



Private Infrastructure
Development Group
Pioneering infrastructure changing lives

Complaints and Whistleblowing Operating Policy

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¹ Including PIDG Trust, PIDG Ltd, GuarantCo, EAIF, ICF Debt Pool, InfraCo Asia, InfraCo Africa

1. Introduction

The Private Infrastructure Development Group is committed to conducting business responsibly, with honesty and integrity and to a high standard. However, all businesses and organisations face the risk of something going wrong or people behaving in ways which are not appropriate or acceptable.

PIDG (as defined below) wants to help resolve matters as quickly as possible and put things right where there are complaints about PIDG's standards and quality of service in its business relations.

Further, PIDG values and encourages any person to speak up and report where there are concerns about actual or suspected wrongdoing or misconduct in PIDG activities. This includes any actual or suspected breaches of the PIDG Code of Conduct including associated policies, procedures and standards and any applicable laws. Remaining silent about possible breaches or misconduct may worsen a situation and speaking up will enable concerns to be investigated and dealt with appropriately. This is integral to maintaining the trust of PIDG staff, projects and owners, as well as maintaining its reputation.

This document sets out PIDG's Complaints and Whistleblowing Operating Policy ("Policy") on reporting complaints or raising concerns about actual or suspected wrongdoing or misconduct as well as the standards that will be applied and our commitments to complainants and persons raising concerns. It also sets out PIDG's zero-tolerance approach to victimisation and retaliation and commitment to take reasonable steps to protect those who make a complaint or who speak up in good faith.

2. Scope of the Policy

2.1 Who is covered by the Policy?

This Policy applies to all activities undertaken by or on behalf of PIDG, and extends to:

- PIDG Trust and all PIDG Companies, i.e. Private Infrastructure Development Group Ltd ("PIDG Ltd"), Emerging Africa Infrastructure Fund, GuarantCo Ltd, InfraCo Africa, InfraCo Asia and Infrastructure Crisis Facility ICF Debt Pool LLP, ("PIDG");
- third party service providers responsible for delivering the core activities of a PIDG Company ("Service Providers"); and
- persons and entities which receive funding from PIDG, e.g. project companies supported by InfraCo Africa and InfraCo Asia, borrowers of EAIF and recipients of guarantees from GuarantCo ("PIDG Recipients").

Where PIDG's ability to control or direct Service Providers or PIDG Recipients to comply with this Policy is constrained by external factors all reasonable endeavours will be made to require compliance with this Policy or another policy consistent with the principles of this Policy.

2.2 Who can place reliance on this Policy?

Any person or entity affected by PIDG, any project in which a PIDG Company is the investor/lender/guarantor, including anyone acting for or on their behalf may make a complaint or raise a concern.

2.3 What issues can be raised?

This Policy covers:

- a) Complaints relating to a multitude of issues, e.g. poor service, low standards or quality, attitude of a staff member or community disturbance, e.g. noise.
The term “complainant” is used to describe someone making the complaint in such circumstances; the complainant will usually have a vested interest in proving his or her case and in the outcome.
- b) Concerns about risk, malpractice or wrongdoing in relation to PIDG activities which adversely affects the public interest, PIDG people (as defined below) or PIDG itself. This includes actual or suspected misconduct, any actual or suspected breaches of the PIDG Code of Conduct, PIDG Operating Policies and Procedures (including health, safety, environment and social (“HSES”) policies, standards and procedures) or any actual or suspected breaches of applicable laws and regulations.

Unless it is in the public interest, this Policy does not cover personal complaints or disputes about their own position, circumstances or treatment raised by any PIDG employee, executive and non-executive directors, committee members, agency workers, volunteers, interns, consultants and contractors (“PIDG People”). In such a case they should follow the internal grievance policy and procedures as set out in the relevant staff handbook, their engagement letter or contract.

3. Our Commitments

3.1 Complaints and Whistleblowing procedures

PIDG commits to establish clear procedures for complaints and whistleblowing to ensure that:

- reporting a complaint or raising a concern is as easy as possible for both PIDG People and third parties;
- the complaint or concern is dealt with promptly, politely and, when appropriate, confidentially;
- the complaint or concern is handled fairly, consistently, and appropriately; and
- lessons are learned from complaints and concerns raised and used to make improvements.

3.2 Independent channels for raising concerns

PIDG commits to provide access to independent channels to any person who wishes to raise a concern. This service will be independent of PIDG, enabling concerns to be reported in complete confidence, including anonymously if required.

PIDG will seek to ensure the service is provided by skilled professional staff with ability to communicate in local languages.

