



## WHISTLE BLOWING AND ANTI RETALIATION POLICY

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## Document Revision History

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| Version | Date          | Subject            | Revision Notes                                                                                                                                                                                                                            |
|---------|---------------|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | July 2017     | New manual created | -                                                                                                                                                                                                                                         |
| 2       | May 2018      | Amendment          | Full policy                                                                                                                                                                                                                               |
| 3       | November 2020 | Amendment          | Sections amended / added / deleted:<br>1.1.2 - Deletion<br>1.1.4 - Modification<br>1.3 - Modification<br>1.6.1 - Modification<br>1.6.2 - Modification<br>1.7.1 - Deletion<br>1.8.1 - Modification<br>1.8.4 - Deletion<br>1.9.7 – Addition |
| 4       | April 2022    | Amendment          | 6.2 - Modification                                                                                                                                                                                                                        |

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## 1. INTRODUCTION

- 1.1. The company (BNH Group – BNH, BNI, BNL and iAssist) is committed to the highest standards of good governance and encourages openness, transparency, honesty, integrity and accountability. The Whistle Blowing Policy (The Policy) explains the process for reporting any misconduct to the designated officials for appropriate remedial action.
- 1.2. The Policy clarifies that misconducts can be reported without fear of retaliation, victimization, subsequent discrimination or disadvantage.
- 1.3. The Policy is intended to encourage and enable reporting of misconducts within the company rather than overlooking a problem or 'blowing the whistle' outside.
- 1.4. The Policy applies to:
  - All permanent and temporary employees of the company
  - Individuals / Organizations acting on behalf of the company
  - Customers
  - Vendors / Service Providers of the company
  - Any third party
- 1.5. Regulatory requirement - Per section HC-3.3.3 of the Central Bank of Bahrain Insurance Rulebook, The Board of Directors should adopt a Whistle Blowing Policy, which can be delegated to its Audit Committee, who will identify an officer directly reporting to the Audit Committee on this point.

## 2. OWNERSHIP

- 2.1. The ownership of the Policy rests with the Group Fraud Control Officer (FCO).

## 3. DISTRIBUTION LIST

- The Board of Directors of BNH, BNI, BNL and iAssist
- The Audit, Compliance and Risk Committee (ACRC) of BNH, BNI and BNL
- All permanent and temporary employees of BNH, BNI, BNL and iAssist
- Customers / vendors / representatives / service providers of the company / third parties (via the company website)

## 4. COMMUNICATION OF THE POLICY

- 4.1. The policy shall be communicated by the following means:
  - Accessible to the company staff on the company intranet.
  - Publishing on the company website, for all relevant external parties' access.
  - FCO to circulate the policy to all the Board and ACRC members.

## 5. SCOPE OF THIS POLICY

- 5.1. The Policy is designed to enable reporting of any misconduct internally with high level of confidentiality.
- 5.2. Any individual who has observed a reportable misconduct has an obligation and responsibility to report such conduct to the appropriate authority within the company.
- 5.3. Misconduct becomes reportable when it has happened or when it is reasonably likely to happen in the future.
- 5.4. In determining whether to report a misconduct, the harm to the company should not only be measured in terms of financial impact or damage to a particular activity or

initiative, but also in terms of damages to the integrity and reputation of the company.

5.5. The Policy is also a mean for preventing and deterring misconduct that may be contemplated but has not yet taken place.

5.6. The Policy aims to:

- Encourage the concerned parties to feel confident in reporting misconduct and to question and act upon such misconduct.
- Provide avenues to report misconduct and receive feedback on any action taken.
- Reassure the concerned parties that they will be protected from possible retaliation or victimization if they have a reasonable belief that they have reported a misconduct in good faith.

## 6. DEFINITION OF WHISTLE BLOWING

6.1. Whistle Blowing means reporting of a misconduct by a concerned party (per clause 1.1.4 above) to the concerned authority in a confidential manner.

