



GBG

**WHISTLEBLOWING
PROCEDURE**

People Processes

People Processes Scope

We build trust in a digital world. Every day we build, collaborate and partner to create a safer digital world, a world where everyone can transact online with confidence.

Our people are the trust builders at the heart of GBG with energy and expertise to take GBG to new heights. Our culture is about how we choose to behave and the way we are encouraged to behave through our TRUST(ED) behaviours. GBG's culture is created by the actions of over 1,200 people every day and it lives in how we show up and the environment that we create together. It shines through everyone from the members of Board to the very latest team member to arrive. Our culture is a shared view of what we stand for as a company, and a mutual commitment to each other, expressed in every action we take.

Our ambition is to have the best and most engaged people and to support this ethos we will endeavour to be consistent with our people processes globally, as far as possible. Our GBG People Policies and Procedures are in place for the benefit of all our team members with a zero tolerance towards discrimination. GBG is committed to providing a safe physical and virtual environment for everyone, providing equal access to opportunities for all team members.

This document sets out relevant policy and procedures to the GBG standards which we believe meet best practice, however GBG will adopt all local legal practices where appropriate to ensure we always at least meet a local minimum standard.

This policy and procedure is non-contractual and will be reviewed and updated from time to time, or at the next review date set out below.

Agreed & Implemented:	January 2017
Document Owner:	James Miller
Review Date:	1 year from implementation
Review Frequency:	Annual

Version	Date	Reason for Change	Approved By
1.0	January 2017	Implementation	Julie Brookfield
2.0	February 2020	Updated Whistleblowing Hotline details	Julie Brookfield
2.1	December 2021	Legislation Change	Julie Brookfield
2.2	December 2022	Updated to include reference to Modern Slavery regulations	Julie Brookfield
2.3	November 2023	Annual Review and updates in Modern Slavery regulations	Gemma Icke



1. Purpose

This policy applies to all individuals working at GBG (whether permanent, fixed-term or temporary), consultants, contractors, volunteers, interns or any other person associated with GBG or associated with any subsidiary of GBG, wherever located (collectively referred to as “team members” in this policy). It is also available to use by any customer, supplier or other external third party or counterparty (collectively referred to as “third parties” in this policy). The purpose of this policy is to set out the process to be followed by anyone who wishes to report any genuine concerns they may have about suspected misconduct or malpractice, including criminal activity, within GB Group plc and its subsidiary companies (“GBG”). This policy strives to:

1. Encourage team members or other third parties to report suspected wrongdoing as soon as possible, in the knowledge that concerns will be taken seriously and investigated appropriately, and that the confidentiality of the person submitting the report will be respected.
2. Provide team members or other third parties with guidance as to how to raise those concerns.
3. Reassure anyone raising a concern that they should be able to do so without fear of reprisals, even if they turn out to be mistaken.

2. Principles

1. GBG is committed to conducting its business with honesty and integrity and GBG expects all team members and third parties it chooses to work with to achieve and maintain high standards with regard to behaviour at work and in all its working practices. Team members are expected to conduct themselves with integrity, impartiality and honesty. GBG seeks to develop a culture of openness and accountability where inappropriate behaviour at all levels is challenged.
2. GBG will not tolerate harassment or victimisation of a genuine whistle blower (including informal pressures) and will treat such conduct as gross misconduct, which if proven, may result in dismissal.
3. GBG reserves the right to amend this policy and procedure as necessary to meet any change in requirements.
4. If there is anything which you think GBG should know about, please use the procedure outlined in this policy. By knowing about malpractice at an early stage GBG stands a good chance of taking necessary steps to safeguard the interests of others and protect the organisation. In short, please do not hesitate to "blow the whistle" on wrongdoing.
5. Whistleblowing is specific and means a disclosure of information where the person “blowing the whistle” reasonably believes that one or more of the following matters is happening now, took place in the past or is likely to happen in the future:
 - a criminal offence;
 - a failure to comply with a legal obligation;
 - a miscarriage of justice;
 - a danger to the health and safety of any individual;
 - a failure to comply with the Company’s Anti-Corruption and Bribery Policy;
 - facilitating or engagement in an act of modern slavery or labour exploitation;
 - safeguarding concerns, if someone looks like a victim of modern slavery or labour exploitation;
 - damage to the environment;
 - financial fraud or mismanagement;
 - negligence;
 - breach of our internal policies and procedures;
 - conduct likely to damage GBG’s reputation;
 - unauthorised disclosure of confidential information;

