



Whistle Blowing Policy

March 2021

2021

1. INTRODUCTION

1.1. BACKGROUND

Commercial International Bank, Egypt (hereinafter “CIB” or “the Bank”) is committed to the highest levels of ethics and integrity in the way that we do business and takes very seriously any form of malpractice that is uncovered. Our Shared Values, Code of Conduct, and policies guide our everyday conduct. We acknowledge our professional responsibility to speak up and report unethical behavior. This Whistleblowing Policy (hereinafter “the Policy”) constitutes a key pillar in safeguarding the Bank’s integrity and reinforcing the culture of Compliance and Ethics through encouraging Whistleblowers to report without fear of reprimand or retribution.

This Policy has been developed in compliance to all applicable regulatory requirements including CBE Law#194 for the year 2020 and Corporate Governance Instructions stipulated in CBE circular# 95 dated 23rd of August, 2011. Unless expressly stated otherwise, all capitalized terms in the Policy have the meaning given to them in Section 5 “Definitions”.

1.2. PURPOSE

The purpose of this Policy is to establish the channels, tools and protection available to Eligible Whistleblowers (as defined in section 5 herein) who wish to raise concerns without fear of retaliation or reprimand. Whistleblowers should always feel supported if they attempt to raise any concerns of perceived Reportable Conduct (as defined in section 1.5 herein). To that end, this Policy establishes the procedures to make reports in a secure and confidential manner while feeling safe and protected in the knowledge that their identities will be safeguarded and that no detrimental action would be taken against them for having made such a report.

This policy also aims to transparently underpin the framework for receiving, handling and investigating reports. The framework established herein aims to ensure that all matters reported under this Policy are taken seriously, investigated thoroughly and proper course of action is always endeavored to be taken to bring these reports to closure. This Policy, as such, has the overarching objective of creating an environment that is secure and inspires trust where Whistleblowers are encouraged to speak up and cooperate in full.

1.3. DOING THE RIGHT THING

All CIBians “CIB Employees” are expected to comply with CIB Code of Conduct, CIB policies and procedures, professional standards, applicable laws and regulations. CIB Employees also have a responsibility to speak up when they suspect something does not look or feel right. Employees are encouraged to consider discussing matters with their trusted manager and/or superiors or to directly contact the CIB Head of Compliance and/or CIB WhistleBlowing Manager if they are in any doubt regarding making a report. However, an employee should always feel supported in raising their concerns directly without fear of retribution.

If a Whistleblower Report is made pursuant to this Policy, CIB has the responsibility to protect the Whistleblower, including not disclosing their identity (unless required by law) and making sure they are not subject to Detrimental Conduct.

1.4. WHO IS A WHISTLEBLOWER?

A Whistleblower is someone who discloses Reportable Conduct (as defined in Section 5) under this Policy. A Whistleblower can be a current or former Employee, customer or any other third party as is defined in Section 5.

1.5. GUIDING PRINCIPLES

The guiding principles of this Whistleblowing Policy are:

- Whistleblowers have a choice between a number of channels to make a Whistleblowing Report; in case the situation necessitates, they should have the ability to bypass the main channels for whistleblowing if these prove inappropriate;

- Detrimental Conduct is not tolerated – under no circumstances should a Whistleblower be subject to reprimand or retaliation for whistleblowing;
- Whistleblowers who report incidents in good faith must be protected and their identity must be safeguarded (as stipulated in Section 2.5 herein);
- All matters reported under this Policy shall be taken seriously and duly investigated, if they are confirmed all necessary steps shall be taken to identify appropriate remedies;
- The rights of individual implicated by a Whistleblowing Report shall be respected, whilst ensuring that they are treated fairly and ethically.

1.6. WHAT IS REPORTABLE CONDUCT

Reportable Conduct is confirmed or suspected current, previous or future incident(s) that a Whistleblower has reasonable grounds to suspect, in relation to CIB, is:

- a misconduct, improper or unethical behavior;
- a conduct that constitutes a contravention, failure to comply with, or breach of laws or other regulatory requirements;
- a failure to comply with, or breach of, CIB Code of Conduct; or
- a conduct that represents a danger to the public or the financial system.

