



THE REAL AUTOMOBILE FINANCE AND INSURANCE CONSULTING COMPANY (PTY) LTD and
its associated companies
(Hereinafter referred to as "TRAFICC")

Registration Number of Company: 2004/017525/07

WHISTLEBLOWER POLICY

1. Purpose

The purpose of this policy is to ensure that any concern about unethical, improper or unlawful behaviour or practice, which affects or may affect the company and/or its employees, are raised, reported and dealt with at an early stage and in an appropriate manner.

This policy has been introduced with a view to providing TRAFICC employees with a communication channel whereby they may, in a responsible and confidential manner, disclose any malpractice or misconduct of which they become aware, rather than overlooking a problem or blowing the whistle outside.

It should be noted that, whilst this policy is primarily aimed at employees of the company, the whistleblower facility is also available to employees of third-party providers, contractors, consultants, suppliers, secondees, former employees and other stakeholders of the company. In this regard, references in this policy to “employee” shall include references to these other stakeholders, to the extent appropriate.

2. Methods of Reporting

An employee who becomes aware or knows of possible misconduct or fraudulent behaviour has a responsibility to report these suspicions. The company has established an independent whistleblower facility, provided by Navex Global (“the Navex system”), specifically for this purpose. This facility can be accessed in one of two ways:

- a) Via the website link: www.bayport.ethicspoint.com; or
- b) Via telephone: 0-800-99-0123

(These channels are only to be used for reporting purposes, and not to seek guidance or advice.)

As an alternative, a report can be made directly to a line manager, executive management or the compliance officer. In these instances, the person receiving the report will be required to log the incident on the Navex system per (a) or (b) above, so that the report can be investigated.

The person making the report can choose to remain anonymous, or not. If a report is made directly via the Navex system, on an anonymous basis, the identity of that person will never be revealed to the company. This is the best way of ensuring that the personal details will remain confidential.

3. Confidentiality of Information

All information supplied in a report will be treated as confidential and will only be made available to the parties investigating the matter.

Should the whistleblower wish to co-operate with the investigating officer in order to provide additional information which could assist in the investigation, he /she can do so and will still be protected against disclosure and remain anonymous.

If a report is made and the whistleblower has chosen not to remain anonymous:

- a) A person who wilfully discloses the name of the whistleblower without his/her consent, will be subject to disciplinary action, up to and including termination of employment.
- b) And a situation arises where it is not possible to resolve the concern without revealing the whistleblower's identity (e.g. if the whistleblower's evidence is needed in court, etc.), the best and most appropriate manner to proceed with the matter will be discussed with the compliance department and the best possible options communicated to the whistleblower.

4. Investigation and Oversight

All incidents logged will be communicated to the Bayport Chief Audit Executive ("CAE"), who is responsible for ensuring that appropriate action is taken.

The action taken will be determined by, and at the discretion of, the CAE, and will depend on the nature of the concern. The matter reported may:

- be investigated internally;
- be referred to the external auditors;
- be referred to the police;
- form the subject matter of an independent inquiry, or other external third party; or
- be determined in any other way as may be deemed fit, in consultation with the Chief Executive Officer or the company's Board of Directors.

The responsibility for communicating the action to be taken in respect of an incident, and for tracking the progress, rests with the CAE. In the event that the CAE is implicated in a specific report, then the incident will be communicated directly to the Bayport group CEO, who will be responsible for the investigation and finalisation of that specific incident.

For the company to carry out a formal and effective investigation of reported suspected improper acts, specific detail should be provided, in particular where possible, the following:

- **What** alleged wrongdoing you are reporting;
- **How** you became aware of the alleged wrongdoing;
- **Where** and **when** the alleged wrongdoing occurred;
- Whether the alleged wrongdoing is **ongoing**;
- **Who** was involved;
- **Who** else is aware of the incident;
- Whether people are aware of the fact that you **know about** the incident;
- **How** the individual or entity committed the act; and
- **Why** you believe the activity is improper.

It should be noted that one is not expected to prove the truth of an allegation, but needs to provide information to demonstrate sufficient grounds for the concerns. However, if one does not have all the details above, they should not be deterred from reporting the suspicions as someone else may be reporting a different aspect of the same concern.

The progress of the investigation, as well as the final outcome and any corrective action that has been taken, will be accessible to the whistleblower on the Navex system.

On a quarterly basis, the CAE is required to submit a summary report of all the incidents logged, the outcome of the investigations, and the actions taken to address the matters, to the Audit, Risk and Compliance Committee ("ARC") of the company, and to the Bayport group ARC.

The company ARC is responsible for reviewing the whistleblowing arrangements for making reports, ensuring that incidents reported are investigated, that adequate controls are implemented to prevent recurrence, and to consider significant findings of investigations and management's response thereto.

5. Employee Protection

The company condemns any kind of discrimination, harassment, victimisation or any other unfair employment practise being adopted against whistleblowers. Complete protection will therefore be given to whistleblowers against any unfair practise, including, but not limited to:

- a) being subjected to any disciplinary actions as a direct result of a disclosure;
- b) being dismissed, suspended or demoted;
- c) being subject to harassment or intimidation;
- d) having any terms of employment changed as a direct result of the disclosure;
- e) being provided with an unfounded adverse reference;
- f) being subject to any direct or indirect use of authority to obstruct the whistleblowers' right to continue to perform his/her duties/functions, including making further disclosures;
- g) being transferred against the whistleblowers' will;
- h) being denied appointment to any promotion, employment, office or profession; and/or
- i) being threatened with any of the above.

Employees who believe that they are being penalised in any way for whistleblowing or who believe that there may have been a cover up of the concern disclosed or who do not consider that they have had a satisfactory response to their disclosure should report this, disclosing all relevant facts to:

- i. the Managing Director; or
- ii. the Chairman of the company ARC; or
- iii. the CAE; or
- iv. the Bayport Group Chief Risk Officer; or
- v. the Bayport Group Forensic Executive; or
- vi. Navex Global.

The person above to whom the concern is raised shall then decide on the most appropriate course of action.

A person is not entitled to the protections under this policy;

- a) unless he or she reasonably believes that the information reported is, or is about to become, a matter of the company's interest, and reports the information in good faith;
- b) if he or she makes malicious or vexatious personal allegations, and particularly if he or she persists with making them;

- c) if he or she is found to have been involved in the misconduct or unlawful activity (although in some cases the making of a report may be a mitigating factor);
- d) if a disclosure is made in respect of which the whistleblower himself/herself commits an offence by making such disclosure

It is acknowledged that nothing in this policy precludes a person from communication with regulators at any time in relation to the suspected or actual misconduct or unlawful activity.

It is further acknowledged that the full level of protection set out in this policy will not be able to extend to whistleblowers who are not directly employed by the company at the time of making the disclosure, for example, protection of the whistleblower's employment conditions.

6. Conclusion

Harassment or victimisation of any stakeholder of the company raising a genuine and legitimate concern under this whistleblower policy will be construed to be a breach of this policy.

Any act of retaliation or victimisation against a whistleblower who:

- a) chooses not to remain anonymous, or
- b) who has made a report via an alternative method as opposed to a direct report on the Navex system,

will result in disciplinary action, up to and including termination of employment.

The malicious use of the whistleblower policy will result in disciplinary action against the whistleblower complainant, up to and including termination of employment.

This policy does not apply to raising grievances about an employee's personal situation at work. These types of concerns are covered under the company's HR grievance procedure.

7. Amendment to Policy

This policy is to be reviewed and updated at least once every two years, or more often as and when changes are required to ensure that the policy remains up to date and relevant.