BACKGROUND

Factories Corporation of Jamaica Ltd. (hereinafter called FCJ or the Corporation) is a private company limited by shares incorporated under the Companies Act of Jamaica 2004. The core business functions of FCJ is to provide real estate solutions for a variety of industries such as light manufacturing, agro-processing, warehousing and business process outsourcing. The Corporation is the largest provider of real estate in Jamaica with approximately 157,000 square meters and manages over one hundred facilities island-wide strategically situated, whether in close proximity to the island's ports, or commercial districts. The FCJ's mission is "*to satisfy customer needs and enhance national development by providing quality industrial and commercial spaces at a competitive rate".*

The Board of Directors of the Corporation is committed to maintaining good corporate governance and best practices by implementing policies to engender the highest levels of integrity, transparency and accountability in all its operations. To achieve this objective the Board has introduced this Protected Disclosures (Whistleblower) Policy (hereinafter referred to as the Policy). Accountability and transparency are key tenets of all governance systems and require an enabling mechanism for all individuals, directors and employees, to make disclosures in good faith about improper conduct regarding fraud, corruption or other improper activity that exposes FCJ, its directors, employees, clients, partners, tenants and the general public to risks. This Policy is therefore also aimed at facilitating prompt and full investigations into reports which are made in good faith and to address any complaint which allege acts or attempted acts of interference, intimidation or reprisal against directors, officers, employees and tenants who report, disclose or investigate such acts.

Therefore, all directors, officers and employees are encouraged to adhere to the procedures and guidelines specified in this Policy for reporting all allegations of suspected improper or illegal acts. This policy is developed on the principles of the Protected Disclosures Act, 2011 (hereinafter called "the Act") and is in line with FCJ Board Charter and related governance policies.

1. SCOPE OF POLICY

This Policy governs the reporting and investigation of suspected improper or illegal conduct as well as the protection offered to persons who are entitled to lodge reports. This Policy does not revoke or change FCJ's policies and procedures for reporting individual employee grievances or complaints relating to job performance, terms and conditions of employment or other related issues. The company's grievance procedures will be applicable for those circumstances.

FCJ has adopted this Policy to:

a) Cause violations or suspected violations to be disclosed before they can disrupt the operations of FCJ;
b) Promote a climate of accountability with respect to FCJ's resources, including its employees; and
c) To ensure that no one should feel or be intimidated for raising legitimate concerns.

The Policy is intended to be used for the purposes as set out in the Act i.e. the disclosure of improper conduct as defined in The Act.

2. POLICY PURPOSE

The general purpose of this Policy is intended to:

a) Encourage directors, officers, employees/individuals who wish to disclose good faith disclosure of Improper Conduct.

b) Describe the process that will be followed by FCJ in receiving, evaluating, investigating and resolving reports concerning whether an Improper Conduct has occurred, is occurring or is likely to occur.

c) Provide employees with protection from discrimination, retaliation, occupational detriment or harassment.

d) Encourage an atmosphere that allows employees/individuals to raise concerns, and/or to meet their obligations to disclose violations of law and serious breaches of conduct whether or not covered by FCJ policies.

3. KEY DEFINITIONS

For the purposes of this Policy:

Allegation means an unproved assertion against someone related to suspected wrongdoing.

Complaint means a formal allegation or expression of discontent, concern or suspicion submitted to the Designated Officer regarding any suspected violation, wrongdoing or presumed misconduct.

Complainant means the person who has submitted a formal complaint to the Designated Officer.

Disclosure means disclosure of information made by an employee, regarding any conduct of an employer of that employee or another employee of the employer, where the employee has a reasonable belief that the information disclosed shows or tends to show that improper conduct has occurred, is occurring or is likely to occur, and "disclose" shall be construed similarly;

Good faith means that the Whistleblower reasonably believes the transmitted information to be true.