Following is a non-exhaustive list of reportable conduct:

- Known or suspected misconduct or unethical behavior on the part of the Bank's employees, directors, partners and/or suppliers, including those who perform/attempt to perform/are suspected to have performed activities involving theft, embezzlement, fraud, self-dealing, bribery, alteration of Bank's records, dishonesty, breach of trust, intentional/negligent misuse of proprietary or client information or a serious breach of the Bank Policies, Bank secrecy, or anti-money laundering laws;
- Known or suspected incidents of actual or attempted bullying; any type of harassment sexual or otherwise; any type of intimidation, discrimination or abuse sexual or otherwise;
- Current, suspected or probable future internal or external fraud, money laundering or misappropriation of funds;
- Offering or accepting a bribe or a gift that is in breach of the Code of Conduct Policy;
- Acts against the Bank causing or could cause loss, potential loss or damage to the Bank's assets, image or reputation in any manner;
- Any knowledge of staff financial problems that may potentially cause their involvement in matters related to integrity, honesty and reliability;
- Any knowledge of a staff member holding a private Business; and/or working as a freelancer, consultant and lecturer without obtaining an appropriate approval.
- Any Knowledge of a staff member engaging in any business with CIB customer(s).
- Engaging in or threatening to engage in Detrimental Conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure;
- Any form of criminal activity or illegal conduct, such as theft, violence or threatened violence, and criminal damage against property;
- Any client activity that violates or potentially violates CBE and Banks Law#194 for year 2020, related Secrecy Chapter#9 of the mentioned law, CBE Regulations, and/or CIB policies or guidelines;
- Any attempted or effected transaction(s) from a client or a non-client through the Bank, which appears to have no legitimate purpose, differs from the standard methods, is out of pattern or is suggestive of money laundering;

- Non-routine or unjustified requests for client data of transaction information made by anyone or authority other than those permitted by law and justified by business need;
- Any information from the media or reliable sources that involves any staff or clients' reputation, integrity or financial status;
- Non-disclosure of conflict of interest, insider abuses or trading; and/or
- Attempts to conceal any of the above.

Reportable Conduct excludes personal work-related grievances which are reportable under the employee Human Resources policy. Personal work-related grievances refer to a report of behavior that has implications for the discloser personally and does not have significant implications for CIB or do not present any breaches of above mentioned policies or procedures. Examples include:

- an interpersonal conflict between WhistleBlower and another Employee, or
- a decision relating to a WhistleBlower's employment or engagement, such as a transfer, promotion, or disciplinary action.

Personal work-related grievances do not qualify for protection under the Whistleblower regulations or this Policy. However, if a WhistleBlower has reasonable grounds to believe that the source of their grievance is linked to any of the aforementioned reportable conduct, they should immediately report them and they will be investigated accordingly.

1.7. THIS POLICY, POLICY GOVERNANCE & COMPLIANCE

Hereinafter, this policy is made available to all current Employees internally on the bank intranet (internal website); and is also accessible to other eligible Whistleblowers on the CIB external website. Employees can seek additional information on the operation of this Policy and how a disclosure will be handled, without making a disclosure, by contacting the CIB WhistleBlowing Hotline, the designated CIB WhistleBlowing Manager, CIB Head of Compliance or sending an email to the WhistleBlowing (email to: CIB_Whistleblowing@cibeg.com) which is handled confidentially.

This Policy is owned by the CIB Compliance Group, is reviewed and updated annually, and shall be concurred by the Non-Financial Risks and Compliance Committee "NFRCC", Management Committee "ManCom", Board Audit Committee and finally approved by Board of Directors.

All CIB employees are expected to fully comply and adhere to this Policy and related policies as mentioned in the "Definitions" Section herein.

