



**BURGE AL WEAAM Co.**  
General Contracting Ltd.

**BURGE AL-WEAAM COMPANY  
FOR GENERAL CONTRACTING  
LIMITED**

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**BAC-HR-PR-0002**

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## **WHISTLEBLOWING POLICY and PROCEDURE**

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0	15 <sup>th</sup> April 2024	Issued For Implementation	Alaa Ibrahim	M. Kashmola	Dheyaa Mohammed
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WHISTLEBLOWING POLICY & PROCEDURE

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### Revision History

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## 1. Introduction

BACO ensuring a high ethical standard in all its business activities has established a code of ethics which set out the standard of conduct expected in the management of its businesses. All stakeholders are expected to comply with these standards in the discharge of their duties. In furtherance of this, BACO Whistleblowing Policy and Procedure provides a channel for BACO's employees and other relevant stakeholders to raise concerns about workplace malpractices, in a confidential manner; for BACO to investigate alleged malpractices and take steps to deal with such in a manner consistent with BACO's policies and procedures and relevant regulations. Whistleblowing for the purpose of this policy is the act of reporting perceived unethical conduct of employees, management, directors, and other stakeholders by an employee or other persons to appropriate authorities. This policy and procedure manual outline BACO's Policy on whistleblowing and the procedure for investigating and dealing with all reported cases of illegal and unethical conduct and any other misconduct across the company.

## 2. Objective of the Policy

This policy and procedure manual is intended to encourage staff and other relevant stakeholders to report perceived unethical or illegal conduct of employees, management, directors and other stakeholders across the Group to appropriate authorities in a confidential manner without any fear of harassment, intimidation, victimization or reprisal of anyone for raising concern(s) under this policy. Specific objectives of the policy are:

- A. To ensure all employees feel supported in speaking up in confidence and reporting matters they suspect may involve improper, unethical or inappropriate conduct within BACO;
- B. To encourage all improper, unethical or inappropriate behavior to be identified and challenged at all levels of the organization;
- C. To provide clear procedures for reporting and handling such concern(s);
- D. To proactively prevent and deter misconduct which could impact the financial performance and damage BACO's reputation;
- E. To provide assurance that all disclosures will be handled seriously, treated as confidential and managed without fear of reprisal of any form; and
- F. To help promote and develop a culture of openness, accountability and integrity.

## 3. Scope of the Policy

This policy and procedure manual is designed to enable employees and other relevant stakeholders to report any perceived act of impropriety which should not be based on mere speculation, rumors and gossips but on knowledge of facts.

Reportable misconducts covered under this policy include: -

- A. All forms of financial malpractices or impropriety such as fraud, corruption, bribery, theft and concealment;
- B. Failure to comply with legal obligations, statutes, and regulatory directives;
- C. Actions detrimental to Health and Safety or the work environment;

- D. Any form of criminal activity;
- E. Improper conduct or unethical behavior that undermines universal and core ethical values such as integrity, respect, honesty, accountability and fairness;
- F. Other forms of governance breaches;
- G. Connected transactions not disclosed or reported in line with regulations;
- H. Insider abuse;
- I. Non-disclosure of interests;
- J. Sexual or physical abuse of staff, customers, prospective staff, service providers and other relevant stakeholders; and
- K. Attempt to conceal any of the above listed acts.

The above listed reportable misconducts or concerns are not exhaustive. However, judgment and discretion are required to determine misconduct that should be reported under this policy. The general guide in identifying reportable misconduct is to report concerns which are repugnant to the interest of the Group and the general public and appropriate sanctions applied.

This policy covers the activities of BACO. The policy shall also be read in conjunction with the whistleblowing guidelines that may be issued by relevant regulatory agencies with oversight on the operations of BACO.

#### 4. Management Commitment to the Policy

The Management are aware that a robust internal system for employees and other relevant stakeholders to disclose workplace malpractices without fear of reprisal shows that employees take their responsibilities seriously, and also helps to avoid the negative publicity that often accompanies disclosures to external parties.