Investigation means the process designed to gather and analyze information and to determine whether a violation has occurred and if so, the person or persons responsible. An Investigation is deemed to commence from the date of receipt of a complaint by the Designated Officer and ends only when the Designated Officer has made a determination in writing that it has ended.

Improper Conduct[1] means

a) Criminal offence;
b) Failure to carry out a legal obligation;
c) Conduct that is likely to result in a miscarriage of justice;
d) Conduct that is likely to threaten the health or safety of a person;
e) Conduct that is likely to threaten or damage the environment;
f) Conduct that shows gross mismanagement, impropriety or misconduct in the carrying out of any activity that involves the use of public funds;
g) Act of reprisal against or victimization of an employee;
h) Conduct that tends to show unfair discrimination on the basis of gender, race, place of origin, social class, colour, religion or political opinion; or
i) Wilful concealment of any act described in paragraphs (a) to (h);

Misconduct means the failure by any person to observe the rules of conduct or standards of behaviour as prescribed by FCJ and includes a breach of any act of retaliation against a Whistleblower whether such failure or act occurs within or outside of FCJ's premises.

Occupational Detriment means any act or omission that results in an employee, in relation to his employment, being–

a) Subject to disciplinary action;

[1] The definition of Improper Conduct was taken from the Protected Disclosures Act, 2011

b) dismissed, suspended, or demoted;
c) harassed, intimidated or victimized;
d) transferred against his will;
e) refused transfer or promotion;
f) subject to a term or condition of employment or retirement from employment, that is altered to his disadvantage;
g) provided with an adverse reference;
h) denied appointment to any employment, profession or office;
i) threatened with any of the actions specified in paragraphs (a) to (h); or
j) otherwise adversely affected in respect of his employment, profession or office, including employment opportunities and job security;

Designated Officer The individual who is appointed by FCJ Board for the purpose of receiving and undertaking investigations and reporting findings to the Board and/or the Designated Authority which is empowered under the Act to receive such reports.

Retaliation means any form of harassment, victimisation or other action taken against a Whistleblower by any person where it is suspected that such harassment, victimisation or other action is related to or undertaken in response to a complaint, submission, report or disclosure made by a Whistleblower through the Whistleblower System.

Violation means an abuse of any ethical principle, rule or standard of conduct applicable to staff and directors.

Whistleblower means any person who makes a complaint, submission, report or disclosure of a suspicion, concern, or allegation or provides any information concerning any violation with respect to FCJ's systems and operations or in any project or financing, in the knowledge or good faith belief that the complaint, submission, report or disclosure is true.

Whistleblower System means FCJ's processes, procedures and systems for secure receipt and handling of all complaints, submission, reports and disclosures from Whistleblowers and witnesses as provided for in this Policy and any procedures issued pursuant to this Policy.

Whistleblowing means the actions of a Whistleblower in making a complaint, submission, report or disclosure through the Whistleblower System.

4. THE WHISTLEBLOWER SYSTEM

FCJ shall provide a Whistleblower System which will be managed by the Designated Officer.

FCJ will encourage potential Whistleblowers to make confidential complaints, submissions, reports and disclosures through the Whistleblower System prior to, or instead of, any public complaints, reports, submissions or disclosures so as to provide the FCJ with the best opportunity promptly to investigate the matter alleged in the complaint.

5. WHISTLEBLOWER PROTECTION

Every Whistleblower making a complaint, submission, report or disclosure in good faith shall be entitled to confidentially, securely and discreetly disclose any suspected violation or misconduct, including an attempt to carry out such violation or misconduct and after the complaint, submission, report or disclosure, to benefit from protection against retaliation as provided for in this Policy.

Conduct suspected to be retaliation against a Whistleblower shall be treated as a separate act of Misconduct and may be investigated by the Designated Officer and/or the Human Resource Manager and sanctioned accordingly.

6. GOOD FAITH

All Complaints must be made in good faith.