2. HOW IS A WHISTLEBLOWER REPORT MADE?

2.1. WHEN SHOULD A WHISTLEBLOWER REPORT BE MADE?

A Whistleblower is always encouraged, and has the responsibility to, report as and when they have reasonable ground to suspect “Reportable Conduct” as explained in Section 1 above. Before making a Report, a Whistleblower should have Reasonable Grounds to suspect Reportable Conduct. ‘Reasonable grounds to suspect’ is based on the objective judgement of the reasons for the suspicion. While a Whistleblower does not need to prove their allegations, they must be able to substantiate their suspicions. The presumption must be sufficiently specific and based on personal observations or documents (such as E-mails, reports, letters or photos). For example, hearsay or rumors are not sufficient and not a reasonable ground. In addition, the disclosure can still qualify for protection even if the disclosure turns out to be incorrect.

2.2. WHISTLEBLOWING CHANNELS

Once a WhistleBlower has Reasonable Grounds to suspect Reportable Conduct, they may use any of the below tools to report:

2.2.1. TRUSTED MANAGER/DEPARTMENT HEAD

Employees may raise their concerns to their trusted managers or department heads. However, employees should feel no obligation to go to their manager or supervisors first before deciding to report using any of the other available channel.

2.2.2. CHANNELS MANAGED BY CIB COMPLIANCE

The following channels are independently managed by the independent Compliance and should be used as the main channel to report:

- Dial CIB WhistleBlowing Hotline on (2220) for staff member or (+20237472220) for other Whistleblowers
- Send an email to (CIB.Whistleblowing@cibeg.com)
- Directly contact the CIB Head of Compliance and/or CIB Whistleblowing Manager (contacts available on CIB Directory)

2.2.3. ALTERNATIVE CHANNELS

If the use of the established reporting mechanisms is not appropriate in light of the circumstances or nature of the incidents (for instance, if there is a conflict of interest, the intended recipient of the report is personally implicated, or the authority initially alerted fails to take appropriate action), the member of staff may report the matter to the Chairman of the Bank, Bank Chief Executives, any of the members of the Management Committee, or any the Eligible Recipients as defined in Section 5 herein.

Whichever reporting channel that a Whistleblower may decide to use, the confidentiality and protection clauses of this policy will always apply. Worthy to mention that both the CIB Whistleblowing Hotline and the CIB Whistleblowing email are treated with strict confidentiality and are only accessible to CIB Head of Compliance and CIB Whistleblowing Manager.

It is the responsibility of the Eligible Recipient receiving the Whistleblowing report to observe the protection and other clauses of this Policy. It is also the responsibility of the Eligible Recipient receiving the report to make sure that people potentially involved in or incriminated by the report - no matter their seniority level and even if they are part of the Eligible Recipients - shall remain uninvolved, shall not impact the investigations or results thereof and shall be appropriately and duly investigated until the matter is brought to the appropriate closure.

In case a Whistleblowing Report potentially involves and/or incriminates a Member of the Bank’s Board of Directors, Chairman of the Board of Directors and/or the Bank Chief Executive Officer; matter shall immediately be reported to the Board Audit Committee. In case the report potentially involves and/or incriminates any of the members of the Board Audit Committee, matter shall immediately be escalated to the Chairman of the Board of Directors.

2.3. SELECTING THE APPROPRIATE CHANNEL

It is up to Whistleblower to select the most appropriate channel for reporting. However, a Whistleblower should always understand that investigating their matter adequately may necessitate the involvement of other stakeholders and Eligible Recipients. This shall always happen, in strictest confidence while observing the protection, confidentiality and other applicable clauses of this Policy.

2.4. WHAT SHOULD BE INCLUDED IN A WHISTLEBLOWER REPORT?

A WhistleBlower should provide as much detailed information as possible so that their report can be fully investigated. Some useful details include:

- Date, time and location;
- names of person(s) involved, their roles and business group;
- names of person(s) who may have additional information, their roles and business group;
- names of person(s) with whom the Reportable Conduct has been discussed or reported;
- Whistleblower's relationship with the person(s) involved if any;
- the general nature of the concern raised;
- how and when the WhistleBlower became aware of the issue;
- possible witnesses;
- WhistleBlower's name and contact details – these will be kept confidential (please refer to Identity Protection section herein); and
- any other information that a WhistleBlower may have to support the investigation.

