

Policy Cover Page:
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1. Policy Title: Whistleblower policy
2. This policy is: INTERNAL EXTERNAL
(Within org) (for publication)
3. This policy is drafted by:
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4. This policy is for: African Leadership Mauritius (and its Affiliates)

WHISTLEBLOWER POLICY

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1. POLICY STATEMENT

1.1 Definitions

‘Affiliate’ means, with respect to Company, any other legal entity that is directly or indirectly Controlling, Controlled by or under common Control of Company, where “Control” and derivative terms mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

‘AFR Committee’ means, the Audit, Finance and Risk Committee of the Board of Directors of the Company.

‘Company’- means, African Leadership (Mauritius), Limited. For purposes of this Policy, the term ‘Company’ shall include any Affiliates.

‘Contractor’- means, any independent contractors, external consultants, workers hired through an outside employment agency, and workers employed on campus through service vendors.

‘Employee’- means, any current employee of the Company, including interns, student interns, faculty, and staff members (including members of the Executive Committee).

‘Event’ means any illegal, unethical or inappropriate behaviors or practices by the Company or its Employees or Contractors.

‘Malicious False Reports’- Means, any report made without having reasonable grounds for believing that the relevant Event has occurred or is likely to occur.

‘P&G Committee’ means, the People & Governance Committee of the Board of Directors of the Company.

‘Student’ means any student currently enrolled at the Company.

‘Whistleblower’- means, a person who reports an Event under this policy, including current and former Employees, Contractors, Students, members, Clients and third parties that conduct business with the Company.

1.2 Policy Summary

The Company is committed to maintaining the highest standards of conducts and ethics. This policy is to:

- Provide a mechanism for a person covered by this policy to report an activity that he/she considers to be illegal, unethical, inappropriate or dishonest behaviors or practices, and

- To outline procedures for investigation and disclosure of these reports.

1.3 Reasons for the Policy

The purpose of this policy is to provide an avenue to report suspected or actual Events through channels that the Company establishes for such reporting, without fear of retribution. No Employee, Contractor, or Student may interfere with the good faith reporting of suspected or actual Event; no individual who makes such a good faith report of an Event shall be subject to retaliation, including harassment or any adverse employment, academic or educational consequence, as a result of making a report. The Company will take whatever action is necessary and appropriate to address a violation of this policy.

1.4 Scope of Policy:

1.4.1. What Events can be reported under this policy?

To file a report under this policy, the Whistleblower must reasonably believe that there is an Event that falls into one or more of the following categories:

- Violations of the Company policies and/or regulations .
- A potential criminal offence.
- Potential failure to comply with any obligations under binding agreements.
- Suspected financial or non-financial maladministration or malpractice or impropriety or fraud.
- Potential violation of any applicable laws or regulations, including but not limited to health or safety, environmental and labor.
- Attempts to suppress or conceal any information relating to any of the above.

1.4.2. Exclusions to this Policy

The policy **is not intended** to apply to students' complaints, personal grievances concerning an individual's terms and conditions of employment, or other aspects of the working relationship, complaints of bullying or harassment, or disciplinary matters. Please refer to published policies on the [alueducation website](#) which deal with the above, including:

- Institutional Grievance Policy for student grievances.
- Staff Grievance Policy for staff grievances.
- Student Sexual Misconduct Policy for student sexual harassment claims.
- Staff Sexual Harassment Policy for staff sexual harassment claims.
- Health and Safety Policy for health and safety concerns.

2. RELATED REQUIREMENTS

2.1 External Regulations and Consequences

- Applicable laws and regulations of any country where Company conducts business, including but not limited to any regulations issued by, the Higher Education Council (HEC) in Rwanda and the Tertiary Education Commission (TEC) in Mauritius, or any equivalent.
- Exclusively in Mauritius, any policies or regulations issued by Glasgow Caledonian University (GCU)

