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1. PURPOSE

All organisations face the risk of things going wrong or of malpractice/misconduct being carried out without knowledge of business leaders. Scott Bader takes malpractice very seriously and is committed to conducting our business with honesty and integrity. We expect all colleagues to maintain those high standards too. We encourage open communication from all those who work for Scott Bader and we want everyone to feel secure about raising disclosures.

All Colleagues have protection under **Whistleblowing** laws if they raise disclosures in the correct way; this policy is designed to give Colleagues that opportunity and protection. It does not matter if an individual who raises a disclosure is genuinely mistaken about it; Colleagues do not have to prove anything about the allegation, they are making but they must reasonably believe that the disclosure is made in the public interest and that the information they have demonstrated malpractice.

2. SCOPE

This policy applies to all Colleagues of Scott Bader. It does not, however, form part of any contract of employment and we may amend it at any time.

REFERENCES & ASSOCIATED DOCUMENTS

Doc. No.	Title	Access	Location

Access Key: O = Open (full group access)

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PROCEDURE:

3. DEFINITIONS

- 3.1 **Colleague** - for the purpose of this policy and procedure includes other individuals performing functions in relation to Scott Bader, such as agency workers and contractors. The terms colleague, worker, line manager and individual are used interchangeably within this policy and procedure.
- 3.2 **Investigation** – action taken by the **Investigator** looking into the truth of the disclosures made by the **Whistleblower** and the determination of any recommendations for disciplinary action against any wrongdoer and/or wider change within Scott Bader.
- 3.3 **Investigator** - the person, or persons, appointed by the **Whistleblowing Disclosure Team** to undertake a confidential **Investigation**, who may be:
- Member of any of the Group Board, Group Leadership Team, Commonwealth Board, Members Assembly, or
 - Scott Bader Compliance, HR or Legal professional,
 - Scott Bader Site Director; or
 - Independent professional external person or body; or
 - Any combination of the above.
- 3.4 **Whistleblower** – the person who makes the **Whistleblowing** disclosure
- 3.5 **Whistleblowing Disclosure Team**- Group Legal Counsel & Company Secretary, Group HR Director, Group Control and Compliance Manager and a Commonwealth Board Director.
- 3.6 **Disclosure** - is the term used when a Colleague passes on information concerning wrongdoing. In this guidance, we call that “making a disclosure” or “blowing the whistle”. The wrongdoing will typically (although not necessarily) be something they have witnessed at work. To be covered by Whistleblowing law, a worker who makes a disclosure must reasonably believe two things. The first is that they are acting in the public interest; this means in particular that personal grievances and complaints are not usually covered by Whistleblowing law. The second thing that a Colleague must reasonably believe is that the disclosure tends to show past, present or likely future wrongdoing falling into one or more of the following categories:
- criminal offences (this may include, for example, types of financial impropriety such as fraud)
 - failure to comply with an obligation set out in law
 - miscarriages of justice
 - endangering of someone’s health and safety
 - damage to the environment
 - covering up wrongdoing in the above categories.

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4. GENERAL GUIDELINES

4.1 Principles

Scott Bader is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, we expect Colleagues, and others that we deal with, who have serious disclosures about any aspect of Scott Bader’s activities to come forward and voice those disclosures. Colleagues should be watchful for illegal or unethical conduct and report anything of that nature that they become aware of. Through this policy Scott Bader encourages all Colleagues to raise disclosures that they may have about the conduct and behaviours of others in the business or the way in which the business is run.

This policy does not set out the procedure that applies to general “grievances”. If a Colleague is concerned or has a complaint about their own personal circumstances (e.g. that his/her own contract has been, or is likely to be, broken) then the local Scott Bader Grievance Procedure should be used.

4.2 Our Guarantee

Scott Bader is committed to the principles set out in this policy. If you use this policy to raise a disclosure, we give you our assurance that you will not suffer any form of retribution or detrimental treatment. We will treat your disclosure seriously and act according to this policy.