2.5. SHOULD A REPORT BE MADE ANONYMOUSLY?

It is understandable that disclosures made under this policy may involve highly confidential and sensitive matters and that the whistleblower may prefer to make an anonymous disclosure; and if so, they will still be protected under this Policy. However, requiring complete anonymity may practically make it more difficult to investigate the issue or take the action required. When contacts are made available, the Bank can contact the WhistleBlower directly to discuss their concerns which will help investigate the Reportable Conduct more quickly and efficiently.

2.6. IDENTITY PROTECTION

Where a disclosure is made, the WhistleBlower's identity (or any information which could identify them) will only be shared where:

- they provide their consent; or
- CIB is required to do so by law.

However, a WhistleBlower should be aware that in certain circumstances their consent is not needed if:

- the information disclosed does not include their identity;
- all reasonable steps have been taken to reduce the risk of them being identified from the information; and
- it is reasonably necessary for investigating the issues raised in the Whistleblower Report.

3. WHAT PROTECTION WILL A WHISTLEBLOWER HAVE?

A Whistleblower Report must be made directly to an Eligible Recipient to qualify for protections under the Whistleblower Laws and this Policy. These protections include:

- Identity protection (please refer to section 2 above)
- Protection from Detriment

CIB is committed to taking all reasonable steps to protect Whistleblowers from Detriment as a result of making a report under this Policy.

3.1. DETRIMENTAL CONDUCT IS NOT TOLERATED

CIB does not tolerate any form of Detrimental Conduct taken by any person against the Whistleblower or any individuals who are involved in an investigation of a Whistleblower Report. Detrimental Conduct is defined as is defined as any action or threat of action which is unjustly detrimental to the whistleblower because of their report, including, but not limited to, harassment, discrimination and acts of vindictiveness, direct or indirect, that are recommended, threatened or taken against the whistleblower.

Examples of Detrimental Conduct may include, but are not limited to:

- Dismissal of an employee or alteration of an employee's position/ duties to their disadvantage, or negative performance feedback that is not reflective of actual performance harassment, intimidation, or bullying; and
- Threats to cause detriment.

Examples of actions that are not Detrimental Conduct may, for example, include:

- Managing a Whistleblower's unsatisfactory work performance, if the action is in line with CIB's performance management framework
- Administrative action that is reasonable to protect the Whistleblower from Detriment.

CIB takes all allegations of Detrimental Conduct very seriously. If WhistleBlowers believe that they are suffering Detriment, they should report it immediately and all appropriate steps will be taken in accordance with this and other applicable CIB policies. If a Whistleblower has experienced Detriment, they should use the channels illustrated in Sections 2.2 and 2.3 above.

3.2. FALSE OR MISLEADING DISCLOSURES

When making a disclosure, Whistleblowers are expected to make reports in Good Faith after having Reasonable Grounds (as defined in Section 2.1 herein) to suspect the information they are disclosing is true, but they will not be subject to a penalty on the sole grounds that their report turns out to be incorrect.

However, Whistleblowers should not make a report that they know is not true or is misleading. Staff members who make a report in bad faith, particularly if it is based knowingly on false or misleading information, shall not be protected under this Policy. This may be a breach of our Code of Conduct and will be considered a serious matter that may result in disciplinary action. There may also be legal consequences if a knowingly false report is made.

4. HOW WILL THE MATTER BE INVESTIGATED?

4.1. WHO WILL ASSESS OR INVESTIGATE THE MATTER?

Received Whistleblower Reports will be analyzed by the Whistleblowing Manager and Head of Compliance¹, who may engage as required other stakeholders such as Human Resources, Legal and/or others as mandated by the nature of the Whistleblower Report². This shall always happen, in strictest confidence while observing the protection, confidentiality and other applicable clauses of this Policy.

4.2. HOW WILL A WHISTLEBLOWER REPORT BE REVIEWED?

All Whistleblower Reports will be taken seriously by CIB. They will all be assessed carefully to determine whether an investigation is required. CIB Head of Compliance and/or CIB Whistleblowing Manager will have the right at their discretion to include other stakeholders in the investigation as required and in full compliance with other CIB policies and procedures. The outcome of the investigation will be duly reviewed and appropriate actions will be decided to respond to the matter.