6.2. Misconduct may include the following:

- Offence or breach of law
- Conduct against the company's governing rules, procedures, policies or established standards of practice and ethics (integrity, respect, honesty, responsibility, accountability and fairness)
- Miscarriage of justice
- Harassment/Abuse (sexual, physical, discriminatory, religion, psychological, bullying etc.)
- Questionable accounting, internal accounting controls and auditing matters
- Health and safety risks, including risk to public/employees
- Damage to the reputation of the company
- Damage to the environment
- Unauthorized use of the company's funds and / or use of funds / property / resources for illegal, improper or unethical purpose
- Confirmed / Potential fraud
- Indulgence in corruption
- Waste/Misuse of the company's resources
- Attempt to cover up any of the aforementioned misconducts
- Any other act which may damage the company and/or its reputation
- Any incident of violation of / deviation from the CBB's rulebook.

6.3. What is not Whistle Blowing?

Raising of issues or concerns through the normal business or management channels in an open, non-confidential manner. Such issues/concerns are not in the scope of the Policy.

## 7. PROTECTION OF WHISTLE BLOWER

### 7.1. Retaliation, Harassment or Victimization

- The company will not tolerate any kind of retaliation or harassment or victimization (including informal pressures) and will take appropriate action to protect those who raise a misconduct in good faith.
- If the whistle blower faces any retaliation / harassment / victimization, he/she shall report the same immediately to the FCO or BNH Group CEO (CEO).
- The FCO/CEO shall investigate the reported retaliation or harassment or victimization incident and escalate the matter to the Chairman of the ACRC.

- If the reported retaliation or harassment or victimization is confirmed, the Chairman of the ACRC and the CEO shall decide on the appropriate course of action, which may be in accordance with the internal policies, labour law, any other applicable law and the contract of employment.

## 7.2. Confidentiality

- All misconduct reports will be treated with utmost confidentiality. In certain instances, however, the whistle blower may be requested to come forward to substantiate or clarify his/her views.
- The company expects that the whistle blower maintains the same level of confidentiality.

## 7.3. Untrue Allegations

- If a whistle blower makes an allegation in good faith, but it is not confirmed after the investigation, no action will be taken against him/her.
- "Good faith" can be taken to mean the unequivocal belief in the accuracy of reported incidents, i.e. the fact that the member of staff reasonably believes that the transmitted information to be true.
- While reporting a misconduct, the individual must exercise due care to ensure accuracy of the information.
- If, however, the whistle blower makes an allegation frivolously, maliciously, for personal gain or for personal reasons, the company may consider disciplinary action against him/her, after obtaining approval of the ACRC.

# 8. WHISTLE BLOWING PROCESS

## 8.1. Channels available for reporting misconduct include:

- Reporting anonymously:
  - ✓ By submitting the online Whistle Blowing Form, created using a third-party web platform (Microsoft Forms). The Form link is available on the company website (for third parties) and on the company intranet for employees. The FCO is the recipient of all submitted forms.  
*Note: Under no circumstances the FCO will be able to establish the whistle blower's identity.*
  - ✓ By completing Form A – Whistle Blowing Form and sending by post, addressing to the FCO at PO Box 843.
- Reporting by revealing identity:
  - ✓ By completing Form A – Whistle Blowing Form (Appendix 1) and sending a scanned copy of the filled form by email at [fco@bnhgroup.com](mailto:fco@bnhgroup.com). (Email recipients - FCO, CEO)
  - ✓ By completing Form A – Whistle Blowing Form and sending by post, addressing to the FCO at PO Box 843.
  - ✓ Direct and verbal communications with the FCO. Form A – Whistle Blowing Form to be completed by the whistle blower after the meeting.

8.2. Misconducts reported via BNI/iAssist call centre (if any) should be directly reported to the FCO by the call centre agent who received the call, using the Form A - Whistle Blowing Form. The call centre agents shall not discuss the matter with other staff members or Managers.