If you ask for a matter to be treated in confidence, we will respect this request and, unless the law requires otherwise, will only make disclosures to third parties or other Colleagues with your consent.

4.3 Protection and support for those raising disclosures

Scott Bader is committed to good practice and high standards and to being supportive to Colleagues who raise genuine Disclosures under this policy, even if they turn out to be mistaken.

Any individual raising a genuine disclosure must not suffer any detriment because of doing so. If you believe that you have suffered such treatment, you should immediately inform any member of the **Whistleblowing Disclosure Team**. If the matter is not dealt with to your satisfaction, you should raise it formally using local Scott Bader’s Grievance Procedure

No Colleague must threaten or retaliate against any Colleague who has raised a disclosure under this Whistleblower Policy and we will not tolerate any such harassment or victimisation. Any Colleague involved in such conduct may be subject to disciplinary action and may potentially be liable to a claim for compensation brought against them personally.

An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any disclosure, even by a person in authority such as a manager, Colleagues should not agree to

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remain silent. They should report the matter to any member of the **Whistleblowing Disclosure Team**.

However, to ensure the protection of all our Colleagues, those who raise a disclosure frivolously, maliciously and/or for personal gain and/or make an allegation they do not reasonably believe to be true and/or made in the public interest will also be liable to disciplinary action.

Whistleblowing disclosures will be reported to the Chair of the Audit Committee, who is a senior independent, non-executive Director, who, along with the Audit Committee, oversees the application of this policy on behalf of the Group Board.

5. DISCLOSURE INVESTIGATION

5.1 Scope

This procedure applies to, but is not limited to, the reporting of suspected malpractice, wrongdoing or dangers in relation to the activities Scott Bader undertakes. The kinds of malpractice, wrongdoing or dangers covered by this policy include:

- Criminal offences, including those in relation to bribery and corruption and tax evasion facilitation;
- Miscarriages of justice;
- Danger to the health and safety of any individual;
- Breach of any legal, compliance or professional obligation, including those in relation to bribery and corruption and tax evasion facilitation;
- Sexual, physical or verbal abuse, or bullying or intimidation of Colleagues, customers or service users;
- Abuse of authority;
- Damage to the environment;
- Other unethical conduct (especially breach of Group Code of Business Standards);
- Deliberately concealing any of the above.

5.2 Making a Whistleblower Disclosure

- (1) In the first instance, any **Disclosure** should normally be raised with the Colleague's immediate line manager. If the **Whistleblower** believes their immediate line manager to be involved, or for any reason does not wish to approach the immediate line manager, then the **Whistleblower** should proceed straight to stage (2) or stage (3) below for anonymous **Disclosure**.
- (2) If the **Whistleblower** is concerned that their immediate line manager is involved in the wrongdoing, has failed to make a proper investigation or has failed to report the outcome of the **Disclosure** to the **Whistleblowing Disclosure Team**, the **Whistleblower** may then make a **Disclosure** directly to any member of the **Whistleblowing Disclosure Team**.

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- (3) This procedure encourages **Whistleblowers** to put their name to a **Disclosure** wherever possible as anonymous **Disclosures** may often be difficult to substantiate/prove. However, if the **Whistleblower** does not wish to approach either of their immediate line manager or the **Whistleblowing Disclosure Team**, they can raise their anonymous disclosure directly through the **Whistleblowing Hotline** that is operated by an external service provider Safecall www.safecall.co.uk/report . Please refer to Appendix 1 for description of the service and the relevant contact details.
- (4) Whether a written or oral **Disclosure** is made, it is important that relevant information is provided including:
- The name of the person making the disclosure and a contact point (if not anonymous).
 - The background and history of the disclosure (giving relevant dates and names and positions of those who may be in a position to have contributed to the disclosure);
- The specific reason for the disclosure and why it is believed to be true

