



Discovery Group



Whistleblowing Policy





Contents

1. Introduction.....	3
1.1. Purpose	3
1.2. Scope.....	3
1.3. What is whistleblowing?	4
2. Policy principles	4
2.1. Whistleblowing process	4
2.2. Investigation process.....	5
2.3. Escalation and reporting of reported matters	6
2.4. Protection afforded to the reporter.....	6
2.5. Malicious actions by a reporter.....	6
2.6. Creating awareness of this policy.....	6
3. Compliance with this policy.....	7



1. Introduction

Discovery ('Discovery Limited' or 'the Discovery Group') is committed to establishing an environment where the Discovery values form the basis for the conduct of all employees and where employees are empowered to raise matters of concern in a responsible manner.

1.1. Purpose

Discovery is committed to conducting its business with honesty, integrity and fairness, and expects all employees to maintain high standards in accordance with its policies and procedures. A culture of transparency and accountability is essential in order to prevent unlawful and unethical behaviour, and to address such behaviour it when it does occur.

The purpose of this policy is:

- To encourage employees to report suspected unlawful or unethical behaviour as soon as possible;
- To reassure employees that their concerns will be taken seriously and investigated as appropriate and that their confidentiality will be safeguarded; and
- To reassure employees that when they report suspected unlawful or unethical behaviour in good faith, they will have the necessary protection.

In accordance with applicable legislation, this policy also aims to support a culture where employees can disclose information or concerns relating to criminal and other irregular conduct in the workplace and establishes safe, confidential and effective mechanisms for such disclosure.

This policy is not designed to create a platform for questioning any financial or business decisions that Discovery makes.

The policy is also not intended as an appeal process to reconsider any matter that has already been dealt with through the harassment, grievance or disciplinary processes, unless the matter falls under the definition of whistleblowing in paragraph 1.3.

1.2. Scope

This policy applies to Discovery and all South African, United Kingdom and United States subsidiaries. This includes:

- Executive and non-executive directors, shareholders and the company secretary of any company within the Discovery Group
- Any senior managers appointed within the Discovery Group
- Full-time, part-time or temporary employees
- Any independent contractors operating as representatives of Discovery
- Any third party associated with the Discovery Group by virtue of their profession and engagement with any entity in the Discovery Group
- The spouse, child or direct beneficiary of any of the above
- A supplier or the employee of such supplier
- Any legal entity controlled by, benefitting from or acting on the instruction of any of the persons listed above.

Each subsidiary within the Group must have procedures in place to align its operations with the spirit and purpose of this policy.

An entity within the Group may elect to have its own whistleblowing procedures, provided that its procedures are consistent with this policy and that the required processes are in place. The Board of Discovery Limited must approve any deviation from this policy.



1.3. What is whistleblowing?

Any employee with reason to believe that there has been fraud, corruption or malpractice within Discovery, must report such a concern, regardless of whether the fraud, corruption or malpractice may impact the business of Discovery.

2. Policy principles

When reporting a concern, employees should submit as much information as possible to facilitate a full investigation.

2.1. Whistleblowing process

There are three avenues available to Discovery employees to report a concern:

2.1.1. Reporting to your direct manager

- a) All employees should, in the first instance, raise their concerns verbally or in writing with their immediate manager, divisional manager or a member of the executive team. If any employee feels uncomfortable about reporting a matter to their immediate manager (due to the seriousness and/or sensitivity of the issue) they may consider using the reporting options provided in 2.1.2 and 2.1.3 below.
- b) Any manager to whom a concern is reported must notify the Head of Forensic Services or the Ethics Officer (or the equivalent outside of South Africa) of the concern as soon as reasonably possible.

2.1.2. Reporting directly to a responsible department

- a) Employees can also report their concerns verbally or in writing to the head of any of the following departments (or the equivalent outside of South Africa):
 - The Forensic Services Department
 - The Group Ethics Office
- b) Each of these departments will consider the details of the matter brought to their attention and will ensure that the matter is referred to the correct department for investigation and consideration.

2.1.3. Reporting

- a) Employees may report their concerns anonymously when using the independent Whistle Blowing Hotline or the EthicsDefender application. All reports, whether made anonymously or not, will be treated as confidential and the identity of the employee will be safeguarded.

Deloitte

- Toll-free phone: 0800 00 45 00
- Toll-free fax: 0800 00 77 88
- International phone: +27 31 508 6444
- International fax: +27 31 502 6760
- Email: discovery@tip-offs.com
- Postal address: Freepost DN298, Umhlanga Rocks, 4320

EthicsDefender or FraudCracker

- Website: <https://www.discoveryreporting.com/>
- b) In the United Kingdom, employees may also report their concern anonymously the the Anonymous Whistleblowing Hotline:
 - Toll-free phone: 0800 333 362
 - Email: whistleblowing@vitality.co.uk



- c) In the United States, employees may report their concern to:
 - Email: Whistleblowing_VGI@Vitalitygroup.com
- d) Concerns raised anonymously may not be easy to investigate, because the reports often contain little information. Employees who elect to report anonymously are requested to include as much detail as possible in their report.
- e) The concern reported will be referred to relevant department in Discovery.
- f) The identity of the informant will not be disclosed to Discovery at any time.

