

# WHISTLEBLOWING POLICY - UK

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**MAY 2021**

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## Purpose and scope

Enero Group Limited (**Enero**) is committed to fostering a culture of good corporate governance and ethical behaviour. This Policy sets out Enero's approach to managing disclosures by whistleblowers. It is a key part of Enero's risk management and corporate governance framework and supports Enero's Code of Conduct.

This Policy aims to:

- ensure that individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected; and
- ensure that there is a transparent process around receiving, handling and investigating disclosures; and
- encourage a culture of compliance with our legal and ethical obligations.

## Application

This Policy applies to everyone who performs work for or with Enero, including:

- all Enero employees (whether ongoing, temporary, full time, part time or casual) and including apprentices and trainees where employed by Enero;
- directors and officers of Enero;
- relatives, dependents and spouses of current employees and officers of Enero;
- any person who works for Enero under a contract, including a consultant, contractor, subcontractor, employee of a contractor or subcontractor or employee of a labour hire company who has been assigned to work at Enero;
- former employees or officers of Enero; and

any organisation (and its employees) that is providing services in a contract with Enero as a customer, supplier, adviser, agent or otherwise.

This policy applies to Enero and its controlled entities (each a Company and together, the Enero Group) employees and people who work with the Enero Group in the United Kingdom. This Policy also applies to disclosures made to Enero in relation to matters within *Public Interests Disclosure Act 1988* and Part IVA (protected disclosures) of the *Employment Rights Act 1996*.

## Overview

It is critically important that people who become aware of possible illegal or unethical conduct are able to disclose their suspicions to an appropriate person with the knowledge that their disclosures will be investigated properly and that they will

not suffer negative consequences as a result of making a disclosure. It is equally important that potential wrongdoers know that others are encouraged to report their wrongdoing.

For “personal work-related grievances”, see the Respectful Resolution Policy.

## **Whistleblower protection**

For the purposes of this Policy a whistleblower is a person who has reasonable grounds to suspect there has been misconduct or an improper state of affairs or circumstances in relation to Enero or the public interest and discloses that suspicion using one of the methods described below.

## **What should be reported under this Policy?**

Any matter that a person reasonably believes breaches Enero's policies, or the law should be reported in accordance with this Policy.

Examples of misconduct or an improper state of affairs (**Reportable Conduct**) can include:

- breaches of laws or regulations;
- unlawful, corrupt or irregular activities or practices or use of Enero's funds or property;
- illegal activities (including theft, drug sales/use, violence or threatened violence and criminal conduct);
- breaches of Enero's policies and procedures (including but not limited to the Code of Conduct and Ethics);
- conduct that causes a substantial risk to public health, public safety or the environment;
- dishonest or unethical behavior;
- financial fraud or mismanagement;
- other conduct likely to damage Enero's financial position or reputation;
- conduct that endangers the public or financial system;
- behavior that is oppressive, discriminatory or grossly negligent;
- concealing misconduct or an improper state of affairs.

**Reportable Conduct** must be distinguished from personal work-related grievances. A personal work-related grievance is a grievance about any matter in relation to the discloser's current or past employment that impacts the discloser personally or is behaviour they have witnessed but does not have significant implications for Enero more broadly. Conflicts between employees, decisions regarding transfers and promotions and disciplinary actions will generally be personal work-related grievances. If you are not sure if an issue falls within this Whistleblowing Policy, please contact Cathy Hoyle at [generalcounsel@enero.com](mailto:generalcounsel@enero.com).

Enero is committed to the protection of whistleblowers who disclosure Reportable Conduct in accordance with this Policy. Other than as required by law and set out in this Policy, Enero will not disclose the identity of whistleblowers without the whistleblower's consent to that disclosure. United Kingdom law prohibits the disclosure of a whistleblower's identity other than as required to investigate the allegation or with the free consent of the whistleblower. All protected disclosure reports from whistleblowers will be kept confidential, except as required by law or where disclosure is necessary to regulatory authorities, law enforcement agencies or professional advisors.

The *Public Interests Disclosure Act 1988* also provides specific protections for whistleblowers relating to:

- identity protection (confidentiality);
- protection from detrimental acts or omissions; and
- compensation and remedies.

**What should I do if I need to make a disclosure?**

For personal grievances see the Respectful Resolution Policy.

You can make a whistleblower disclosure to any of the following (by phone, email, mail or in person):

| Name           | Title                                       | Contact details:   |
|----------------|---|--|
| Cathy Hoyle    | Enero General Counsel and Company Secretary | <a href="mailto:generalcounsel@enero.com">generalcounsel@enero.com</a> |
| Fiona Chilcott | Enero Chief People Officer                  | <a href="mailto:whistleblow@enero.com">whistleblow@enero.com</a>       |

Or for accounting concerns by email to the Enero Audit Committee Chair at: [riskandauditcommitteechair@enero.com](mailto:riskandauditcommitteechair@enero.com)

If you feel you are unable to disclose internally, you should make the disclosure to a prescribed person. An external disclosure to a prescribed person is protected in more limited circumstances.