3.3 Protection for individuals raising concerns

PIDG commits to protect all individuals who raise a concern in good faith. In particular, individuals will not suffer detrimental treatment by PIDG as a result of raising a genuine concern.

PIDG will not tolerate any harassment, victimisation or detrimental treatment of an individual (including informal pressures) and will take appropriate action to protect individuals who raise a concern in good faith in accordance with PIDG policies and procedures and any applicable law.

Any threats or retaliation by PIDG People will be treated as a serious disciplinary offence which will be dealt with under relevant disciplinary rules and procedures. Appropriate action will be taken in respect of any threats or retaliation by other persons connected with PIDG, which may include termination of contract.

PIDG will also seek to protect third parties connected with the person raising a concern who could suffer retaliation, such as facilitators, colleagues, relatives, and legal entities that the reporting person owns, works for or is otherwise connected with.

Individuals may have additional protections provided by law, depending on where they are located. PIDG is committed to complying with the laws in place in all relevant jurisdictions to protect persons raising concerns (for example, in the UK, the Public Interest Disclosure Act protects “Workers” of a Company who provide information about certain “Protected Disclosures”) and requires an equivalent commitment from Service Providers and PIDG Recipients.

3.4 Confidentiality

PIDG commits to treat all complaints and concerns in confidence and will protect all personal data in accordance with the applicable data protection laws. Every effort will be made not to reveal the identity of the complainant or person raising a concern to the extent permitted by law. If it is necessary for anyone investigating the complaint or concern to know the individual’s identity, this will be discussed with the individual beforehand to the extent permitted by law or regulation.

Any person associated with PIDG will not take any steps to ascertain the identity of a person raising a concern anonymously under this Policy. Such action will be treated as a serious disciplinary offence.

3.5 No waiver of rights and remedies

PIDG will not, and will seek to ensure that Service Providers, PIDG Recipients and anyone acting on behalf of PIDG do not, waive or limit any legal rights or remedies available to any person in relation to the submission of a complaint or concern under this Policy or under any applicable legislation, whether by agreement, policy, term and condition of employment or other mechanism.

3.6 Communication and Training

PIDG commits to ensure this Policy and all related procedures will be made available to all PIDG Companies, Service Providers and PIDG Recipients using appropriate communication channels; that all PIDG People will receive appropriate training to ensure that they are fully aware of their rights and responsibilities under this Policy; and all PIDG managers will be fully briefed as to their role in supporting this Policy and the appropriate action to take in the event of any complaint being made or any concern being raised to them.

3.7 Record keeping

PIDG commits to keep adequate and relevant records which may include, but will not be limited to, investigation notes, meeting minutes and emails. The records will be kept in an organised and secure manner in accordance with applicable data protection legislation. Details of the report, the identity of the individual raising the concern, and anyone mentioned in the report will be kept confidential throughout and after the investigation and only shared on a need-to-know basis or as required by law or regulation.

4. Roles and Responsibilities

The Board of PIDG Ltd is responsible for approving this Policy following recommendation of PIDG Ltd's Audit Committee and is accountable to the PIDG Owners for the management of complaints and whistleblowing reports received by PIDG.

PIDG Ltd's Audit Committee is responsible for reviewing this Policy and approving the associated Whistleblowing Procedures, and for reviewing PIDG's compliance with the provisions of this Policy and the adequacy of PIDG's arrangements with respect to whistleblowing. The Audit Committee shall ensure escalation to the Board of PIDG Ltd and the PIDG Owners, as necessary.

PIDG Ltd's Risk Committee is responsible for approving the associated Complaints Procedures, and for reviewing PIDG's compliance with the provisions of this Policy and the adequacy of PIDG's arrangements with respect to complaints.

PIDG Ltd's Chief Risk Officer ("CRO") is responsible for the implementation of this Policy and its associated procedures. The CRO has overall responsibility for overseeing the investigation of all complaints and concerns, unless the concerns relate to the CRO. The CRO shall periodically report to the Audit Committee and Risk Committee of PIDG Ltd, as applicable, on the adequacy and effectiveness of the PIDG whistleblowing and complaints arrangements including details of the number, nature and status of whistleblowing concerns and complaints received.

Each PIDG Company shall appoint a complaints and whistleblowing champion with responsibility for providing guidance and information about this Policy and the procedures that are in place to make a complaint or raise a concern. Each PIDG Company shall also take reasonable steps to ensure that equivalent arrangements are put in place in respect of each Service Provider and PIDG Recipient (where appropriate) to ensure their compliance with this Policy.