Complainants who knowingly make unsubstantiated, intentionally incomplete (so as to withhold critical information), malicious or false allegations or allegations with reckless or negligent disregard for the truth shall not be protected by this Policy and may be treated as having committed a separate act of misconduct and may be investigated by the Designated Officer and sanctioned accordingly.

7. DUTY TO REPORT AND COOPERATE

Each member of Staff has a duty to promptly report to the Designated Officer and in any event not **later than one (1) month** after becoming aware of any suspected, actual or attempted violation or misconduct. Each such member of Staff is also expected to cooperate with the Designated Officer, to provide information in support of his/her report and generally to assist the Designated Officer in its investigation of the relevant suspected, actual or attempted violation or misconduct. Failure to make the report and/or cooperate may result in disciplinary actions.

All directors should report any misconduct to the Chairman of the Board for action.

Where the complaint and/or the report being made involves the conduct of the Designated Officer and/or the Chairman of the Board, the report should be made directly to the **Chairman of the Corporate Governance Committee**.

8. FORM OF COMPLAINTS

All complaints submitted to the Designated Officer through the Whistleblower System must as far as possible, identify the Complainant by name and provide relevant supporting information to enable the Designated Officer to adequately assess each allegation made in the complaint.

9. ANONYMOUS COMPLAINTS

To ensure appropriate attention and assessment the Designated Officer prefers to receive complaints in which the Complainant is named but will accept all complaints including anonymous complaints. Complainants are encouraged to make complaints and any related submissions, reports and disclosures in a manner that will facilitate an effective investigation. Complainants who choose to disclose anonymously are encouraged to provide in a timely manner, any information and supporting evidence in sufficient detail to enable the Designated Officer to responsibly pursue assessment of each allegation made in the complaint.

Anonymous complaints will be treated with the same degree of diligence as a complaint in which the Complainant has provided his/her name subject to the Designated Officer being satisfied that it can be supported based primarily on the:

a) Seriousness of the issue raised;
b) Credibility of the concern in the context of any other known facts; and
c) Likelihood of corroboration of the Complaint by other reliable sources.

10. QUESTIONS TO CONSIDER BEFORE USING THE WHISTLEBLOWER SYSTEM

An employee who reasonably and in good faith, believes that improper conduct has occurred, is likely to occur or is occurring, should make a disclosure to the Designated Officer as detailed in section 11 and 12 of this policy. Before making a disclosure, an employee should consider a number of factors, including but not limited to:

a) Is the situation of sufficient moral/legal/ethical importance to justify whistle blowing;
b) Do I have all the facts and have I properly understood their significance? The employee should therefore where necessary consult with FCJ approved policies and procedures where applicable to ensure that the conduct is improper;
c) Have all the internal channels and steps short of whistleblowing been exhausted?
d) What is the best way to blow the whistle?

e) What is my responsibility in view of my role within the organisation?

It must be understood that although FCJ wishes to encourage whistleblowing, it will not condone malicious of frivolous reporting or the unlawful use of this Policy to malign and bring into disrepute FCJ its employees and/or directors. An employee who makes a frivolous or malicious disclosure shall be subject to disciplinary action.

MAKING A DISCLOSURE

A disclosure may be made orally or in writing and may be made in person or anonymously. Where an employee has reason to believe that notwithstanding the provisions of this policy if he discloses the improper conduct to the Designated Officer:

a) He will be subject to occupational detriment; or
b) The evidence relating to the improper conduct will be concealed or destroyed; or
c) Action will not be taken in a timely fashion and in any event within 30 days after making the disclosure; or
d) A disclosure was made on a prior occasion to his/her employer or the Designated Officer and no action was taken within the 30 days.

The employee can then make a disclosure to the Designated Authority; the Integrity Commission.

To ensure that disclosures by employees do not result in occupational detriment, the Protected Disclosures Act provides for the protection of the disclosure information or any documents pertaining to the disclosures. As outlined in the Act any person who makes a protected disclosure, or receives, investigates or otherwise deals with this disclosure, shall not be liable in any civil or criminal proceedings, due to any of these actions[2] .