A list of prescribed persons for reporting disclosures is available at: <https://www.gov.uk/government/publications/blowing-the-whistle-list-of-prescribed-people-and-bodies--2>

A disclosure to the police and the media is only protected if the information is substantially true and not made for personal gain. You must have already disclosed to Enero or a prescribed person unless the matter is exceptionally serious.

For an exhaustive list of prescribed persons, see the UK Government whistleblower resources below.

**What will Enero do to support me?**

Enero is committed to doing what it reasonably can to protect whistleblowers making a protected disclosure report in accordance with this Policy from reprisal or victimisation.

Depending on the nature of the allegation and the people involved, in order to protect a whistleblower Enero may:

- monitor or manage the behaviour of employees;
- relocate employees;
- offer the whistleblower a leave of absence or flexible work during the investigation;
- rectify any detriment that the whistleblower may have suffered.

All employees, including whistleblowers can access Enero’s employee assistance program for contact details.

Enero will look for ways to support all whistleblowers but will not be able to provide non-employees with the same type and level of support it provides to employees. Enero will take all reasonably practicable steps to protect non-employee whistleblowers.

A whistleblower who believes they, or any other person, have been subject to victimisation or harassment as a result of having made a disclosure under this Policy, should immediately report the matter to the Human Resources Manager or the General Counsel. Where such an incident occurs, the Respectful Resolution Policy will apply.

**How does Enero investigate disclosures?**

An investigation will be undertaken by an independent investigator. Depending on the nature of the allegation, the investigator may be someone internal to Enero or an external party such as an external lawyer or accountant or other investigator as appropriate.

The investigator will usually follow the procedure set out in the Respectful Resolution Policy which provides for fact finding undertaken in a timely, confidential, fair and objective manner resulting in a report to the appropriate decision maker. The decision maker will then consider the report and decide what, if any, action is required.

Either the recipient of the disclosure or another appropriate person will keep the whistleblower informed of the progress of the investigation and outcome. The detail provided to the whistleblower will reflect the nature of the allegations and the rights of others involved and therefore may be limited.

## **How will Enero make sure I'm not victimised?**

A whistleblower making a protected disclosure report will be protected from reprisal or victimisation in response to making a complaint under this Policy.

Enero will not tolerate victimisation of whistleblowers or others who raise complaints; the Respectful Resolution Policy relevantly provides:

- Victimisation involves punishing or retaliating against someone because they have made a complaint or are involved in a complaint process.
- No one is to retaliate or treat anyone detrimentally who raises genuine complaints of unacceptable behaviour under this Policy or another policy.
- Enero does not retaliate or treat employees detrimentally who raise genuine complaints of unacceptable behaviour.

Victimisation of a whistleblower by another employee (however senior) will be investigated as a breach of the Respectful Resolution Policy and may result in disciplinary action up to and including termination.

## **Breaches of this Policy**

Breaches of this Policy will be taken seriously by Enero. Enero reserves the right to take appropriate disciplinary action up to and including termination for employee non-compliance with this Policy.

## **False reports**

Whistleblowing is about reporting incidences of real or perceived improper conduct and is not about settling a grievance.

A report under this Policy may damage the reputation or career prospects of people who are the subject of the allegations. Therefore, it is important that those who disclose Reportable Conduct do so in good faith and with reasonable grounds for believing the information is correct or likely to be correct. Enero takes all reports seriously but will look unfavourably on any false reports or claims. Disciplinary action may be taken against any employee who knowingly makes a false report.

## **How will Enero make this Policy available?**

This Policy will be made available to employees as part of new employee induction and refresher training for existing employees.

It will be made available to suppliers on the supplier portal, where relevant.

The Policy will be made available publicly on the Enero website.

## **How will Enero monitor this Policy?**

In all instances, the recipient of the disclosure will report the disclosure to the Group General Counsel and/or the Company Secretary. The Group General Counsel will maintain a register of disclosures, the outcome of investigations and any required remediation. This register is strictly confidential and the information in it will not be disclosed to anyone outside of the Legal Department without the express approval of the Legal Department.

The Legal Department may provide high level, anonymised reports to both the Board/CEO and/or Compliance and Audit

Committee.

This Policy will be reviewed and updated by the legal department as required and at a minimum at least once in every 2 calendar years.

At all times in recording and reporting on disclosures under this Policy Enero will do everything reasonably practicable to protect the whistleblower and their identity.

## **Other resources**

### ***Employee Assistance Program***

Enero offers an Employee Assistance Program (**EAP**) provided through BUPA. The EAP is free and confidential and is available to all Enero workers and their immediate family. It is designed to help individuals cope with a wide range of issues they may face, including any work-related issues.

If you need to use this service the number to call is 0800 269 616 - your call will be answered by a trained psychologist - who is bound by a code of ethics, which prevents them from divulging any information revealed within the counselling sessions.

If you do not feel comfortable talking over the phone there is the option to arrange a face to face meeting with the psychologist either "offsite" or at any BUPA office nationwide.

### ***UK Government whistleblower resources***

The UK Government has information regarding whistleblowing available from its website at: <https://www.gov.uk/whistleblowing>

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## **Related policies and procedures**

- Respectful Resolution Policy
- Code of Conduct
- Anti-Slavery Statement
- Anti-Bribery and Corruption Policy
- Fraud Policy
- Securities Trading Policy