

Whistle Blowing Policy

WHISTLE BLOWING POLICY | REVIEWED ON MARCH 2019

APPROVED BY: AUDIT COMMITTEE

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Whistle Blowing Policy

Whistle Blowing Policy	Issue No. 02	
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1. The Policy Statement

Raya Holding is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, Raya Holding expects and encourages employees who have concerns about any suspect misconduct or malpractice within Raya Holding to come forward and voice those concerns so that the Company is able to take appropriation and prompt actions.

While Raya Holding could not guarantee that the Company will handle the report in the way you might wish, depending on grounds and evidences of the reporting matters, the Company will endeavor to respond to your concerns fairly and properly. Report must not be for personal gain.

2. The Policy Objective

This policy is designed to enable all officers and employees of Raya Holding and its contractors and their staff to raise concerns internally and to report misconduct or malpractice without fear of suffering retribution and to put in place arrangements for the independent investigation of such concerns for appropriate follow-up action.

This policy aims to:

- provide a transparent and confidential process for dealings with concerns;
- provide avenues for employees to raise concerns and receive feedback on any action taken; and
- reassure employees that they will be protected from reprisals or victimization for whistleblowing in good faith.

It should be emphasized that this policy is intended to assist individuals who believe they have discovered misconduct or malpractice. It is not designed to question financial or business decisions taken by Raya Holding nor should it be used to deal with grievances or disciplinary matters.

3. Definitions

a) Whistleblowing

Whistleblowing could mean alerting the authorities to information which reasonably suggests there is serious malpractice, where that information is not otherwise known or readily apparent and where the person who discloses the information owes a duty (such as an employee's) to keep the information secret, provided that wherever practicable he or she should have first raised the matter to the company concerned.

b) Whistleblower

A person or entity making a protected disclosure about improper or illegal activities is commonly referred to as a whistleblower. Whistleblowers may be employees, vendors, contractors, customers or general public. The whistleblower's role is as a reporting party. They are not investigators or finders of fact, nor do they determine the appropriate corrective or remedial action that may be warranted.

c) Good Faith

Good faith is evident when the report 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, to be taken as being made in good faith, does not have to be proven to be true. Good faith is lacking when the disclosure is known to be malicious or false.

d) Misconduct and Malpractice

It is impossible to give an exhaustive list of the activities that constitute misconduct or malpractice but, broadly speaking, Raya Holding would expect you to report the following:

- A criminal offence;
- A failure to comply with any legal obligations;
- A miscarriage of justice;
- A financial impropriety;
- An action which endangers the health and safety of any individual;
- An action which causes damage to the environment;
- The deliberate concealment of information concerning any of the matters listed above.

While it is not expected to have absolute proof of the misconduct or malpractice being reported, the report should show the reasons for the concerns. If you make a report in good faith then, even if it is not confirmed by an investigation, your concern would be valued and appreciated.

4. Responsibility for Implementation of Policy

The Audit Committee of the Board has overall responsibility for this policy, but has delegated day-to-day responsibility for overseeing and implementing it to the HR Director and the Chief Executive Officer of the Company (the “CEO”).

Management must ensure that all employees feel able to raise concerns without fear of reprisals. All employees should ensure that they take steps to disclose any misconduct or malpractice of which they become aware.

5. Safeguards

a) Protection

This policy is designed to offer protection to individuals who make complaints in good faith. You will be treated fairly and justly and any matter will be taken seriously. The Group will not tolerate harassment or victimization of anyone raising a concern under this policy. Any complaint alleging harassment or victimization of an individual shall be received, reviewed and investigated in the same manner as any complaint alleging misconduct or malpractice. Any officer or employee who is found to have victimized or harassed an individual reporting suspected misconduct or malpractice will face disciplinary action.

If the complaint is not confirmed by subsequent investigation, no action will be taken against you unless it is found to have been raised frivolously, mischievously, maliciously or for personal gain which may result in disciplinary action against you. In making a complaint, you should exercise due care to ensure the accuracy of the information.

b) Confidentiality

Raya Holding will make every effort to keep your identity confidential. In order not to jeopardize the investigation, you should also keep the fact that you have filed a report, the nature of your concerns and the identity of those involved confidential.

There may be circumstances in which, because of the nature of the investigation, it will be necessary to disclose your identity. If such circumstances exist, Raya Holding will endeavor to inform you that your identity is likely to be disclosed. If it is necessary for you to participate in an investigation, the fact that you made the original disclosure will, so far as reasonably practicable, be kept confidential. However, it is also possible that your role as the whistleblower could still become apparent to third parties during investigation.