8.3. Exceptionally, if the misconduct reporting is against the FCO or CEO, the whistle blower may directly approach the Chairman of the ACRC.

- 8.4. Although the whistle blower is not expected to prove beyond doubt the truth of an allegation, he/she will need to demonstrate to the official contacted that there are reasonable grounds for concern.
- 8.5. While the whistle blower may prefer to make anonymous reporting of a misconduct, the company encourages to report along with the name and contact details. Anonymity makes it difficult to investigate and may limit the necessary clarification, information etc.
- 8.6. Since anonymous reports may limit the necessary information, upon receipt of anonymous misconduct reports, the FCO shall take the following factors into consideration before reporting the same to the Chairman of the ACRC:
  - Seriousness of the misconduct raised
  - Credibility of the misconduct
  - Likelihood of confirmation of the allegation from attributable sources

## 9. DOCUMENTATION AND INVESTIGATION OF THE REPORTED MISCONDUCT

- 9.1. Based on the reported misconduct, the FCO should prepare a Misconduct Report (MCR), citing the below given information at the minimum:
  - Outline of the known or suspected misconduct
  - Details of when, where and how the misconduct occurred (based on the whistle blower's best knowledge)
  - List of the names of suspected parties (employees or external parties)
  - List of the names of parties who may have relevant information
  - List of the names of parties who the whistle blower has discussed about the misconduct
  - Details of how the misconduct came to the whistle blower's attention
  - Estimate value of loss (if quantifiable)
  - Details of breaches of law, internal policies and procedures etc. (if any)
  - Specific recommendations for actions
  - Whistle blower's name and contact details (if available)
  - Date and time of misconduct reported to FCO/CEO
  - All available supporting evidence
- 9.2. For the misconduct reported through the company website or general company email, the FCO shall document details of the misconduct in the MCR.
- 9.3. The FCO shall submit the MCR to the Chairman of the ACRC, to decide whether the reported misconduct warrants an investigation or not.
- 9.4. After considering the reported misconduct nature, other concerned department heads (e.g. Human Capital, Legal) in the Group will be communicated by the FCO, after obtaining the ACRC Chairman's approval.
- 9.5. In the event of an investigation, the Chairman of the ACRC shall decide whether an external investigator is required or an internal investigation by the FCO or the Head of Internal Audit will suffice.
- 9.6. Investigation will be conducted in a fair and objective manner as a neutral fact-finding process, without any presumption of guilt.
- 9.7. The final investigation report shall be submitted directly to the Chairman of the ACRC, who will then decide on the actions to be taken, including reporting to the Board of Directors or the regulatory authorities (e.g. Central Bank of Bahrain), where necessary.

- 9.8. After considering all the necessary legal constraints, the Chairman of the ACRC, the CEO and the FCO will decide on the response to be provided to the whistle blower (for non-anonymous cases) and the individual(s) under investigation.
- 9.9. If the misconduct is proven, the Chairman of the ACRC and the CEO shall decide on the appropriate course of action, which may be in accordance with the labour law, any other applicable law and the contract of employment.
- 9.10. All documents produced during the process represent evidence that should be preserved, protected and retained in accordance with BNH Group's record retention policy and applicable law. The FCO should ensure that such documents are stored with utmost care and security.
- 9.11. The FCO shall maintain a log of all whistle-blowing cases, tracking their receipt, investigation and all relevant documents thereof.

