

WHISTLEBLOWING POLICY

1. Introduction and purpose

- 1.1 We are committed to conducting our business with honesty and integrity, and we expect all employees and consultants to maintain high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur.
- 1.2 The purpose of this policy is to provide guidance to those who work for or with the Shaftesbury Capital group, who may feel that they need to raise certain issues relating to Shaftesbury Capital with someone in confidence. Employees and consultants are encouraged to raise concerns at the earliest possible stage, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.
- 1.3 This policy follows the guidance provided on the Public Interest Disclosure Act 1998 (PIDA). PIDA encourages employees to raise any concerns internally in the first instance.
- 1.4 This policy does not form part of any employee's contract of employment or consultant's terms of appointment and it may be amended at any time.

2. Scope

- 2.1 This policy applies to all individuals working for Shaftesbury Capital at all levels, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), trainees, secondees, casual workers and agency staff (including in-house employees of outsourced service providers), volunteers and interns and to all consultants, contractors, suppliers, agents, service providers and other similar third parties (collectively referred to as 'consultants' in this policy).

3. What is Whistleblowing?

- 3.1 Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers in relation to our business. This may include:
 - a) bribery, fraud, facilitating tax evasion or other criminal activity;
 - b) failure to comply with a legal obligation or regulatory requirements including, but not limited to, breach of data protection law, harassment, discrimination or bullying;
 - c) miscarriages of justice;
 - d) health and safety risks;
 - e) damage to the environment;
 - f) conduct likely to damage our reputation or financial well-being;
 - g) abuse of our company property;
 - h) financial fraud or impropriety;
 - i) modern slavery or human trafficking within Shaftesbury Capital or its supply chains;
 - j) unauthorised disclosure of confidential information;
 - k) negligence;
 - l) breach of internal policies;
 - m) the deliberate concealment of any of the above matters; or
 - n) any other serious business concerns
- 3.2 This list is an indication of the forms of wrongdoing or dangers at work which may cause concern but is not exhaustive.

- 3.3 A **whistleblower** is a person who raises a genuine concern, disclosure of which the person reasonably believes is in the public interest to any of the above. If you have any genuine concerns related to suspected wrongdoing or danger affecting any of Shaftesbury Capital's activities (a **Whistleblowing concern**) you should report it under this policy.
- 3.4 If you are uncertain whether something is within the scope of this policy you should seek advice from the General Counsel, Company Secretary or Protect, the independent Whistleblowing charity, who offer a confidential helpline. Their contact details can be found at the end of this policy, at section 12.

4. What concerns are outside the scope of this policy?

- 4.1 This policy should not be used by employees for complaints relating to your own personal circumstances, such as the way you have been treated at work or the terms and conditions of your employment. In those cases employees should use our Grievance Procedure or Anti-harassment and Bullying Policy as appropriate.
- 4.2 If employees have any concerns relating to the business of Shaftesbury Capital which you think we should be aware of but which are not covered by this policy or the grievance or Anti-harassment and bullying policies, you should feel free to raise them with HR.

5. How to raise a Whistleblowing concern

- 5.1 We hope that in many cases you will be able to raise any concerns with your Head of Department (or, in the case of consultants, your Shaftesbury Capital contact). You may tell them in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively. In some cases, they may refer the matter to the General Counsel or Company Secretary.
- 5.2 Where the matter is more serious, or you feel that your Head of Department (or, in the case of consultants, your Shaftesbury Capital contact) has not addressed your concern, or you prefer not to raise it with them for any reason, you can contact one of the following:
- General Counsel
 - Company Secretary
 - Safecall, our confidential external whistleblowing hotline; or
 - The Chair of the Audit Committee
- 5.3 Contact details can be found at the end of this policy, at section 12.
- 5.4 Reports to the confidential hotline are received by the General Counsel and Company Secretary or, where appropriate another senior employee.
- 5.5 If you have a personal interest in the matter, you should inform Shaftesbury Capital of this at the outset. If your concern falls more properly within the grievance or another procedure you will be informed, and your concerns will be investigated under that process.
- 5.6 We will arrange a meeting with you as soon as possible to discuss your concern. You may bring a colleague or union representative to any meetings under this policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.
- 5.7 We will prepare a written summary of your concern and any facts you have provided and provide you with a copy after the meeting. We will also aim to give you an indication of how we propose to deal with the matter.

6. Confidentiality

- 6.1 We hope that you will feel able to voice Whistleblowing concerns openly under this policy. However, if you want to raise your concern confidentially, we will make every effort to keep your identity secret. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you.

- 6.2 We do not encourage anonymous disclosures. Proper investigation may be more difficult or impossible if we cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible and in the public interest. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to their Head of Department or, in the case of consultants, to your Shaftesbury Capital contact (or in either case to one of the other contact points listed above) and appropriate measures can then be taken to preserve confidentiality. If you are in any doubt you can seek advice from Protect, the independent Whistleblowing charity, who offer a confidential helpline. Their contact details can be found at the end of this policy, at section 12.

