and reports insider knowledge of illegal activities occurring in the company. Whistle-blowers can be employees, suppliers, contractors, clients or any individual who becomes aware of illegal business activities.
- 2.10 **“Whistleblowing”** is the act of drawing public attention, or the attention of an authority figure, to perceived wrongdoing, misconduct, unethical activity within public, private or third-sector organisations.

### 3. Purpose of this policy

- 3.1 This policy provides a framework under which employees and third parties of the company are able not only to disclose ethical violations but also to be protected when doing so.
- 3.2 This policy will:
  - 3.2.1 Encourage parties to feel confident in raising breaches and concerns;
  - 3.2.2 Provide facilities to voice questions, breaches and concerns and to receive appropriate feedback on any action taken;
  - 3.2.3 Ensure that whistle-blowers will be protected from possible reprisals or victimisation if the disclosure was made in good faith.
- 3.3 There are existing company policies and procedures in place and so this policy is not a substitute policy for issues that are governed under those particular policies and procedures. This is important in relation to employee matters where they are subject to current Human Resource and Grievance policies and procedures.

## 4. Who is subject to the policy?

All employees and directors of the company as well as third parties affiliated with the company, as defined above, are subjected to this policy.

## 5. Whistleblowing safeguards

- 5.1 The company is committed to operating with integrity towards both its clients and its employees. Therefore, whistleblowing is important to maintain good governance and the company's ethics.
- 5.2 The company takes all reported concerns seriously and will protect the whistle-blower by not tolerating any harassment, victimisation or occupational detriment (as defined in the Act and including formal and informal pressures) if the whistle-blower has raised the breach, or the suspected breach, in good faith.
- 5.3 The company has a compelling interest in protecting the integrity of every investigation. Any investigations into allegations raised will, however, not influence or be influenced by any current process that may already affect an employee in terms of the companies' policies and procedures.
- 5.4 Every employee has the responsibility to:
  - 5.4.1 Follow the law at all times;
  - 5.4.2 Follow the company's Code of Conduct, in particular the sections that pertain to ethics and the employee's work;
  - 5.4.3 Immediately raise any concerns;
  - 5.4.4 Cooperate with investigations and report all information truthfully.
- 5.5 Every manager has the responsibility to:
  - 5.5.1 never cover up or ignore any unethical conduct;
  - 5.5.2 address the matter timeously and seek guidance if necessary;
  - 5.5.3 never victimise anyone for raising an ethics issue;
  - 5.5.4 not to interfere with any investigation into the matter.
- 5.6 Self-reporting is encouraged and can be taken into consideration in determining appropriate disciplinary action.

## **6. Confidentiality**

- 6.1 All concerns and breaches raised will be treated with the strictest confidence and every effort will be made, subject to any legal constraints, not to reveal the identity of the whistle-blower without their permission.
- 6.2 Circumstances may, however, dictate that in time it may be necessary for their identity to become known, i.e. as they may have been called as a witness. This will be done with the consent of the person that reported the matter.
- 6.3 The company may also reasonably impose a requirement that witnesses must maintain a particular investigation and their role in it in strict confidence. In such cases, the whistle-blower must maintain confidentiality and not discuss the report or the investigative process with others. The company will inform the whistle-blower of the status of the investigation without necessarily disclosing the investigation details, as the situation demands.

## **7. Whistleblowing anonymously**

- 7.1 The company encourages that all disclosures are handled with strict confidentiality, where the whistle-blower's identity is only known to the relevant parties. However, the company recognises that in certain circumstances, the whistle-blower will prefer to report anonymously.
- 7.2 Anonymous disclosures are not easily investigated due to the inability of the investigator to request additional information. Accordingly, anonymous disclosures will need to be considered at the discretion of management.
- 7.3 In exercising this discretion, the factors to be taken into account would include:
  - 7.3.1 the seriousness of the issues raised;
  - 7.3.2 the detail and amount of information provided; and
  - 7.3.3 the ability of confirming the allegation from other sources.
- 7.4 It is the responsibility of the whistle-blower to ensure their own anonymity.