5.3 Action on Receipt of a Disclosure

- (1) The immediate line manager, or the **Whistleblowing Disclosure Team**, will record details of the disclosure gathering as much information as possible, (within 5 working days of receipt of the allegation) including:
- The record of the **Disclosure**;
 - The acknowledgement of the **Disclosure**;
 - Any documents supplied by the **Whistleblower**
- (2) They will ask the **Whistleblower** for their preferred means of communication and contact details and use these for all communications with the **Whistleblower** to preserve confidentiality.
- (3) The immediate line manager, when they have received a **Disclosure**, will immediately pass the issue and all gathered information to the Whistleblowing **Disclosure Team**.
- (4) Following receipt of the **Disclosure**, the **Whistleblowing Disclosure Team** will assign an **Investigator** and inform the Chair of the Audit Committee of the **Disclosure** raised and provide an outline of any investigation to be undertaken.
- (5) Any **Investigation** will be carried out in accordance with the principles set out above. The **Whistleblower 's** statement will be considered, and they may be asked for further information about the disclosure raised, either at this meeting or at a later stage.
- (6) The **Investigation** should be finalised within 28 days from the date of disclosure or, if this is not possible, the **Whistleblower** will be informed about the reason for the delay and the likely date for concluding the investigation.
- (7) The **Investigator** may seek support and guidance, as they see fit, in carrying out the Investigation from any of:
- Commonwealth Board Director;

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- Members Assembly Member;
- Group Board Non-Executive Director (save for the Chair of the Audit Committee)
- Group Legal Counsel and Company Secretary;
- Group HR Department
- External professional services

with prior notice to the **Whistleblowing Disclosure Team** who will arrange and facilitate the obtaining of such support and advice and ensure that the confidentiality of the **Whistleblower** is maintained.

- (8) If the **Disclosure** indicates and/or the **Investigator** finds that there may be any apparent or actual conflict of interest for a Group Leadership Team member, an independent external professional services advisor will be added to the **Investigation** team in any event.
- (9) The Investigator will make recommendations as to necessary actions to the **Whistleblowing Disclosure Team**, via the Group Legal Counsel & Company Secretary, who will also inform the Chair of the Audit Committee. The **Whistleblowing Disclosure Team** will report to the Group Leadership Team (save in circumstances where there is a potential conflict of interest when the report will be made to the Audit Committee), ensuring that confidentiality is maintained.
- (10) The Group Leadership Team will endorse the **Investigator's** recommendations unless the Group Leadership Team, acting reasonably and objectively, consider the **Investigator's** recommendations to be insufficient and/or incorrect. It can then ask the Investigator to address its concerns and revise the recommendations (should that be considered appropriate). The Group Leadership Team may instruct the **Whistleblowing Disclosure Team** to take any necessary action and also report to any appropriate government department or regulatory agency based upon the **Investigator's** recommendations.
- (11) If disciplinary action is required, the **Investigator** will report the matter to the Human Resources Department and start the disciplinary procedure, which may include suspension of any Colleague where it is in the best interests of any Colleague and/or Scott Bader. Where suspension is proposed it will be determined in accordance with the local Scott Bader Grievance Procedure and notified to the Chair of Audit Committee prior to the suspension taking place.
- (12) The **Whistleblower** will be kept informed of the progress of the investigation carried out and when it is completed and give you an indication of timings for any actions or next steps that Scott Bader will take, but we cannot inform the **Whistleblower** of any matters which would infringe any duty of confidentiality owed to others.

5.4 Further actions and reporting

If on conclusion of the above stages the **Whistleblower** reasonably believes that the appropriate action has not been taken, they can issue an appeal to the Chair of the Audit Committee who will

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review the disclosure and the conclusions of the process then issue an opinion. This does not preclude the **Whistleblower** from reporting the matter to a relevant external authority in their respective country/jurisdiction.

5.5 Monitoring

A confidential Register will be maintained by the Group Control and Compliance Manager reporting the following details:

- The name and status (e.g. Colleague) of the Whistleblower;
- The date on which the disclosure was received;
- The nature of the disclosure;
- Details of the person who received the disclosure;
- Whether the disclosure is to be investigated and, if yes, by whom;
- The outcome of the investigation;
- Any other relevant details.