Hence the Management is committed towards promoting a culture of openness, accountability and integrity, and will not tolerate any harassment, victimization or discrimination of the whistleblower provided such disclosure is made in good faith with reasonable belief that what is being reported is fact.

#### 5. Policy Statement

BACO is committed to the highest standards of openness, probity, accountability and high ethical behavior by helping to foster and maintain an environment where employees and other stakeholders can act appropriately, without fear of reprisal. To maintain these standards, BACO encourages employees and relevant stakeholders who have material concerns about suspected misconduct or any breach or suspected breach of law or regulation that may adversely impact BACO, to come forward and report them through appropriate channels (in certain cases on a confidential basis) without fear of retribution or unfair treatment.

BACO conducts its business on the principles of fairness, honesty, openness, decency, integrity and respect. It is the intention of this policy to encourage employees and other relevant stakeholders to report and disclose improper or illegal practices or activities. BACO is committed to investigate promptly any reported misconduct and to protect those who come forward to report such activities. BACO further assures that all reports shall be treated in strict confidence.

BACO's operating procedures are intended to detect and prevent or deter improper activities. However, the best systems of controls may not provide absolute safeguards against irregularities. This policy is intended to investigate and take appropriate action against any reported misconduct or concern.

## 6. Definition of Terms

TERM	DEFINITION
BACO	Burg Al-Weam Company
Complaint	An allegation or concern that is subject to investigation by the appropriate authority.
Detriment	Victimization or reprisal of a whistleblower which can take any or a combination of the following forms; dismissal, termination, redundancy, undue influence, duress, withholding of benefit and/or entitlements and any other act that has negative impact on the whistleblower.
Good Faith	This is evident when a report or concern is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious or false.
Investigation	A process designed to gather and analyze information in order to determine whether misconduct has occurred and if so, the party or parties responsible.
Misconduct	A failure by a staff member or other relevant stakeholder to observe the rules of conduct or standards of behavior prescribed by an organization.
Suspect	A person who is alleged to have committed a misconduct and subject of investigation.
Whistleblower	Any person(s) including employee, management, directors, depositors, service providers, creditors and other stakeholders of an institution who reports any form of unethical behavior or dishonesty to the appropriate authority.
Whistleblowing	The act of reporting an observed/perceived unethical misconduct of employees, management, directors and other stakeholders of an institution by an employee or other person to appropriate authority. It is an early warning system that enables an organization to find out when something is going wrong in time to take necessary corrective action.

## 7. Roles & Responsibilities

SN	Responsible	Responsibilities
1	Whistleblower	Whistleblowers are expected to act in good faith and should refrain from making false accusations when reporting his/her concern(s), and also provide further evidence at his/her disposal to aid investigation of the issues reported.
2	Suspect	Suspect has a duty to cooperate during the period

		of investigation including provision of relevant information, documents or other materials as may be required by the investigator.
3	Investigator/ Internal Auditor	The Internal Auditor is expected to handle all matters with high professionalism, confidentially and promptly. He/ She shall be independent and unbiased in carrying out investigation. The Internal Auditor has the responsibility of acknowledging all concern(s) reported and reporting on the progress of investigation to the whistleblower. The Internal Auditor shall on a quarterly basis provide to the management a summary of all cases reported and the result of the investigation. The Internal Auditor/Investigator shall refrain from discussing or disclosing matters under investigation.
4	Head of Human Resources	The Head of Human resources shall handle the report of investigation that relates to the entity's employees in line with the laid down disciplinary procedure as contained in the entity's staff hand book.
5	CEO	Review and approve the whistleblowing policy and procedure

## 8. Whistleblowing Procedure

The whistleblowing procedure involves steps that should be taken by the whistleblower in reporting misconduct, and steps required for the investigation of the reported misconduct. The following procedures shall guide the whistleblowing process:

### 8.1 Internal Whistleblowing Procedure

Internal whistleblowing involves staff members raising concerns about unethical conduct. The following procedure shall be adopted for the purpose of internal whistleblowing:

