

# WHISTLEBLOWING POLICY



## Introduction, purpose and scope

U and I Group PLC (“U+I”) is committed to running a business with honesty and integrity at its heart. We take protecting our colleagues, occupiers and suppliers very seriously and, with this in mind, we encourage a culture of openness and accountability.

In any business, there is always a risk of things going wrong from time to time or to unwittingly be harbouring illegal or unethical conduct. It is a priority for our business to prevent such situations from occurring and to address them immediately if they do. We have a policy in accordance with the Public Interest Disclosure Act 1998 and the Financial Reporting Council’s UK Corporate Governance Code so all employees and third parties have a mechanism where they can “in confidence, raise concerns about possible improprieties in the matter of financial reporting or other matters” without fear of retribution, victimisation or detriment. This is generally known as ‘whistleblowing’.

The primary aims of our whistleblowing policy are:

- + To encourage staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.
- + To provide staff with guidance as to how to raise those concerns.
- + To reassure staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.

## Whistleblowing guidelines

Below are some guidelines setting out the Company’s policy on whistleblowing. In the event of any discrepancy between this Policy and the statutory provisions, the latter shall prevail.

Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. Specifically, this means suspicions that any of the below have been, are being, or are likely to be committed:

- + a criminal offence;
- + failure to comply with any legal, professional or regulatory obligation;
- + a miscarriage of justice;
- + corruption or a financial malpractice, including but not limited to fraud and mismanagement;
- + employees offering, taking or soliciting bribes (in line with our separate bribery policy);
- + breach of internal policies and procedures and unauthorised disclosure of confidential information;
- + negligence or conduct likely to damage the Company’s reputation or wellbeing;
- + conduct endangering the health and safety of any individual;
- + damage to the environment; or
- + information relating to the above has been, is being or is likely to be deliberately concealed.

If any member of staff (irrespective of seniority) genuinely believes that one of the above circumstances has occurred, is occurring, or is likely to occur, then they should report the matter in the first instance directly to the Company Secretary who will ensure the appropriate action is taken. If the concern involves the Company Secretary, this matter should be raised directly with the CEO or Chairman. Any concerns relating to Executive Directors should be raised directly with the Chairman.

## Raising a concern within the workplace

The purpose of this Policy is to give staff the opportunity and protection they need to raise concerns internally. In most cases, the Company expects that this will be the most appropriate action for staff to take. There may however be occasions where you may be uncertain as to whether certain conduct is unacceptable and/or whether it falls

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within the scope of this policy. In this instance, it may be prudent to confirm with your Line Manager or, where this is not appropriate, the Company Secretary, whether the course of action encountered is legitimate.

Confidentiality will be maintained where possible but cannot always be guaranteed. For example, depending on the nature of the complaint, the police may have to be involved. Bear in mind that if you make an anonymous disclosure it will be difficult for the Company to take further action or to protect you from any detriment if it does not know your identity.

When making a disclosure you will be asked to give as much detail as possible including what happened, who was involved, when, why you believe this is happening and any other evidence which can substantiate this.

You may be asked to put your concerns in writing and to attend further meetings as part of the investigation. The matter will be investigated by the Company Secretary or Chairman with discretion and confidentiality in mind. You may bring a colleague or trade union representative to any meeting under this Policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation. If you wish to raise your concern confidentially we will do our best to ensure that your anonymity is retained, where possible. The format of the investigation and reporting of any conclusions will vary depending upon the circumstances. You will usually be advised of the time scale of the investigation. You should treat any information about the investigation as confidential.

Should you feel for any reason that the person with whom you initially raised your concern has failed to deal with the issue in a satisfactory manner, you should set out your concerns in writing and give them either to the Company Secretary or the Chairman.

## **Whistleblower protection**

The Company will ensure that you will not suffer any disadvantage and that you will be protected from victimisation or any detriment as a result of raising your concern. Provided that, at the time you raise your concern, you have a genuine belief that any of the above circumstances of alleged malpractice has occurred, is occurring or is likely to occur, appropriate steps will be taken with a view to ensuring that your working environment and working relationships are not prejudiced by the fact of your disclosure. Staff should not threaten or retaliate against whistleblowers in any way. Anyone involved in such conduct will be subject to disciplinary action. If you believe you have been subjected to detrimental treatment or threatening or retaliatory behaviour as a result of making a disclosure under this policy you should report such behaviour in the first instance to the Company Secretary or the Chairman immediately so that they can take appropriate action.

## **Misuse of Policy**

If you make a complaint in bad faith, whether deliberately to disrupt the business or injure the reputation of the business or a colleague, for personal gain, or for any other reason, the Company may in such instances take disciplinary action, which may result in your dismissal.

## **External reporting and further assistance**

The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely, if ever, be appropriate to alert the media. We strongly encourage you to seek advice before reporting a concern to anyone external. The independent whistleblowing charity, Public Concern at Work, operates a confidential helpline which can be contacted on 020 7404 6609. They also have a list of prescribed regulators for reporting certain types of concern. Further information can be found on their website <http://www.pcaw.org.uk/>.

## **Third party concerns**

Whistleblowing concerns usually relate to the conduct of our staff, but they may sometimes relate to the actions of a third party, such as a customer, supplier or service provider. In some circumstances, the law allows you to raise

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a concern 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 the Company Secretary for guidance.

### **Personal complaints**

This policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work. In those cases you should use the Grievance Procedure.

### **Monitoring and review of the policy**

The CoSec team will be responsible for the operation of this policy and will periodically review and monitor this policy to ensure its effectiveness.

This policy is not contractual and U+I reserves the right to amend the policy at any time.