2.2 Standards and Procedures

2.2.1 Procedure for reporting an Event

- a) The Whistleblower should not accuse or confront any individual directly or investigate the matter personally, but rather follow the process below.
- b) Whistleblower may raise any concern informally as a first step. For Employees and Contractors this may be to their line manager. For students it maybe to their student life representative.
- c) Notwithstanding, if the Whistleblower reasonably believes that an Event has not been or may not be adequately addressed or processed through the mechanism set forth under section b) above, they may contact one of the following via email or phone:
 - a) VP of People, for Employees and Contractors
(messel-koomson@alueducation.com)
 - b) Dean of Students, for Students
 - i) Dean of Students, Mauritius (tsutherland@alueducation.com)
 - ii) Dean of Students, Rwanda (vsunasse@alueducation.com)
- d) If the Whistleblower believes that an Event has not been or may not be adequately addressed or processed through the mechanisms set forth under sections b) and c) above, the Whistleblower may contact the Chair of the P&G Committee via email at (conduct@alueducation.com). If the whistleblower is a client or third party that conducts business with the Company, they should reach out directly to the Chair of the P&G Committee.
- e) **Anonymous reports:** If the Whistleblower reasonably believes that an Event has not been or may not be adequately addressed or processed through the mechanisms set for under sections b), c), or d) above, the Whistleblower may report an Event through the following anonymous site (whistleblower.alueducation.com). Remaining anonymous will not preclude a report from being investigated, and the matter will not receive less priority than other cases. However, reports made anonymously are not easily investigated due to the inability to request additional information and/or further clarifications on the Event and any related circumstances.

2.2.2 Process to investigate an Event

- Any reports of an Event will be acknowledged to the Whistleblower in writing.

- The person to whom the disclosure is made will hold an initial meeting with the Whistleblower and prepare a report including whether an investigation should be conducted and what form it should take. The nature, scope, and extent of the allegations raised in a particular complaint will determine who will investigate the complaint and what process or procedure will be used to investigate a particular complaint.
- Each report will be shared with the Chair of P&G Committee.
 - In very serious cases, as determined by the Chair of P&G Committee, or cases involving the senior management of the Company, the Chair of the P&G Committee will takeover the investigation process.
 - In other cases, the Chair of the P&G Committee will be kept up to date on the process and outcome.
 - To the extent that an accounting or auditing Event arises, the Chair of the P&G Committee shall immediately notify the Chair of the AFR Committee and the company's Internal audit team (if applicable). Accounting and auditing Events will be reviewed and investigated either by the AFR Committee, the internal audit team or outside counsel, advisor, expert or third party service provider.
 - The P&G Committee and AFR Committee have the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.
- If the person to whom an Event is reported decides not to proceed with an investigation, the decision will be explained, in writing to the Whistleblower.
- Any investigation will be conducted sensitively and promptly. The Whistleblower will be notified of the intended timetable for the investigation.
- Where an Event is reported, any person or persons potentially implicated in such Event will be informed of such implication and of the evidence supporting it, and they will be allowed to respond.
- The investigator will aim to complete the investigation within 30 days from the date on which an Event is reported. This period may be extended, should the investigator require additional time to complete the investigation. Such extensions shall be granted at the P&G Committee's discretion.
- If the Whistleblower believes that an Event has not been adequately addressed, it is open to the individual to raise this with one of the other persons specified in 2.2.1 above. The decision of the Chair of P&G Committee will be considered as final.
- An official written record will be kept of each stage of the procedure. All reports and records associated with complaints under this Policy are considered confidential information. Disclosure these reports and records to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in disciplinary action, up to and including termination of employment, contractor or

board status. Such conduct may also give rise to other actions, including civil lawsuits.

2.2.3 How Malicious False Reports will be addressed

Individuals who report an Event in good faith shall be protected under this Policy from retaliatory action even if the report is found upon investigation to be unsubstantiated.

However, knowingly making Malicious False Reports undermines the Company's effort to reduce if not eliminate the occurrence of Events. Therefore any Malicious False Report will be viewed as a serious disciplinary offense and may result in disciplinary action, up to and including termination of employment, contractor or board status. Such conduct may also give rise to other actions, including civil lawsuits.

2.3 Contact

For any questions related to the interpretation of policy please reach out to General Counsel (pcarrillo@alueducation.com).

2.4 Periodic reviews and amendments

The Company will periodically review this Policy. Any amendments to this Policy must be approved by the P&G Committee of the Company.