



TOGETHER WE SUCCEED

**TDC
WHISTLEBLOWER
POLICY**

May 1

2016

**St. Kitts Nevis Anguilla Trading and Development Company Limited
(TDC Ltd and Subsidiaries- hereinafter referred to as “the Company”)**

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TDC Whistleblower Policy and Procedures

A. Introduction

The Company is committed to achieving the highest possible standards of customer service and ethical standards in all of its practices. To achieve these standards it encourages employees and stakeholders to utilize the internal chain of command, as established, for reporting any illegal acts or illegal omissions by its employees and stakeholders and former employees and stakeholders. The Whistleblower Policy provides an alternate form of reporting where the complainant feels the need for strict confidentiality or anonymity.

In keeping with our commitment to honesty and accountability we expect employees or stakeholders, who have serious concerns about any aspect of our work to come forward and voice those concerns.

The Company will not tolerate any harassment or victimization of a whistleblower (for example informal pressures); it will treat this as a serious offence resulting in severe disciplinary action.

This Policy seeks to ensure that employees and stakeholders feel confident and able to raise concerns and to question and act upon concerns.

B. Purpose

The primary objectives of this Whistleblower Policy and the attendant Procedures are to:

- 1) encourage any employee or stakeholder of the Company to report suspected or actual wrong doings as soon as possible to the relevant authority within the Company, as

applicable below, with the knowledge that their concerns will be taken seriously, investigated appropriately and treated confidentially;

- 2) provide any employee or stakeholder of the Company with guidance as to how to raise those concerns; and
- 3) reassure any employee or stakeholder of the Company that he/she would be able to raise genuine concerns in good faith without fear of reprisals.

C. Definition

The word “whistleblowing” in this Policy refers to the disclosure by any stakeholder of verifiable malpractice, illegal acts or illegal omissions.

D. Accounting and Financial Matters

These Procedures relate to employees’ or stakeholders’ concerns or complaints regarding questionable accounting or auditing matters, including, without limitation, the following:

- (i) Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company.
- (ii) Fraud or deliberate error in recording and maintaining the Company’s financial records.
- (iii) Deficiencies in or noncompliance with the Company’s internal accounting controls.
- (iv) Misrepresentation or false statement to or by Management (any employee, manager or official) regarding a matter contained in the financial records, financial reports or audit reports of the Company.
- (v) Deviation from full and fair reporting of the Company’s financial condition.

- (vi) Mail fraud, wire fraud, bank fraud, e-fraud, or violation of any rule, regulation or law pertaining to fraud.

E. Other Pertinent Misbehaviour

The Company “Employee Handbook” provides a range of policies and procedures dealing with standards of behaviour at work. They cover Discipline, Grievance, Harassment and Recruitment and Selection. Employees are encouraged to use the provisions of these procedures and the law when appropriate. Additionally, matters that do not directly relate to one’s position and need to be handled in a different manner are covered under these procedures. Examples of such misconduct include:

- Malpractice or ill treatment of a client by a senior employee.
- Repeated ill treatment of a client, despite a complaint being made.
- Sexual, physical or other abuse of clients.
- A criminal offence which has been committed, is being committed or is likely to be committed.
- Conduct which is an offence or a breach of law.
- Failure to comply with a legal obligation.
- Suspected fraud, possible fraud and corruption.
- Damage or likely damage to the environment.
- Undue favour shown over a contractual matter or to a job applicant.
- A breach of the Work Rules and Standards of Conduct.
- Disregard for legislation, particularly in relation to health and safety at work.
- Health and safety risks, including risks to the public, other employees or stakeholders.
- Information on any of the above has been, is being or is likely to be concealed.
- Other unethical conduct and actions.

(This list is not exhaustive)

F. Role of Trade Unions

The Company recognizes that employees may wish to seek advice and be represented by a trade union when using the provisions of this Policy, and acknowledges and endorses the role trade union officers play in this area.

G. Procedural Steps for Making Complaints

I. The Internal Chain of Command

The Company expects that if an employee of the company has a complaint, the situation should first be discussed with the immediate supervisor for a resolution at this level. However, if the employee is not satisfied with the response from the supervisor, the employee is encouraged to discuss the matter with the Department Manager or Executive Director in that order. The employee may also contact the Human Resources Department. Employee complaints will be given serious attention, and attempts will be made to resolve grievances or provide an explanation if matters cannot be resolved.