7. Raising concerns externally (exceptional cases)

- 7.1 This policy provides an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally.
- 7.2 The law recognises that in some circumstances it may be appropriate for you to report your concerns to a responsible external body such as a regulator. It will very rarely, if ever, be appropriate to alert the media. If you are considering reporting a concern to any party other than Shaftesbury Capital or Safecall, we strongly encourage you to seek advice before doing so. Protect, the independent Whistleblowing charity, offer a confidential helpline. They also have a list of prescribed regulators for reporting certain types of concern. Their contact details can be found at the end of this policy, at section 12.
- 7.3 Whistleblowing concerns usually relate to the conduct of our employees, but they may sometimes relate to the actions of a third party, such as a customer, supplier or another consultant. In some circumstances the law will protect you if you raise a concern, disclosure of which is in the public interest, with a third party, where you reasonably believe it relates mainly to their actions or something that is legally their responsibility. However, we encourage you to report such concerns internally first. You should contact your Head of Department (or, in the case of a consultant, your Shaftesbury Capital contact) or one of the other contacts listed above for guidance.

8. Investigation and outcome

- 8.1 Once you have raised a concern, we will carry out an initial assessment to determine the scope of any investigation. The investigation will be conducted as sensitively and efficiently as possible. This assessment will be undertaken by independent individuals, which may include the Head of HR, General Counsel or Company Secretary, and a report received by an appropriate Executive Director. We will tell you how long we expect the investigation to take and its likely timescale. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential. We will inform you of the outcome of our assessment. Employees may be required, and consultants may be asked, to attend additional meetings in order to provide further information.
- 8.2 In some cases we may appoint an investigator or team of investigators including employees with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable us to minimise the risk of future wrongdoing.
- 8.3 If we conclude that an employee or a consultant has made false allegations maliciously, in bad faith or with a view to personal gain, the employee will be subject to disciplinary action and that consultant may have their engagement terminated.
- 8.4 In some instances, it might be necessary to refer the matter to an external authority for further investigation, such as the Police.
- 8.5 We will process any personal data collected as part of the process in accordance with our Data Protection Policy. Data collected from the point at which the worker makes the report is held securely and accessed by, and disclosed to, individuals only for the purposes of dealing with the disclosure

9. What if I am not satisfied with the outcome?

- 9.1 While we cannot always guarantee the outcome you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this policy you can help us to achieve this.
- 9.2 If you are not happy with the way in which your concern has been handled, you can raise it with one of the other key contacts listed above. Alternatively you may contact any of the board members.

10. Protection and support for whistleblowers- feeling safe to raise your concern

- 10.1 It is understandable that whistleblowers are sometimes worried about possible repercussions. We encourage openness and will support employees or consultants who raise genuine concerns which they reasonably believe are in the public interest under this policy, even if they turn out to be mistaken.
- 10.2 Appropriate steps will be taken to ensure that your working environment and/or working relationship with us is not prejudiced by your disclosure. If you believe that you have suffered such prejudice, you should inform the Head of HR, General Counsel or Company Secretary, or through our Grievance Policy.
- 10.3 Employees or consultants must not suffer any detrimental treatment as a result of raising a genuine concern that is in the public interest under this policy. Detrimental treatment includes dismissal, harassment, victimisation, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If an employee believes that they have suffered any such treatment, they should inform HR immediately. If the matter is not remedied they should raise it formally using our Grievance Policy.
- 10.4 Employees must not threaten or retaliate against whistleblowers in any way. Any employees involved in such conduct will be subject to disciplinary or equivalent action, and consultants may have their engagement terminated.

11. Malicious allegations

- 11.1 Our aim is to encourage openness and to support whistleblowers who raise genuine concerns under this policy, even if they turn out to be mistaken. However, just as we will seek to protect those who raise genuine concerns, we will also protect those against whom claims are made, where the person raising the claim does so maliciously, knowing it to be untrue. If we conclude that you have made false allegations maliciously, or with a view to personal gain, you may be subject to disciplinary action in accordance with our discipline and capability policy. For those to whom this policy does not apply, other appropriate action may be taken.
- 11.2 As far as issues of data protection and confidentiality are concerned, if it can be shown that there are reasonable grounds to suspect that an individual has acted maliciously, a court may order their identity to be revealed.

12. Contact details

Safecall	<p>Safecall provides a 24 hour a day, 7 days a week service. When contacting Safecall you will be put in touch with an operator who is trained to receive a report about concerns in the workplace that you feel cannot be addressed in any other way. Your call will not be audio recorded and you can be assured that calls received by Safecall will be treated confidentially and should you wish, your anonymity will be guaranteed.</p> <p>Phone: 0800 915 1571 (Open 24 hours a day, 7 days a week)</p> <p>Website: www.safecall.co.uk/report</p>
Protect	<p>Phone: 020 3117 2520</p> <p>Website: www.protect-advice.org.uk.</p>
General Counsel	<p>Alison Fisher</p> <p>Alison.fisher@shaftesburycapital.com</p>
Company Secretary	<p>Ruth Pavey</p> <p>Ruth.pavey@shaftesburycapital.com</p>
Chair of Audit Committee	<p>Ruth Anderson</p> <p>Ruth.anderson@shaftesburycapital.com</p>