Equally, should an investigation lead to a criminal prosecution, it may become necessary for you to provide evidence or be interviewed by authorities. In these circumstances, Raya Holding will, once again, endeavor to discuss with you the implications for confidentiality.

c) Anonymous Report

Raya Holding respects that sometimes you may wish to file the report in confidence. However, an anonymous allegation will be much more difficult for us to follow up simply because the Company will not be able to obtain further information from you and make a proper assessment.

Raya Holding generally does not encourage anonymous reporting and encourage you to come forward with your concerns.

6. Raising a Complaint

You should raise your complaints in writing for the attention of the Group's HR Director, Amira El Ebrashy, at Raya Holding HQ, 26th of July St., Touristic Area, 6th Oct., 12568, Cairo, Egypt, by fax to +(202) 38276001 or by email to amira_elebrashy@rayacorp.com Or whistle_blowing@rayacorp.com. On receipt of your complaint, the HR Director shall refer the matter immediately to one of the following who will determine the appropriate course of action:

- Complaints relating to senior management and below to be referred to the Chief Executive Officer (CEO), who will be responsible for the commissioning of the investigation and decide on how the investigation will proceed; and
- Complaints relating to the CEO to be referred to the Audit Committee, whom will be responsible for the commissioning of the investigation and decide on how the investigation will proceed.

You are invited to set out the background and history of the complaint, giving names, dates, places and any relevant documentation, where possible. This will help the investigating officer to focus his investigation on the main issues quickly. Although you are not expected to prove the truth of an allegation, you need to demonstrate that there are sufficient grounds for real concerns.

If any officer or employee of Raya Holding receives through other channels complaints or concerns about misconduct or malpractice, they should promptly refer such complaints or concerns to the HR Director.

7. Investigation Procedures

Raya Holding will acknowledge receipt of your report within 7 working days confirming that:

- Your report has been received;
- The matter will be investigated; and
- Subject to legal constraint, you will be advised of the outcome in due course.

The HR Director will manage the report as follows:

- On receipt of a complaint, the Governance Director will arrange with you to complete the Whistleblowing Report Form (the "Form") per Annex I attached. The completed Form shall be passed as soon as is reasonably possible, to the CEO or Audit Committee, whichever appropriate, who will evaluate every report received to decide if a full investigation is necessary. If an investigation is warranted, an investigating officer will be appointed to look into the matter. The investigating officer must be an independent senior manager who has had no previous involvement in the issue.
- The HR Director shall maintain a Complaints Register for the purposes of recording details of all complaints received, including the date, the nature and the status of such complaint. The Complaints Register shall be available for inspection upon any request of the Audit Committee.
- Where the report discloses a possible criminal offence, Raya Holding will refer the matter to the audit committee. The audit committee, in consultation with our legal advisers, will decide if the matter should be referred to the authorities for further action.

As stated under the section 'Confidentiality', in most cases, Raya Holding will endeavor to discuss with you before referring a matter to the authorities. However, in some situations, the Company may have to refer the matter to the authorities without prior notice or consultation with you. Please note that once the matter is referred to the authorities, the Company will not be able to take further action on the matter, including advising you of the referral. The Company may be asked to provide more information during the course of the investigation.

The investigation report will be reviewed by the CEO.

Possible outcomes of the investigation:

- The allegation could not be substantiated;
- The allegation is substantiated with one or both of the following:

- Corrective action taken to ensure that the problem will not occur again;
- Disciplinary or appropriate action against the wrongdoer.

A final report, with recommendations for change (if appropriate), will be produced by the CEO or the Audit Committee, or the Board, whatever appropriate for actions.

You will receive in writing the outcome of the investigation. Because of legal constraints, Raya Holding will not be able to give you details of the action taken or a copy of the report.

Subject to the nature and complexity of the matter, the Company expects to complete the investigation and provide you with the outcome in soonest practicable.

If you are not satisfied with the outcome, you could raise the matter in confidence with the CEO / Audit Committee. You should make another report explaining why this is the case. If there is good reason, the Company will investigate into your concerns again.

For quick reference of the investigation procedures, please refer to the flow chart in Annex II

8. Monitoring the Policy and Procedures

The use and effectiveness of this whistleblowing policy will be monitored and reviewed regularly by the CEO / Audit Committee.

ANNEX I
Confidential

RAYA HOLDING SAE
WHISTLEBLOWING REPORT FORM

Raya Holding is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, the Company expects employees who have concerns about any suspected misconduct or malpractice within the Company to come forward and voice those concerns.

It is recognized that in most cases the person raising concerns will wish to be dealt with on a confidential basis. All reasonable efforts will therefore be made to avoid revealing the person's identity.

If you wish to make a written report, please use this report form.