II. Whistleblowing Procedures

Notwithstanding these efforts, if the employee is still not satisfied with the outcome then he/she may resort to these whistleblowing procedures. Any employee or stakeholder of the Company may submit a concern or complaint regarding matters covered by these Whistleblower Procedures to the management or directorate of the Company without fear of dismissal or retaliation

- a. Where concerns are not raised with the line manager for valid reasons, the **Chief Assurance and Risk Management Officer (CARMO)** will be the point of contact for employees who wish to raise concerns under the provisions of this policy.
- b. Employees or stakeholders of the Company may forward concerns or complaints on a confidential or anonymous basis through the Company's Ethics helpline, e-mail or

regular mail, using the information set forth below. Concerns and complaints received through these means shall be forwarded to the Company's **Chief Assurance and Risk Management Officer (CARMO)** using the information set forth below:

- i. Helpline – 1-800-469-HELP (1-800-469-4357)
- ii. E-mail – anonymous@tdcgrouppltd.com
- iii. Regular Mail: Anonymous Help, Attn: Chief Assurance and Risk Management Officer (CARMO), P O Box 542, Nevis.

H. How Complaints are Handled

I. Written Complaints

Upon receipt of a written complaint, the CARMO will verify that the complaint actually pertains to a matter covered by these Procedures, log it and will develop a recommended strategy for the investigation of the complaint.

II. Verbal Complaints

Where complaints are raised verbally with the CARMO, he/she will arrange a confidential interview, to ascertain the area of concern. The whistleblower's identity will remain confidential unless he/she gives permission for it to be disclosed. The whistleblower will be protected from possible reprisals or victimization. He/she will also be given an opportunity to make a written statement. In either case, the CARMO will write a brief summary of the interview, which will be agreed to by both parties.

Having entered the report in the Whistleblower Complaints Log, the CARMO will next forward a copy of the complaint to the CEO and shall acknowledge receipt of the complaint to the sender. Considering that many complaints will be anonymous, it is understood that such acknowledgement may not be always possible.

III. Role of the CEO

On receiving the report from the CARMO, the Chief Executive Officer (CEO) will be responsible for the commissioning of any further investigation and for liaison with the appropriate Executive Director, where applicable.

IV. Audit Committee Oversight

The CEO of TDC will report all material complaints covered by these Procedures and the recommended strategy for investigating the complaint to the Chairperson and other members of the Audit Committee. Where necessary, the Chairperson will provide direction and oversight to the CARMO or such other person as the Chairperson deems appropriate to conduct the investigation.

I. Confidentiality

Confidentiality shall be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. However, protection of complainants shall always be given priority in all cases.

J. Corrective Action

Prompt and appropriate corrective action will be taken as warranted in the judgment of the Audit Committee.

K. Procedure Prohibiting Retaliation

The Company will not discharge, demote, suspend, threaten, harass or in any manner retaliate against any employee in the terms and conditions of his/her employment based upon any lawful actions of any such employee with respect to good faith reporting of a matter covered by these procedures. However, if an employee is found to be making a

disclosure in bad faith or maliciously, he/she shall be subject to disciplinary action up to and including dismissal.

L. The Investigation

The investigation may need to be carried out under the terms of strict confidentiality i.e. by not informing the subject of the complaint until (or if) it becomes necessary to do so. This may be appropriate in cases of suspected fraud. The CARMO will keep the whistleblower informed about the investigation and its outcome as is possible or appropriate.

M. Following the Investigation

The CARMO will arrange a meeting with the whistleblower to give feedback on any action taken. This will not include details of any disciplinary action; these must remain confidential to the individual concerned. The feedback will be provided within the time limits to be specified.

If the whistleblower is not satisfied with the outcome of the investigation, the Company recognizes the lawful rights of employees and stakeholders and former employees or stakeholders to make disclosures to prescribed persons such as Legal Authorities, Financial Regulators, or, where justified, elsewhere.

N. Retention of Complaints and Investigations

The CARMO will maintain accurate but restricted records of all complaints made under these Procedures in the dedicated Whistleblower Complaints Log. Records shall include the details of receipt of complaints, investigations and resolution as well as periodic reports to the Audit Committee. Copies of all complaints and investigation records will be maintained in accordance with the Company's Document Retention Policy.

O. Complaints About the CARMO

If employees or stakeholders contractors of the Company are not comfortable with reporting a matter to the CARMO or believe that their complaint is not being treated in an appropriate manner, they may wish to consult with the CEO or the Chairperson of the Audit Committee.

P. Whistleblower Reporting Lines