SN	STEPS	ACTION
1	<b>Step One</b> Raising concern(s) by whistleblower -medium and format.	An internal whistleblower may raise concern through any of the following media (this can be done either by declaration or in confidence/ anonymously):  <ul style="list-style-type: none"> <li>▪ Formal letter to BACO Managing Director,</li> <li>▪ Dedicated phone number/ communicator chat. +964 770 664 8032</li> <li>▪ Email address: info@baco-iraq.com</li> </ul> Where the concern is received by staff other than the Group Managing Director or the Head, Internal Audit, the recipient of such concerns shall be required to; <ul style="list-style-type: none"> <li>▪ Immediately pass the concern(s) to the Internal Auditor with copy Managing Director.</li> </ul>

		<ul style="list-style-type: none"> <li>▪ If the concerns affect the Head, Internal Audit, Managing Director, BACO shall be notified; and where a Director is involved, such concern shall be directed at CEO</li> </ul> <p>The concern(s) shall be presented in the following format;</p> <ul style="list-style-type: none"> <li>▪ Background of the concerns (with relevant dates)</li> <li>▪ Reason(s) why the whistleblower is particularly concerned about the situation.</li> </ul> <p>Disciplinary measures in line with the staff handbook shall be taken against any staff that receives concerns and fails to escalate. Also, disciplinary measure shall be taken against an internal whistleblower who acted out of malice.</p>
2	<p><b>Step Two</b> Investigation of Concerns and update on progress of investigation.</p>	<p>The Internal Auditor shall on receipt of the concern(s) acknowledge receipt of the concern from the whistleblower within 2 working days, and immediately commence investigation. The purposes of investigation are to:</p> <ol style="list-style-type: none"> <li>a. Establish if a wrongdoing has occurred based on the concern(s) raised, and if so to what extent; and</li> <li>b. To minimize the risk of further wrongdoing, prevent any further loss of assets, damage to BACO`s reputation and if possible, protect all sources of evidence.</li> </ol> <p>If preliminary investigation shows that the concern falls within the whistleblowing reportable concerns, then further investigation shall be carried out. If otherwise or the concern is outside the reportable misconduct, then the Internal Auditor shall refer the matter to appropriate quarters for further action.</p> <p>Where necessary the Internal Auditor shall provide update of the progress of investigation to the whistleblower if the concerns fall within the reportable concerns. Finally, if the concern raised by the whistleblower is frivolous or unwarranted, the Internal Auditor shall ignore such concern, and where necessary disciplinary measure in line with Human Resources policy shall apply to staff involved.</p>
3	<p><b>Step Three</b> Report of Investigation and action on report.</p>	<p>Upon conclusion of investigation, the Internal Auditor shall submit his/her report to the Human Resources or the appropriate authority for further action(s). Where necessary the Internal Auditor shall escalate</p>



		to BACO Managing Director. However, quarterly report to keep BACO Managing Director abreast of developments in whistleblowing shall be submitted by Head, Internal Audit.  All disciplinary action relating to the report shall follow BACO's disciplinary procedure as contained in the staff hand book.
4	<b>Step Four</b> Non-Satisfaction with result of investigation/action	In the event that the whistleblower is not satisfied with the extent of investigation and or the action taken based on the outcome of the investigation, the whistleblower is at liberty to report to the CEO.
Any internal whistleblower that feels victimized can report his/her grievance(s) to the CEO. This is without prejudice to the fundamental right of the internal whistleblower to seek redress in the court of law.		