While the particular circumstances of each Whistleblower Report may require different investigation steps, all investigations will:

- follow a fair process;
- be conducted as quickly and efficiently as the circumstances permit;
- determine whether there is enough evidence to substantiate the matters reported; and
- be independent of the person(s) concerned with the allegations.

Following are the main steps undertaken to review a Whistleblowing Report:

4.2.1. INTAKE & INITIAL REVIEW

Upon receiving the report, CIB Head of Compliance and/or CIB Whistleblowing Manager will be initially responsible for:

- receiving report from a Whistleblower and recording the preliminary information and ensuring information received systematically is addressed;
- assigning allegation type to reports; and
- assigning each disclosure to the appropriate investigation group.

In addition, the Eligible Recipient will assess each disclosure to determine whether:

- it qualifies for Whistleblowing under the terms of this policy; and
- a formal, in-depth investigation is required.

For reports determined to require additional research/investigation, Eligible Recipients will initiate steps to research.

4.2.2. RESEARCH

Research stage includes the below main activities following the determination of further research required:

- researching reports (to the extent possible without conducting interviews) and referring disclosures for investigation or closing case if no investigation is needed;
- establishing procedures, and practices related to researching disclosures and self-assurance for their group, including, at minimum, all requirements of this policy;
- ensuring disclosure information is captured and updated in EAP and properly validated according to this policy;

¹ Unless meeting the Exclusion definition in Section 2 above. In any such case, the roles assigned herein will be undertaken by one of the other Eligible Recipients as explained in Section 2.

² As mentioned in Section 2 above, immediate escalation to the Board Audit Committee is mandatory in case a Whistleblowing Report involves a Board Member, Chairman of the Bank and/or the Chief Executive Officer. In case the report involves any of the members of the Board Audit Committee, immediate escalation to the Chairman of the Board of Directors is mandatory.

- ensuring data confidentiality and adherence to appropriate access rights and data usage;
- escalating concerns and issues to other stakeholders as deemed appropriate/necessary;
- consulting with the Legal Department, Employee Relations, and other key stakeholders regarding the research of disclosures.

No report is to be determined an allegation or inconclusive unless the report and any underlying events and circumstances that led to the allegation are fully researched. If the research does not reach a satisfactory conclusion and an in depth review is required, investigation stage is to be initiated. This is then allocated to Conduct Operations to validate. If Conduct Operations determines an investigation is required, it must assign the case to an investigator.

4.2.3. INVESTIGATION

In case the initial review and/or research have deemed an investigation required, case should immediately be referred to the CIB Legal team. Procedures are to follow the CIB Internal Investigation Standard Operating Procedures while in full compliance with all confidentiality and protection of identity clauses will need to be observed at all times.

Selection of Eligible Recipients and/or Investigators will at all times observe:

- Removal of biases and any foreseen conflict of interest;
- Removal of any individual, no matter their seniority level, who may potentially interfere with the integrity of the process; and
- Removal of any and all Eligible Recipients and/or Investigators who may be involved or incriminated by the report;

All CIB employees, no matter their seniority level, are expected to fully and honestly cooperate at all times with investigations as is deemed required and must not interfere with the integrity of the process. Whistleblowers are also expected to cooperate fully and honestly with any research or investigative process.

4.2.4. DISPOSITION AND CASE CLOSURE

Once an investigation has been completed, the outcome of the investigation has to be documented with the appropriate outcome of “Substantiated,” “Unsubstantiated,” or “Inconclusive.” Relevant actions are required to be taken to address issues as outlined in the CIB Internal Investigation Standard Operating Procedures.

4.3. FAIR TREATMENT OF THE INDIVIDUALS MENTIONED IN THE WHISTLEBLOWER REPORT

The investigation process outlined in this Policy is also designed to allow fair treatment of any individuals mentioned in the disclosure; including but not limited to the following measures:

- Disclosures will be handled confidentially;
- Matters reported will be assessed and may be subject to an investigation;
- There will be a presumption of innocence until the outcome of the investigation is determined; and
- The purpose of the investigation is to determine whether there is enough evidence to substantiate the matters reported.

