



2021



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INTRODUCTION

The **Whistleblower** is any individual who brings information or allegations to the surface, either internally or externally, information or activity on a person or organization (private or public) regarded as engaging in unlawful or immoral activity. The Whistleblower can be a current or past employee. Also, note that misconduct can be a past act, ongoing, or in the planning stages.

The **Whistleblowing Policy** sets out to establish a channel for all employees, job applicants, vendors, service providers, customers, contractors, shareholders, other stakeholders and the general public to freely and constructively comment on issues concerning the company or report any act(s) that will have negative consequences on the organization without fear of disclosure of their identities and reprisals.

THE POLICY

This policy will apply in all cases where an individual genuinely and in good faith has reasons to believe that misconduct is occurring, has occurred, or may occur within University Press Plc's (UPPLC) operating environments, irrespective of location. Such misconduct will include, but is not limited to, the following:

- **Corruption:** This type of case includes reporting a broad range of illegal conduct. Bribery is one of the most well-known examples, but corruption also encompasses fraud, embezzlement, and kickbacks.
- **Racial discrimination:** If two employees in similar situations are treated differently because of one person's race, colour, descent, national or ethnic group/origin, or immigrant status, this is legally considered racial discrimination. Nonetheless, many of these factors are often used to unfairly determine who receives a job, promotion, or other benefits in the workplace.
- **Harassment:** There are many laws and policies in place to protect workers from unwanted sexual advances or obscene remarks, as well as serious, unprofessional, or unethical behaviour, including harassment of any sort and/or bullying.
- **Fraud:** Fraud refers to any wrongful or criminal deception undertaken to gain financial or personal benefits. The most common examples include price-fixing, overbilling, or billing for services not performed, concealing safety concerns or violations, false certifications by educational institutions or certifying agencies, and intentional misrepresentation that directly or indirectly affects financial statements.
- **Non-compliance with the law of the Federal Republic of Nigeria or a legal obligation and breaches of statutory legal obligations.**
- **Miscarriage of justice or misuse of authority.**
- **Abuse of safety:** Includes endangering the health and safety of an individual, damage to the environment, gross misuse of assets, including information on assets
- **Conflict of interest and abuse of office on the part of any staff or director.**
- **Deliberate concealment of information relating to any of the above.**
- **Any other issue of relevance not mentioned**

Reporting Procedure

The Whistleblower shall promptly report any **SERIOUS**, actual, or suspected concern to the designated email address or hotline.



If the Whistleblower is reluctant or uncomfortable with reporting the incident to his/her supervisor, the highest level of management, a board or committee member may be reported to. A dedicated whistleblower email system (hotline@universitypressplc.com) and a dedicated phone line will be established to enable whistleblowers to formally report incidents or concerns to the designated officer and/or the designated Audit committee member, who will be responsible for reviewing and investigating the complaints or concerns. The Whistleblower may also send a letter to the Company's physical address- University Press Plc, Three Crowns Building, Jericho. P.M.B.5095, Ibadan, Oyo State, Nigeria.

Where a whistleblower chooses to remain anonymous, a call deal shall be reached between the Whistleblower and the recipient at the point of reporting. This deal shall outline a pre-agreed-upon time when the Whistleblower should call back the hotline, at no cost, to provide further clarification on the reported case.

Designated/Compliance Officer

The designated officer's office shall receive all complaints/reports of misconduct made internally (by employees) or externally (by non-employees). The officer shall monitor both channels of reporting, i.e., the telephone line and email.

The officer shall ensure that all SERIOUS complaints, concerns, or unethical behaviour are investigated thoroughly and resolved.

The recipients of the whistleblowers' email messages shall include:

- The Chairman of the Audit Committee.
- The Company Secretary

Act of Good Faith

The Whistleblower shall ensure that the report of SERIOUS complaints, concerns, or unethical behaviour is made in good faith and is not intended to malign or damage the reputation of another or the Company, and is not made with malicious intent. Any act done out of malice or without good faith will be subject to sanctions, discipline, or legal action to protect the other or the Company's reputation.

Protection for Whistleblowers

- UPPLC shall treat all disclosures confidentially resulting from whistleblowing; both confidential and anonymous whistleblower identities shall be kept confidential. The company shall not tolerate retaliation against any person who makes reports in good faith.
- UPPLC will ensure that employees who report concerns are given the level of support required, as UPPLC strongly encourages the openness of its employees in reporting genuine concerns under this Policy.
- Employees should be aware that action taken because of whistleblowing through internal channels may, in some instances, lead to the disclosure of identity, especially if the matter becomes the subject matter of administrative or judicial investigation proceedings.

Workplace Retaliation

Any action taken by an employer or superior that negatively affects an employee's current or future employment status or work environment can be considered workplace retaliation. This happens in cases where the Whistleblower's identity is compromised and the officer whose misconduct was



reported attempts to act against the Whistleblower. Actions can range from subtle harassment to outright persecution, especially in cases where the officer guilty of misconduct is superior to the Whistleblower. Examples include:

- Poor Appraisal
- A new position that is essentially a demotion
- Blacklisting
- Termination of employment
- Reducing Pay

Such cases should be thoroughly addressed and investigated by the Designated Compliance officer and duly corrected and resolved promptly. Negligence may impact the whistleblowing policy as a whole because those who witness or become aware of misconduct may remain silent as a result. Suppose any whistleblower has the belief that any form of negative treatment has been suffered, or no satisfactory response to the reported concern has been received. In that case, a formal report should be submitted to the Chairman of the Board of Directors through the Company Secretary or Legal Adviser.

Responsibility for this Policy

- The overall responsibility for this policy lies with the Company's Board of Directors. Therefore, the board is responsible for ensuring that this Policy is effectively enforced.
- All new employees of UPPLC are expected to be made aware of this Policy by the Human Resource Department as a part of their induction programme.
- All Heads of Departments are expected to communicate their existence to the staff of their departments/Units.
- It is also the responsibility of the Human Resource Department to hold periodic awareness sessions to keep employees and stakeholders of UPPLC abreast of the whistleblowing channels.
- The Company Secretary/Legal Adviser should send a whistleblowing report to the Board Risk Management Committee quarterly for review. The report will contain the following:
 - Summary of reported cases;
 - Cases investigated;
 - The process of investigation
 - The result of the investigation

POLICY REVIEW

The Whistleblowing Policy shall be reviewed annually or as deemed necessary.

Approved by the Board of Directors

25th March 2021