A disclosure however, is not protected if it is not made in good faith and if the employee making the disclosure commits an offense in making the disclosure.

11. DISCLOSURE INFORMATION

Any director, officer or employee who knows or suspects that an improper or illegal act which adversely affects the corporation or is contrary to the public intertest has been committed by a director, officer or employee shall make a report to the Designated officer. The Designated Officer appointed by the Board is the Senior Internal Auditor.

All reports of suspected improper or illegal acts shall, where reasonably practicable **should be made in** writing. However, where disclosure has been made orally, the information disclosed must be reproduced within 24 hours after the disclosure has been made.

The grounds on which the report is being made must be clearly stated to prove that the maker of the report is acting in good faith. Any individual who makes a report directly to the Designated Officer will be required to give the following information:

a) His or her name and position
b) The name of the persons who allegedly committed the improper act;
c) Details of the improper act which is being alleged, for example time, place etc.;
d) Particulars of any witnesses to the alleged conduct;

[2] Protected Disclosure Act (2011) Section 15

e) Details of any previous reports made in relation to the same improper conduct and the particulars of the person to whom the report was made; and
f) Any other information which is relevant for the purposes of investigating and determining the matter.

12. INVESTIGATION OF COMPLAINTS

All Complaints and/or reports received through the Whistleblower System shall be promptly handled, investigated by the Designated Officer. The Officer shall carry out his or her duties impartially and fairly notwithstanding the position, or length of service of the suspected wrongdoer.

After the report is received the Designated Officer shall take all reasonable steps to expedite the investigation by:

a) Formally acknowledging receipt of the report within 2 working days
b) Commencing preliminary investigation within 10 working days from receiving the report; and
c) Completing further investigations on the allegations contained in the report within 30 working days of receiving the report, or within such further time as is reasonably required to thoroughly investigate the matter, however, no investigation should exceed 60 working days from the time the report was received.

All employees will be required to fully support and cooperate with any investigation conducted in accordance with this Policy.

Following investigations, the Designated Officer shall prepare an account of his or her findings to be presented to FCJ Board and/or Designated Authority empowered under the Act. A report of the findings of the investigations shall only be made to the Designated Authority where the matter is one of public interest.

Where the report was given on a confidential basis, the Designated Officer shall not disclose the identity of the maker of the report to the Board unless the maker of the report expressly consents.

A record of all reports made in accordance with this Policy shall be prepared and maintained by the Designated Officer.

13. PROTECTION FROM RETALIATION

Any director, officer or employee who makes a report in accordance with the provisions of this Policy shall be protected from punishment, unfair treatment and other acts of reprisal, provided that:

a) The report is made in good faith; and

b) The person making the report reasonably believes that the information provided in the report is true.

However, where a report if deemed to have been made in bad faith the maker of the report shall be subject to disciplinary procedures and sanctions as the Board considers appropriate.

A Whistleblower who alleges to have suffered from Retaliation is required only to prove to the Designated Officer that in their reasonable belief their Whistleblowing was a factor in the subsequent action which action they reasonably believe to be the Retaliation. The burden of proof shall then shift to the management of FCJ to establish, that the same action believed by the Whistleblower to be a retaliation would have been taken (whether by itself or as part of a series of actions) if the Whistleblowing did not occur.

The provisions of this Policy will not protect any person who makes a report from the consequences of being involved in any improper conduct which has been reported.

14. CONFIDENTIALITY

The Designated Officer and FCJ Board shall protect with strict confidentiality, the substance of any information disclosed through the Whistleblower System including the identities of the Whistleblower and any witness, subject only to the following exceptions, when:

a) A Whistleblower or, where applicable, any witness has provided written permission to the Designated Officer and/or the FCJ to make the disclosure;
b) The Designated Officer determines that there is an imminent threat to public health, security or safety and after reasonable prior notice to the Whistleblower and any witness advises of his/her intention to make the disclosure; and
c) To protect the environment from substantial harm.