4.4. INVESTIGATION CLOSURE & REPORTING

After the investigation has been concluded following the standards and guidelines identified herein in this Policy, the WhistleBlowing Manager and Compliance Group Head will have the responsibility to manage the closure of the investigation as follows:

- To the extent possible inform the WhistleBlower with the results of their report and in case results cannot be declared, WhistleBlower is to be informed that their report has been closed;
- Communicate a WhistleBlowing Investigation Closure Report to the identified relevant stakeholders with the outcome and actions (if any); and
- Report all open and closed WhistleBlowing Reports to the Board Audit Committee on a quarterly basis and Board of Directors on an annual basis.

5. DEFINITIONS & GLOSSARY

Defined terms are capitalized (written in upper case initials) in this Policy. Those terms have the meaning given to them below.

Board	CIB Board of Directors and/or any of its representative committees
CIB	Commercial International Bank, Egypt
Detrimental Conduct	Detrimental Conduct is negative action taken against any person who, in good faith, makes a Whistleblower Report or assists or participates in an investigation of the disclosure and as a result suffers Detriment. Examples of Detriment can include, but are not limited to:
Detriment	<ul style="list-style-type: none"> • dismissal of an employee or alteration of an employee's position/ duties to their disadvantage, or • negative performance feedback that is not reflective of actual performance • harassment, intimidation, or bullying or • threats to cause detriment.
Eligible Recipient	<p>A person authorized under this policy. These include:</p> <ul style="list-style-type: none"> • Officers or senior managers of CIB; • Any person authorized by CIB to receive disclosures that qualify for protection. <p>For the purposes of this Policy, CIB authorizes the following people or roles as Eligible Recipients: <i>(CIB Whistleblowing Manager (WB Manager), CIB Head of Compliance, CIB Chief Executive Officer, CIB Chairman of the Board, Members of CIB Board of Directors Committees)</i></p> <p>Under this policy Eligible Recipient(s) are also authorized to receive a protected disclosure from a Whistleblower in relation to Detrimental Conduct. Eligible Recipients mentioned herein and are incidentally involved or potentially involved/incriminated in a Report shall be automatically revoked from the list of Eligible Recipients for the Report in question.</p>
Eligible Whistleblower	Certain individuals are eligible for protection as a Whistleblower under this Policy. These individuals include all current and former partners, directors, officers, company secretaries, Employees, secondees, contractors, suppliers (or their employee or subcontractor) and volunteers. It also applies to relatives, dependents or spouses of any of these people.
Employee	All employees of CIB under different types of employment contracts.
Willful Blindness	Occurs upon identifying a misconduct without reporting or taking any action on due time and is cause for disciplinary action under this policy.
Reportable Conduct	<p>Reportable Conduct is confirmed or suspected current, previous or future incident(s) that a WhistleBlower has reasonable grounds to suspect, in relation to CIB, is:</p> <ul style="list-style-type: none"> • a misconduct, improper or unethical behavior; • a conduct that constitutes a contravention or breach of laws or other regulatory requirements; • a failure to comply with, or breach of, legal or regulatory requirements; or • a conduct that represents a danger to the public or the financial system. <p>A non-exclusive list of examples and exclusions of Reportable Conduct is included in Section 1.5 of this Policy</p>
A Whistleblower	An Eligible Whistleblower who makes a disclosure of Reportable Conduct in the manner described in this policy.
A Whistleblower Report	A Reportable Conduct disclosure made by a Whistleblower that is being treated in accordance with this policy.

6. DOCUMENT VERSION CONTROL

Issue Date	Version	Change History
June 2012	1.0 Initial Version	
July 2018	2.0	
July 2019	3.0	Added the following statement: "The CCO and the Head of Corporate Governance and Code of Conduct will in turn provide the whistle-blower with feedback regarding the allegation if applicable."
March 2021	4.0	Full Policy Revision