



Terms of Reference

**CORPORATE INTEGRITY &
WHISTLE BLOWING POLICY**

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The purpose of this policy is to promote an atmosphere of honesty and to encourage employees to conduct themselves to the best interest of the Bank. This policy is applicable to all Bank employees (wherever they may be based) including part-time, contract, temporary and employees in probation.

General

All employees shall conduct themselves in a manner that maintains total integrity and honesty. They should be aware of all types of irregularities that might occur within their area(s) of responsibility, and be watchful for any indications of such activities.

All employees shall be responsible for preserving the integrity of the Bank by detecting and reporting irregularities.

Irregularities shall include all those outlined in the Conduct and Ethics policy.

Employees must notify management in respect to matters connected to criminal cases lodged against them; this must be carried out within a reasonable time frame. Management reserves the right to seek legal advice if necessary in relation to these matters and to carry out an internal investigation which may lead to disciplinary action.

Irregularities Constituting Fraud

The question as to whether an action constitutes a fraud, shall be determined by the CEO.

The terms of defalcation, misappropriation and other irregularities include but are not limited to the following:

- a. any dishonest or fraudulent act;
- b. forgery or alteration of any document or account belonging to a customer, shareholder or the Bank;
- c. forgery or alteration of a cheque, Bank draft, securities, or any other financial document or bills of exchange;
- d. misappropriation of funds, securities, supplies or any other assets;

- e. inappropriate handling or reporting of money or financial transactions;
- f. profiteering as a result of insider knowledge;
- g. misuse of position or information;
- h. accepting or seeking anything of material value from customers, vendors or persons providing services/material; and
- i. tampering with, destroying or disappearance of records, furniture, fixtures, or equipment.

Other irregularities

Non fraudulent irregularities shall wherever possible be resolved by the Human Resources Department, with the assistance from Audit. Compliance and/or any internal/external parties as deemed necessary.

Reporting Procedure (Whistle Blowing)

Any employee who detects or suspects an irregularity must immediately report such matters to the **Head of Compliance, the CEO (or if appropriate, a member of the Board of Directors)** who shall determine whether an investigation will be conducted and by whom (HR/ Internal Audit) or any other relevant parties.

The CEO shall, where necessary, receive information in confidence as regards any dishonest or fraudulent activity.

Employees who discover or suspect any fraudulent activity should not try to uncover such suspicious or fraudulent activities on their own by investigations, interviews, interrogations or otherwise.

Employees must not discuss the, facts and circumstances of a suspected case of fraud or irregularity with anyone outside the bank, unless specifically requested to do so by the CEO or Internal Audit. Employees making false or malicious allegations will be subject to disciplinary actions

Investigation of irregularities

Internal Audit has the primary responsibility for the investigation; the HR Department may be requested to assist in the investigation if necessary. If the investigation reveals that fraudulent activities have occurred, the Internal Audit shall issue a report for the CEO or any other members of Senior Management, if appropriate. Copies may also be forwarded to the HR Committee, the Board of Directors and/or the Audit Committee.

The decision to report irregularities to the appropriate law enforcement agency and/or regulatory bodies for investigation shall be that of the CEO alone.

All employees are requested to co-operate fully during any investigation.

All employees have the right to legal representation during an investigation. Should any employee choose to be legally represented during an investigation, the employee shall communicate the name of their legal adviser to the Internal Audit or HR.

The HR Committee along with the CEO is responsible for deciding whether to suspend any member of staff during an investigation.

The HR Committee along with the CEO will determine the length and conditions of such suspension.

HR will confirm this action in writing to the employee, and a copy of the letter will remain in the employee's file.

Disciplinary Action

Any disciplinary action will be in accordance with the disciplinary procedures in the Conduct and Ethics policy and the relevant legal provision in force in Mauritius.