The Register will be confidential and only available for inspection by the Chair of the Audit Committee and the Group Legal Counsel & Company Secretary.

The Group Legal Counsel & Company Secretary will report annually to the Audit Committee on the operation of this Policy and Procedure and on the **Disclosures** made during the period covered by the report. The report will be in a form which does not identify any **Whistleblowers**.

6. DOCUMENT CONTROL

Approving Manager	Approval Date
Group Board [Note: approval of this policy is delegated to the Audit Committee and ratified by the Group Board, which has sole authority to approve. The GMB is consulted, on each occasion the policy is updated]	

Revision Date	Description of Change	Revision approved by
Original Version July 2012	First issue	Original Version July 2012
Draft 2 December 2013	Review and amendments following Shoosmiths legal update – October 2013	Draft 2 December 2013
Final & Approved		Final & Approved

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Draft 3 – May 2014	Amendments to 1.3, 2.3, 4(2) and 4(3) from Members Assembly	Draft 3 – May 2014
Final & Approved	Approval on 22 July 2014 Members Assembly	Final & Approved
Update March 2019	Amendments to formatting and points 2.2 and 2.3	Approved by Audit Committee on 17 July 2019 and the Members Assembly on 11 September 2019
Update October 2019	Replacement of Group Executive with Group Leadership Team	N/A
Update November 2020	Procedure update due to implementation of the external Whistleblowing Hotline Adjustment to new template Replacement of Group CFO with Group Legal Counsel & Company Secretary	Audit Committee – 18 November 2020 Members Assembly – 26 November 2020
Update March 2022	Clarification on reporting requirements to Audit Committee Chair (section 5.3) Simplification of wording and inclusion of definitions. Replacement of Group Leadership Team with Whistleblower Disclosure Team General Procedure Update	Group Board – 31 March 2022 Audit Committee – 30 March 2022 Global Members Board Assembly – 30 June 2022

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APPENDIX 1

WHISTLEBLOWING HOTLINE

Who operates the Whistleblowing hotline?

The Whistleblowing Hotline is operated by Safecall, which is a completely independent company that operates a confidential reporting service for many global businesses and is available 24 hours a day and staffed by highly skilled professional call handlers. Safecall's offices are based in the UK and you can reach them 24/7 365 days of the year via the Freephone numbers listed below.

How does the Whistleblowing hotline work?

There are two main ways you can contact Safecall, by Freephone telephone or send a report via Safecall's website, see below for details. When you contact Safecall by telephone you will be asked by the call handler to explain your disclosure in as much detail as possible. During this time, he or she will take notes and may ask you questions based on the account you give.

Can I remain anonymous?

Yes. If you do not tell Safecall who you are they will not know your identity. Even if you make a mistake and accidentally tell Safecall your name they will not pass it on. Also, Safecall do not audio record any of the calls to help protect the identity of anonymous callers.

What can be reported?

The service is available to receive reports including: Fraud, Security, Health and Safety, Data Breaches, Bullying, Bribery, Corruption, Dishonesty, Harassment, Victimisation or any other issue that you feel is unacceptable in the workplace.

Who will receive my report?

The report is initially sent to the Group Legal Counsel & Company Secretary and Group Control and Compliance Manager, who will assign the Investigator.

How to contact Safecall?

Via internet www.safecall.co.uk/report

Via phone

Country	Number
Australia	1 800 312 928
Canada	1 877 599 8073
China (Unicom/Netcom)	10800 744 0605
China (Telecom)	10800 440 0682
Croatia	0 800 222 847
Czech Republic	00 800 72332255
France	00 800 72332255
Germany	00 800 72332255
Ireland	1 800 812 740

Country	Number
Japan	0120 921 067
Poland	00 800 7233 2255
South Africa	0 800 990 243
Spain	00 800 7233 2255
Sweden	0 850 252 122
UAE	8000 441 3376
UK	0 800 915 1571
USA	1 866 901 3295

All numbers are available at www.safecall.co.uk/freephone

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