## 10. APPENDICES

## Appendix A: Form A - Whistle Blowing Form

| PARTICULARS OF WHISTLEBLOWER                                |                                                                                            |       |                                                          |
|-------------------------------------------------------------|--------------------------------------------------------------------------------------------|-------|----------------------------------------------------------|
| <b>Which of the following would best describe yourself?</b> |                                                                                            |       |                                                          |
| A. Employee of BNH Group                                    |                                                                                            |       |                                                          |
| B. Customer of BNH Group                                    |                                                                                            |       |                                                          |
| C. Service Provider to BNH Group                            |                                                                                            |       |                                                          |
| D. Other (with free text field)                             |                                                                                            |       |                                                          |
|                                                             | Name                                                                                       |       |                                                          |
|                                                             |                                                                                            |       |                                                          |
| <b>For employees:</b>                                       |                                                                                            |       |                                                          |
|                                                             | Position                                                                                   |       |                                                          |
|                                                             | Department                                                                                 |       |                                                          |
|                                                             | Line Manager                                                                               |       |                                                          |
|                                                             |                                                                                            |       |                                                          |
| <b>For customers:</b>                                       |                                                                                            |       |                                                          |
|                                                             | Branch visited                                                                             |       |                                                          |
|                                                             | Date of visit                                                                              |       |                                                          |
|                                                             | Time of visit                                                                              |       |                                                          |
|                                                             |                                                                                            |       |                                                          |
|                                                             | Address                                                                                    |       |                                                          |
|                                                             | Contact No.                                                                                |       |                                                          |
|                                                             | Email Address                                                                              |       |                                                          |
| PARTICULARS OF THE COMPLAINT                                |                                                                                            |       |                                                          |
| 1.                                                          | Name of the person(s) or Department(s) you are reporting the misconduct against (if known) |       |                                                          |
|                                                             | Position of the person(s) you are reporting the misconduct against (if known)              |       |                                                          |
| 2.                                                          | Are you personally affected by the misconduct?                                             |       | <input type="checkbox"/> YES <input type="checkbox"/> NO |
|                                                             | If NO, please state the particulars of person(s) affected by the misconduct:               |       |                                                          |
|                                                             | Name of the person affected by the misconduct (if known)                                   |       |                                                          |
|                                                             | Department (if known)                                                                      |       |                                                          |
|                                                             | Position (if known)                                                                        |       |                                                          |
|                                                             | Relationship between Whistleblower and the affected person                                 |       |                                                          |
| 3                                                           | Particulars of the misconduct                                                              |       |                                                          |
|                                                             | Date:                                                                                      | Time: | Place:                                                   |
|                                                             | Briefly explain the misconduct:                                                            |       |                                                          |
|                                                             |                                                                                            |       |                                                          |

|                    |                                                                                                                                                                                                                       |                              |                             |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| 4                  | Have you previously reported the above misconduct to any internal or external parties or regulatory authorities?                                                                                                      | <input type="checkbox"/> YES | <input type="checkbox"/> NO |
|                    | If YES, please state the following:                                                                                                                                                                                   |                              |                             |
|                    | (i) Name of the person / authority who received the misconduct report                                                                                                                                                 |                              |                             |
|                    | (ii) Date of reporting                                                                                                                                                                                                |                              |                             |
|                    | (iii) Action taken (if any)                                                                                                                                                                                           |                              |                             |
| <b>DECLARATION</b> |                                                                                                                                                                                                                       |                              |                             |
| 1                  | I hereby declare that all information provided in this Form is true and accurate.                                                                                                                                     |                              |                             |
| 2                  | I fully understand that by signing this Form, I will be entitled to whistleblower protection from BNH Group as set out in the BNH Group's Whistle Blowing Policy.                                                     |                              |                             |
| 3                  | I fully understand that in the event I have reported this misconduct maliciously or in bad faith, the whistle blower protection set out in the BNH Group's Whistle Blowing Policy will no longer be applicable to me. |                              |                             |
| <b>Signature:</b>  |                                                                                                                                                                                                                       |                              |                             |
| <b>Name:</b>       |                                                                                                                                                                                                                       |                              |                             |
| <b>Date:</b>       |                                                                                                                                                                                                                       |                              |                             |

**Note:**

- Please attach supporting documents, if any.

## BNH

## Appendix B: High-level Process Flow - Whistle Blowing