General information, related to use of the Whistleblower System, particularly basic numerical data like the number and origin of complaints received, may be published at any time by the Designated Officer and FCJ as appropriate and in accordance with FCJ's Board approval.

Any breach of confidentiality will be considered a serious contravention of this Policy which may result in the imposition of a sanction proportionate to the breach. Such sanction shall be determined by the Board.

Where, however, the Designated Officer is unable to properly investigate the matter without breaching the maker's right to confidentiality, the Designated Officer shall make a report to the Board immediately, for a determination to be made concerning the matter. Persons making a report on a confidential basis or anonymously may at any time choose to change the status of the report.

15. OVERSIGHT AND IMPLEMENTATION

The Designated Officer directly oversees this Policy and will report directly to the Chairman, Corporate Governance Committee on these matters. Management of FCJ bears primary responsibility for working with the Designated Officer to ensure effective staff training, implementation of, and adherence to, this Policy.

16. FREQUENTLY ASKED QUESTIONS:

What is the difference between whistleblowing and making a complaint?

- In practical terms, whistleblowing occurs when a worker raises a concern about danger or illegality that affects others (e.g. clients or their employer). The person blowing the whistle is usually not directly, personally affected by the danger or illegality. Consequently, the whistleblower rarely has a personal interest in the outcome of any investigation into their concerns. As a result, the whistleblower should not be expected to prove their case; rather he or she raises the concern so others can address it. This is different from a complaint. When someone complains, they are saying that they have personally been poorly treated. This poor treatment could involve a breach of their individual employment rights or bullying and the complainant is seeking redress or justice for themselves. The person making the complaint therefore has a vested interest in the outcome of the complaint, and, for this reason, is expected to be able to prove their case.

Can concerns be raised confidentially or anonymously?

- Yes. However, the best way to raise a concern is to do so openly. Openness makes it easier for the corporation to assess the issue, work out how to investigate the matter, understand any motive and get more information. An individual raises a concern confidentially if he or she gives his or her name on the condition that it is not revealed without their consent. An individual raises a concern anonymously if he or she does not give his or her name at all. Clearly, if the corporation does not know who provided the information, it is not possible to reassure or protect them.

What information should a whistleblower provide?

- Supporting evidence for the allegations, if available, is clearly helpful. However, the Policy does not require individuals to have evidence before reporting the matter, but it does say that the individual must reasonably believe the information is substantially true. Individuals should talk to the Designated Officer about their concern at the earliest opportunity rather than wait to collate any evidence.

What activity is covered under this Policy?

- This Policy covers all confidential complaints, submissions, reports and disclosures of suspected violations and misconduct related to the areas of Integrity, Ethics, Compliance, Accountability and Environmental and Social Safeguards that occur within any of the FCJ's internal and external activities, systems and operations.

17. POLICY REVIEW:

The Corporate Governance Committee (CGC) may commission a review of this Policy, within the first three (3) years of its operation and at least every two (2) years thereafter, or as necessary, to help ensure its effectiveness.

DOCUMENT CONTROL

REVISION HISTORY

Version	Description	Reviewed by	Date Reviewed
1	No amendments/ adjustments made	Corporate Governance Committee	March 2021
2	Reviewed and amended	Corporate Governance Committee	March 15, 2023
3	Reviewed and amended. The policy to be called by its correct name Protected Disclosures (Whistleblower) Policy. Staff to be trained in the policy every 12 – 18 months. Where reference is made to legislation, the most up-to-date and correct legislation is to be referenced.	Corporate Governance Committee	February 12, 2025

APPROVAL HISTORY

Version	Approved by	Date Approved	Date Effective
1	Board of Directors	March, 2019	May, 2019
2	Board of Directors	March 30, 2023	March 30, 2023

3	Board of Directors	May 1, 2025	May 1, 2025