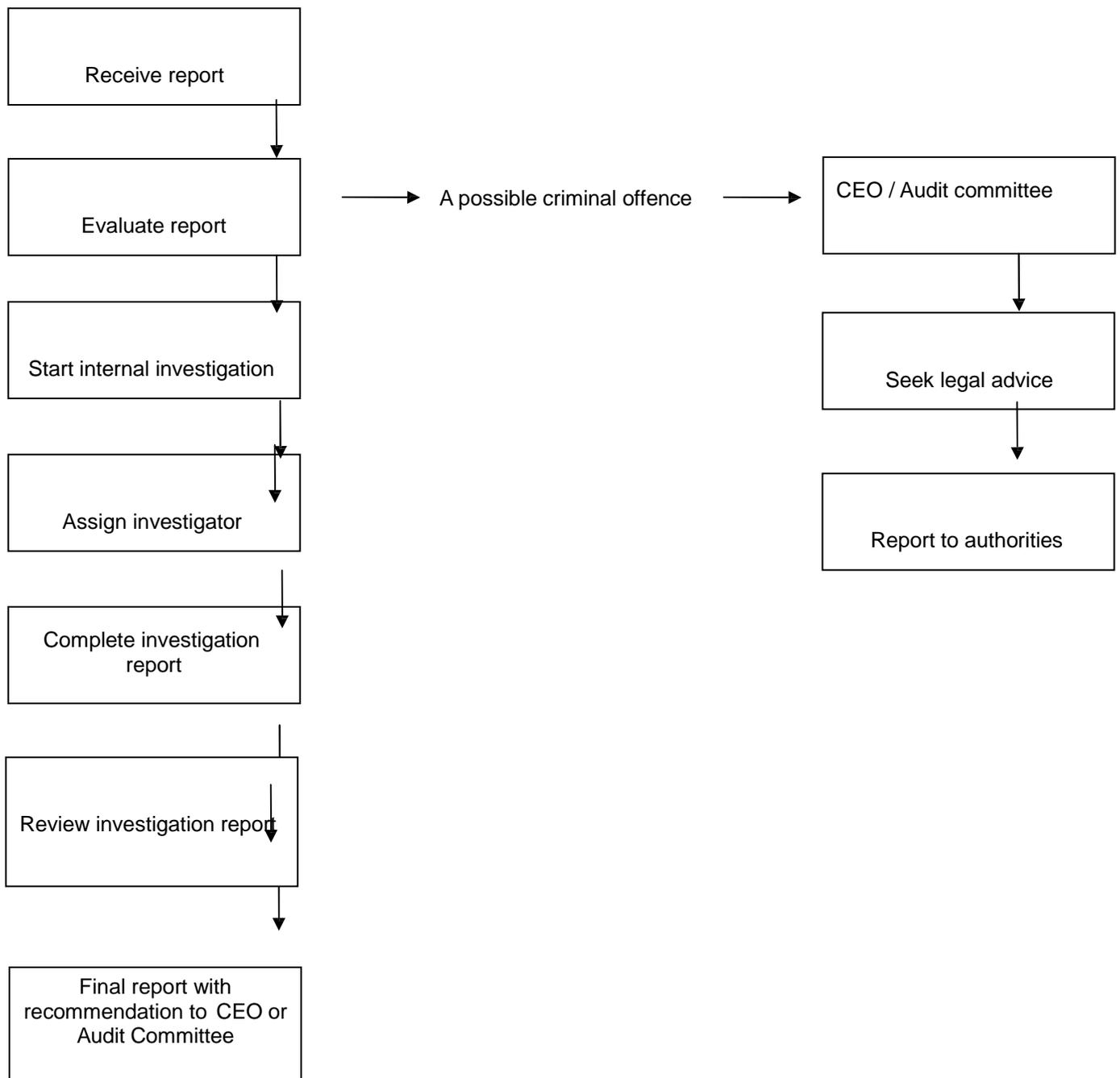
Once completed, this report becomes confidential.

<p>Your Name/Contact Telephone Number and Email</p> <p>Raya Holding encourages you to provide your name with this report. Concerns expressed anonymously are much less powerful but they will be considered as far as practicable.</p>	<p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p>Tel. No: _____</p> <p>Email: _____</p> <p>Date: _____</p>
<p>The names of those involved (if known):</p>	
<p>Details of concerns: Please provide full details of your concerns: names, dates, places, and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence.</p>	

Note: Please deliver this report to the **RH's HR Director, Amira El Ebrashy**, at **Raya Holding HQ, 26th of July St., Touristic Area, 6th Oct., 12568, Cairo, Egypt**, by fax to **+(202) 38276001** or by email to amira_elebrashy@rayacorp.com Or whistle_blowing@rayacorp.com.

ANNEX II

INVESTIGATION PROCEDURE FLOW CHART



Approval

Version	Prepared by	Reviewed by	Approved by	Review Date
2.1	Ahmed N. Hassan	Hazem Abdel Hady, CHRO	Audit Committee	March 2019