**8.2 External Whistleblowing Procedure**

External whistleblowers are non-staff of BACO. External whistleblowers can fall into any of these categories: contractors, service providers, shareholders, depositors, analysts, consultant, job applicants, and the general public. External whistleblowing shall follow the following procedure:

SN	STEPS	ACTION
1	<b>Step One</b> Raising concern(s) by whistleblower -medium and format.	An external whistleblower may raise concern through any of the following media (this can be done either by declaration or in confidence/anonymously): <ul style="list-style-type: none"> <li>▪ By a formal letter to the Group Managing Director, and or Head, Internal Audit.</li> <li>▪ Dedicated phone number/ communicator chat. +964 770 664 8032</li> <li>▪ Email address: info@baco-iraq.com</li> <li>▪ Directly to the Group Managing Director</li> <li>▪ Directly to the Head, Internal Audit,</li> </ul> Where the concern is received by staff other than BACO Managing Director and the Head, Internal Audit, the recipient of such concerns shall be required to; <ul style="list-style-type: none"> <li>▪ Immediately pass the concern(s) to the Internal Auditor with copy to BACO Managing Director but ensuring confidentiality of the concern.</li> <li>▪ If the concerns affect the Head, Internal Audit, BACO Managing Director is notified, and where Executive director is involved, such concern shall be directed CEO.</li> </ul> The concern(s) shall be presented in the following format;

		<ul style="list-style-type: none"> <li>▪ Background of the issue (with relevant dates)</li> <li>▪ Reason(s) why the whistleblower is particularly concerned about the situation.</li> </ul> <p>Disciplinary measures in line with the staff hand book shall be taken against any staff that receives concerns from an external whistleblower and fails to pass same to the appropriate authority.</p>
2	<p><b>Step Two</b> Investigation of Concerns and update on progress of investigation.</p>	<p>The Internal Auditor shall on receipt of the concern(s) acknowledge receipt from the whistleblower within 2 working days, and immediately commence investigation. The purpose of investigation is to:</p> <ol style="list-style-type: none"> <li>a. Establish if a wrongdoing has occurred based on the concern(s) raised, and if so to what extent; and</li> <li>b. To minimize the risk of further wrongdoing, prevent any further loss of assets, damage to BACO`s reputation and if possible, protect all sources of evidence.</li> </ol> <p>If preliminary investigation shows that the concern falls within the whistleblowing reportable concerns, then further investigation shall be carried out. If otherwise, the Internal Auditor shall refer the matter to the appropriate quarters for further action. However, if the concern raised by the whistleblower is frivolous or unwarranted, disciplinary action shall be taken Where it is established that a criminal activity has taken place, the matter may be referred to the Nigerian Police Force, and where necessary, appropriate legal action taken. Where necessary the Internal Auditor shall provide update of the progress of investigation to the whistleblower.</p>
3	<p><b>Step Three</b> Report of Investigation and action on report.</p>	<p>Upon conclusion of investigation, the Internal Auditor shall submit his/her report to the Human Resources or the appropriate authority for further action(s). Where necessary the Internal Auditor shall escalate to BACO Managing Director. However, quarterly report to keep BACO Managing Director abreast of developments in whistleblowing shall be submitted by Head, Internal Audit.</p> <p>If the concern(s) relates to an Executive Director, the matter shall be referred to the CEO.</p> <p>If the concern(s) relates to an external party (service provider), the group shall immediately review the Service Level</p>

		Agreement with such service provider, and if necessary, terminate the agreement.
4	<b>Step Four</b> Non-Satisfaction with result of investigation/action	In the event that the whistleblower is not satisfied with the extent of investigation and or the action taken based on the outcome of the investigation, the whistleblower is at liberty to report to the CEO for further action.
An external whistleblower shall be at liberty to report to appropriate regulatory body or seek further redress in the court of laws If he/she is not satisfied with the action taken to address the concern(s).		

**9. Time Limit for Investigation**

It shall be the policy of BACO to handle investigations promptly and as fairly as possible. While it might not be possible to set a specified time frame for the conclusion of investigation, since the diverse nature of potential concerns may make this impracticable. The Internal Auditor shall endeavor to resolve all concerns within four weeks. Where for any reason, proper resolution is unable to be achieved within this time frame; the Internal Auditor shall advise the Group Managing Director accordingly, and report to the CEO.

**10. Protection and Compensation for Whistleblower**

It shall be the policy of the group to protect whistleblowers who disclose concerns, provided the disclosure is made;

- A. ▪ in the reasonable belief that that it is intended to show malpractice or impropriety;
- B. ▪ to an appropriate person or authority; and
- C. ▪ In good faith without malice or mischief.