2.2. Investigation process¹

- a) The head of the responsible department must consider all concerns brought to their attention and must decide whether or not to investigate the matter or to refer the matter to another area or body. This decision must be made as soon as possible, but within a reasonable timeframe (21 days, as required by regulation within South Africa, or any lesser time frame if so required by applicable legislation in other jurisdictions) from the date of the disclosure.
- b) Any concern referred to another department must be considered by that Department, based on the merits of the matter, to decide whether or not to investigate. This must happen as soon as possible, but also within a reasonable timeframe (21 days, as required by regulation within South Africa, or any lesser time frame if so required by applicable legislation in other jurisdictions) from the date that it was referred.
- c) The party responsible for considering a concern raised must acknowledge receipt of the disclosure in writing (unless the identity of the reporter is unknown) and must inform the reporter in writing of its decision. The decision can be one of the following:
 - i) To investigate the concern and, where possible, the timeframe within which the investigation will be completed;
 - ii) Not to investigate, and the reasons for such decision; or
 - iii) To refer the disclosure to another area or Department.
- d) Where the party referred to above is unable to make a decision within a reasonable timeframe (21 days, as required by regulation within South Africa, or any lesser time frame if so required by applicable legislation), they must notify the reporter of the fact. Regular updates (at intervals of not more than one month at a time) must also be provided to the reporter detailing the progress made in making a decision whether to investigate or not. All decisions on concerns must be finalised within six months from the date when it was reported.
- e) The reporter must be informed of the outcome of the investigation around any concern that they reported within 14 days of finalisation of the investigation.
- f) Depending on the nature and materiality of the concern, a formal investigation may be conducted by either external or internal parties or bodies.
- g) No communication needs to take place between the reporter and the responsible party referred to above when:
 - The identity and contact details of the reporter is unknown
 - If it is necessary to avoid prejudice to the prevention, detection or investigation of a criminal offence.
- h) If it becomes clear that a concern is a grievance or disciplinary issue, the concern will be referred to the Industrial Relations Department (IR) for further action.

¹ See section 3B of the Protected Disclosure Act 26 of 2000, as amended



2.3. Escalation and reporting of reported matters

- a) Where appropriate, the person to whom disclosure is made may escalate the concern to an appropriate body, person or department for investigation. The identity of the person making the disclosure will be treated with the strictest confidentiality at all times.
- b) The head of the South African Ethics department is responsible for reporting to the Group Executive Committee and the Social and Ethics Committee the concerns brought to their attention and the resolution thereof.
- c) The heads of the Ethics department (or equivalent) of subsidiaries is responsible for reporting to the relevant Executive Committee and board committee the concerns brought to their attention and the resolution thereof.

2.4. Protection afforded to the reporter

- a) Discovery is committed to protecting the rights of its employees who report valid concerns in good faith. All concerns reported, irrespective of the avenue used to report the concern, will be treated with the strictest confidentiality, subject to the relevant legal requirements. The identity of the reporter will not be disclosed without their prior consent.
- b) If the concern cannot be resolved without revealing the identity of the reporter, the person in charge of the investigation will consult with the reporter and agree on a way forward.
- c) Under no circumstances will the harassment, occupational detriment² or victimisation of a reporter be tolerated and disciplinary action will be initiated against any employee guilty of such conduct.
- d) Employees are responsible for reporting any knowledge that suggests that an employee is being subjected to occupational detriment by their employer.

2.5. Malicious actions by a reporter

- a) If a concern is reported in good faith, but due to the nature of the circumstances the concerns or allegations cannot be substantiated, or if they are proven to be incorrect, no action will be taken against the reporter.
- b) Mischievous, intentionally false and malicious reporting, or reporting done for personal gain or otherwise, will be viewed as misconduct on the part of the reporter. The reporter will not be protected in terms of this policy, and may be subject to disciplinary and/or legal action³.
- c) The protection described in this policy is not available to a reporter who reports information relating to their own misconduct.

2.6. Creating awareness of this policy

The Ethics Office (or equivalent in other jurisdictions) must ensure that appropriate controls and processes are in place to make all employees aware of:

- The existence of this policy; and
- The mechanisms available to employees to report matters they consider to be appropriate.

² As defined in the Protected Disclosures Act, this includes disciplinary action, dismissal, intimidation, forced transfer to another area, refused promotion, changes in employment terms, refusal to provide references, and threatening with civil or other legal action.

³ Section 9B of the Protected Disclosures Act 26 of 2000, as amended.



3. Compliance with this policy

Discovery views any non-compliance with this policy, as well as any non-compliance with its obligations in terms of legislation, in a serious light. Any deliberate action by an employee to contravene the policy will be subject to disciplinary action, which may lead to termination of employment.

Compliance with this policy will be monitored by the Ethics Office (or equivalent in other jurisdictions). Any breach of, or non-compliance with this policy, must be communicated to the policy owner as soon as reasonably practical. The policy owner, with input from key stakeholders, will consider the appropriate actions required. If agreement on the appropriate actions cannot be reached, the matter will be escalated to the chair of the Discovery Social and Ethics Committee (or equivalent in other jurisdictions). The chair of the Committee will decide whether the breach or non-compliance is sufficiently material to be escalated further, and if so, to which board, committee or person.

All instances of non-compliance with this policy will be included in the normal Social and Ethics Committee (or equivalent) reporting process.