## **8. Whistleblowing maliciously**

- 8.1 The Act stipulates that disclosures must be made in good faith and the whistle-blower must reasonably believe that the information and allegation in the disclosure is substantially true. In this case, no action will be taken against the whistle-blower.
- 8.2 However, appropriate disciplinary or legal action may be taken against the whistle-blower when malicious or mischievous allegations are made for personal gain.

## 9. Whistleblowing process

- 9.1 Employees are encouraged to raise breaches and concerns with their immediate manager or a different superior. If this is not possible due to the seriousness and sensitivity of the issue, employees can report to an external, independent party. The e-mail address for anonymous reporting is: [whistleblowing@complyeeze.co.za](mailto:whistleblowing@complyeeze.co.za).
- 9.2 External, third parties can directly report to an external, independent party. The e-mail address for anonymous reporting is: [whistleblowing@complyeeze.co.za](mailto:whistleblowing@complyeeze.co.za).
- 9.3 There are certain types of allegations that must immediately be reported:
  - 9.3.1 Bribery, dishonesty and corruption;
  - 9.3.2 Market manipulation or other anti-competitive collusion;
  - 9.3.3 Money laundering;
  - 9.3.4 Senior employee misconduct;
  - 9.3.5 Fraud or theft involving an employee;
  - 9.3.6 Information system hacking, leaking of confidentiality or the careless use of data;
  - 9.3.7 Threats to human life, slavery or forced labour, human trafficking or child labour;
  - 9.3.8 Other serious criminal offences.

If an investigation is conducted and it is found that an employee or officer of the company withheld or neglected to report information relating to the above offences, disciplinary or legal action may be taken against them.

- 9.4 The company and external, independent party (to whom anonymous reports are submitted) will respond to all concerns raised in good faith. Where appropriate, matters raised may be investigated by management, internal audit, or through disciplinary process. In certain circumstances, the matter may be referred to other investigating authorities.
- 9.5 In order to protect all individuals concerned, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take. Some concerns may be resolved without the need for investigation. If, however, urgent action is required, this may also be taken before any investigation is conducted.
- 9.6 Within ten working days of a concern being raised, the external, independent party involved will either institute the necessary plans for an investigation or, where more



information is required after an assessment of the availability of that information, either defer or close the case.

9.7 Where possible and necessary, the external party involved may be required to meet in order to seek further information. Such meeting will be made with both the protection and confidentiality of the whistle-blower being paramount. Subject to any legal constraints, the whistle-blower will be kept informed of the progress and outcome of an investigation.

9.8 Appropriate disciplinary action, up to and including termination of employment, may be taken against any employee who violates the company's Code of Conduct, or applicable laws, regulations or policies.

## **10. Record keeping**

10.1 A concern register wherein all concerns raised must be denoted as well as whether the concern is rated as unethical or not. The responses taken must also be included in the concern register.

10.2 This register will be held by the external, independent party.

## **11. The company's commitment to whistle-blowers**

11.1 The investigating officers will only contact the whistle-blower with permission from the whistle-blower. This contact will depend entirely on the nature of the matters raised and particularly the adequacy of the information provided.

11.2 The company will take steps to minimise any negative impact that a whistle-blower may experience as a result of raising a concern and further provides the full protection afforded a whistle blower in terms of the Act.

## **12. The responsible party**

12.1 The company's management (with assistance of the external, independent party) has an overall responsibility for maintenance and operation of this policy and maintaining a record of concerns raised (in a form which does not endanger the whistle-blowers confidentiality).

12.2 This register will be reviewed and a report will be submitted by the independent external party annually as necessary to the company's Board. However, any ongoing investigations at the time of the review that are deemed notably serious and sensitive may be excluded from that year's review and report.