While all disclosures resulting from whistleblowing shall be treated with high level of confidentiality, staff and other relevant stakeholders are encouraged to disclose their name to make the report more credible. The group shall take the following into consideration in considering unanimous disclosure:

- A. ▪ seriousness of the issues being reported;
- B. ▪ the significance and credibility of the concern; and
- C. ▪ the possibility of confirming the allegation.

BACO shall not subject a whistleblower to any detriment. Where a whistleblower feels unfairly treated owing to his/her actions, the whistleblower shall be at liberty to report to the Central Bank of Iraq and any other regulatory body with oversight on BACO`s businesses. This is without prejudice to the right to take appropriate legal action.

Where necessary, compensation of whistleblowers whether internal or external that have suffered detriment shall be at the discretion of Management taking into consideration regulatory guidance on compensation of whistleblower to be issued from time to time.

Any retaliation, including, but not limited to, any act of discrimination, reprisal, harassment, suspension, dismissal, demotion, vengeance or any other occupational detriment, direct or indirect, recommended, threatened or taken against a

whistleblower because he/she has made a disclosure in accordance with this policy will be treated as gross misconduct and dealt with accordingly.

Whistleblowers must ensure that they do not make disclosure outside of the prescribed channels (e.g. media-print or electronic), or their disclosures may not be protected.

**11. Embedding a Strong Whistleblowing Regime**

While regulation and best practice in corporate governance requires entities irrespective of their size and location to have a whistleblowing policy, BACO believes that simply having a whistleblowing policy is not enough to create a culture in which employees are genuinely encouraged to disclose unethical behaviors.

In creating an enabling environment which ensures that whistleblowing regime is effective across BACO are required to adopt the following measures:

SN	MEASURES	REMARKS
1	Management	Management is expected to clearly support and sponsor whistleblowing in their entities. This will include respecting the policy and dedicating a senior management staff preferably the Auditor as the advocate for whistle-blowing, who shall be authorized to implement and undertake investigation.
2	Communication & Training	All employees in subsidiaries should be aware of the existence of a whistleblowing regime. This can be achieved through regular compulsory training, newsletters, emails and presentations. Annual declaration by all staff of having read and understood the policy shall also be encouraged.
3	Proper Investigation and Action	All whistleblowing disclosures or concerns must be investigated promptly and properly, and appropriate action taken upon conclusion of investigation. Furthermore, all whistleblowing investigation shall be kept confidential.
4	Feedback on effectiveness of policy.	Regular survey on the effectiveness of the policy should be conducted at regular interval preferably. Such questions to gauge employee satisfaction or survey shall include: <ul style="list-style-type: none"> <li>▪ Have you read the whistleblowing policy?</li> <li>▪ If yes, when last did you read the policy?</li> <li>▪ Do you know who to contact to make disclosure?</li> <li>▪ Do you feel you work in an open environment in which you are encouraged to speak up and you can safely voice any concerns without fear of reprisal?</li> <li>▪ What would you change about how the policy operates?</li> <li>▪ Are you comfortable with the name (“whistleblowing”) of the policy?</li> <li>▪ If No, what another name will you suggest?</li> </ul>



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5	Reward	Reward system to encourage a strong and effective whistleblowing culture can be institutionalized in the subsidiaries. Departments can be assessed on the average number of man hours training that the team attended on whistleblowing training.
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**12. Ownership and Frequency of Review**

This policy document remains the property BACO. However, its custody and management shall rest with the Human Resources Department, BACO This policy document and procedure manual shall be subject to review every two (2) years or as may be deemed necessary. All suggestions for review and or amendments shall be forwarded to the Human Resources Department, BACO for necessary action. The Management of BACO shall ensure strict compliance with this policy.

**Staff Declaration**

I have received BACO Whistleblowing Policy, which I have read and understood.

**NAME:** .....

**STAFF NO:** .....

**LOCATION:** .....

**SIGNATURE:** .....

**DATE**.....

Please return this page to Human Resources Department.