



## Whistleblowing Policy

**This Policy should be read in conjunction with the Code of Ethics and Conduct and the Anti-Bribery and Corruption Policies**

### INTRODUCTION

COGNITION (“the Group”) has adopted a Code of Ethics and Conduct and an Anti-Bribery and Corruption Policy that sets out a commitment to ensure that its exposure to corrupt and unethical activity is limited.

This Whistleblowing Policy (“the Policy”) reinforces the Code of Ethics and Conduct and an Anti-Bribery and Corruption Policy by providing an important means of communicating to the Group any suspected corruption-related activity, corporate fraud, unethical business or personal conduct, questionable accounting, financial reporting, internal accounting controls or auditing matters.

The Group believes it is essential to create an environment in which Covered Persons feel able to raise any matters of genuine concern internally without fear of disciplinary action being taken against them, that Covered Persons will be taken seriously, and that the matters will be investigated appropriately. “Covered Persons” means all directors, employees and officers of the Company (including all of its subsidiaries).

The aim of this Policy is to:

- Ensure that all Covered Persons feel supported in speaking up in confidence and reporting matters they suspect may involve anything improper, unethical or inappropriate;
- Encourage all improper, unethical or inappropriate behavior to be identified and challenged at all levels of the Group;
- Provide clear procedures for the reporting of such matters;
- Manage all disclosures in a timely, consistent and professional manner; and
- Provide assurance that all disclosures will be taken seriously, treated as confidential and managed without fear of retaliation.

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## **WHO MUST COMPLY**

This Policy is applicable to the Group and all Covered Persons

## **MANAGING THE POLICY**

The Audit and Risk Committee shall be responsible for the administration, revision and interpretation of the Policy.

All Group companies are responsible for:

- Providing all new Covered Persons with a copy of this Policy as part of the new employee induction process; and
- Ensuring that Third Parties are made aware of this Policy

## **THE POLICY**

The Group believes that any Covered Person with knowledge of bribery, corruption, fraud, theft, malpractice, improper action, questionable accounting or auditing matters and any similar wrong-doing related to the Group should not remain silent. All such matters are taken very seriously and Covered Persons are strongly encouraged to raise such incidents or behaviours that are not in accordance with the Policy in an attempt to strengthen the Group's efforts to eliminate wrongdoing and to encourage an environment of honest and ethical behavior.

The Policy should be read and applied in conjunction with the Group's prevailing policies, codes and guidelines on related matters, including:

- Code of Ethics and Conduct;
- Anti-Bribery and Corruption;
- Any guidance published pursuant to this policy;
- Disciplinary rules and procedures; and
- Applicable legislation

## **HARASSMENT AND VICIMISATION**

The protection of Whistleblowers, including keeping the identity of the individuals confidential, is fundamental to achieving the objectives of this Policy.

The Group does not tolerate any form of retaliation, harassment or intimidation of a whistle-blower by others as a result of raising concerns through the whistleblowing facility. However, the whistle-blower must disclose the information in good faith, must reasonably believe that the information being disclosed is true and must not act for personal gain.

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In these circumstances, the whistle-blower will ordinarily be protected from adverse consequences resulting from the disclosure. What this means is that the whistle-blower will not, as a result of the disclosure, be:

- Subjected to disciplinary action;
- Dismissed, suspended, demoted, harassed or intimidated;
- Transferred against his or her will;
- Refused transfer or promotion;
- Subjected to a term or condition of employment or retirement which is altered to his or her detriment;
- Denied appointment to any employment, profession or office; threatened with any of the above;
- Otherwise adversely affected in his or her employment for making the disclosure.

That is unless the whistle-blower is responsible for, or otherwise implicated in, any irregular conduct that is illegal or in breach of a Company policy or condition of employment.

The Company will have regard to all relevant applicable legislation in respect of the protection of informants.

## **CONFIDENTIALITY**

The Company will take all necessary steps to protect a Covered Person's identity when the Covered Person does not want their identity to be disclosed. It must be appreciated that the investigation process may reveal the source of the information and a statement by the Covered Person may be sought as part of the evidence.

The Company has established email and telephone facilities for the purpose of anonymous submission of complaints as described below.

The Company encourages (but does not require) Covered Persons to put their names to allegations. Concerns expressed anonymously are difficult to investigate. Nevertheless they will be followed up to the extent reasonably practicable taking into account the following:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation.

Covered Persons must refrain from making allegations that are false and/or made with malicious intent. Where such malicious, vexatious or false allegations are discovered, the person who made the allegations will be subject to disciplinary action, or other appropriate action in the case of Third Parties.

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## REPORTING PROCEDURES

Covered persons should consider raising concerns with HR, their line manager or a senior manager who has responsibility to listen and respond. Concerns can be raised verbally or in writing.

If a Covered Person feels that they cannot raise the concern in this manner, then they should use the confidential and anonymous Group Whistleblower hotline by

- Sending an email to Douglas Richards at [douglas@richardsattorneys.co.za](mailto:douglas@richardsattorneys.co.za)
- Calling +2787 232 0090

Protection for the whistle-blower will be upheld (to the fullest extent allowable by law) provided the information is made in good faith and believed to be true, even in cases where no wrongdoing is found following an investigation.

## HOW WILL A COMPLAINT BE DEALT WITH

The action taken by the Group will depend on the nature of the concern. Among others, the matters raised will be:

- Investigated internally if considered appropriate;
- Referred to the relevant law enforcement agency if appropriate; and/or
- Referred to the Audit and Risk Committee

If the identity of the whistle-blower is known, then the Group shall communicate in writing with the whistle-blower and in such communication:

- Acknowledge that the concern has been received;
- Indicate the manner in which the matter will be dealt with;
- If necessary request a meeting with the whistle-blower to obtain further information;
- Give an estimate of the time it will take to provide a final response; and
- Inform him/her whether further investigations will take place.

The amount of contact between the body investigating the issues and the whistle-blower will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided.

The Company accepts that every Covered Person and/or Third Party concerned needs to be assured that the matter has been properly addressed. However, the progress made with investigations shall be handled in a confidential manner and shall not be disclosed to or discussed with any persons who have no legitimate claim to such information. This is important in order to avoid damaging the

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reputation of a suspended person who is subsequently found to be innocent of wrongful conduct.

All whistle-blower reports will be submitted to the Chairman of the Audit and Risk Committee and the Chairman of the Social and Ethics Committee. The Audit and Risk Committee shall be responsible for overseeing the receipt, retention and investigation of and response to all complaints under this Policy. These reports will be followed up with reports on action taken until the matter can be closed. Records relating to complaints and concerns submitted pursuant to this policy will be maintained for a period of at least two (2) years.

## **MODIFICATIONS**

This Policy may be modified unilaterally at any time without notice. Modification may be necessary, amongst other reasons, to maintain compliance with applicable legal requirements.

## **IF IN DOUBT/ ADVICE**

Questions can be directed to HR, line management or the executive charged with the responsibilities of the Social and Ethics Committee via email at [legal@cgn.co.za](mailto:legal@cgn.co.za). Keep up to date with the latest updates to this Policy by visiting the Company Intranet.

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