- deliberate concealment of information tending to show any of the above.
6. GBG has other policies and procedures for team members that deal with various standards of behaviour at work (e.g. Grievance, Dignity at work, Equal Opportunities etc.) and, therefore, the relevant policy should be followed where appropriate. GBG's third-party providers are also expected to ensure that there are provisions in place, supported by policies to align with GBG's standards.
 7. Only genuine concerns should be reported. Disclosures must be made in good faith with a reasonable belief that any information and/or allegation is substantially true and that the disclosure is not made primarily or solely for personal gain. Malicious or false allegations will be treated as a serious disciplinary offence.

3. Raising a Concern

1. Team members: you should first raise your concern with your manager or tell an appropriate director. 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.
2. Where the matter is more serious, or you feel that you cannot raise your concern with your manager or an appropriate director, or if you are a third party, you should contact one of the following:
 - a. Our confidential Whistleblowing hotline providers (via phone or web);
 - b. The Company Secretary, who is the nominated executive with responsibility for dealing with concerns raised under this policy and where appropriate, ensuring that an investigation is conducted;
 - c. The Chair of the Audit Committee or Company Chair
3. We do not encourage disclosures to be made anonymously. 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. Those who are concerned about possible reprisals if their identity is revealed should come forward to the Company Secretary or one of the other contact points listed in paragraph 2 and appropriate measures can then be taken to preserve confidentiality. If you are in any doubt you can seek advice from our confidential hotline providers (via phone or web). The contact details are at the end of this policy. This line is available 24/7 365 days a year.
4. You will receive an acknowledgement of your concern within 7 days.
5. If you are uncertain whether something is within the scope of this policy or who to report the matter to you should seek advice from the Company Secretary. Your conversation will be treated in absolute confidence.

4. The Investigation

1. GBG will decide how to respond in a responsible and appropriate manner under this policy. An investigation will be conducted as speedily and sensitively as possible. An official confidential written record will be kept at each stage.
2. A decision as to whether a preliminary investigation should be carried out will be made within two weeks of the concern having been received. Where this is not possible, the person raising the concern will receive an explanation of the delay.
3. Team members are entitled to be accompanied throughout the procedure when reporting your concerns.

4. Your concern(s) will be investigated by a suitably independent person, either from within the business or external to the business if found to be more appropriate as follows:
 - If appropriate, arrange an initial interview to ascertain your area/s of concern. This interview will remain confidential if requested.
 - The notes taken during the interview will be sent to you to approve as an accurate record of what was discussed.
 - You will be asked whether you want your identity to be disclosed and will be reassured about protection from possible victimisation or possible reprisals.
 - You will be asked if you are prepared to make a verbal or written statement (if you have not already done so).
 - A GBG manager, a more senior director or an external person or body as appropriate, will then conduct further investigations. The investigation may be conducted by the internal auditors, for example in the case of financial irregularity or suspected fraud. They will aim to complete the investigation within 7 working days although in serious or complicated cases, this may not be possible.
 - The person against whom the disclosure is made will normally be told at an early stage, provided with supporting evidence and allowed to respond. However, it may be necessary to conduct the investigation in confidence (i.e. without informing the subject of your allegation(s) until it becomes necessary to do so). Alternatively, depending on the nature and seriousness of the concern, the person(s) against whom the allegation(s) are made may be suspended while investigations are undertaken.
 - Escalation if deemed necessary for investigation from relevant authorities.

5. Outcome of the Investigation

1. If there is a case to answer and if appropriate, the relevant disciplinary or other appropriate HR procedure will be initiated against the person(s) who are the subject of the allegation(s).
2. You will be informed of the outcome of the investigation within 5 working days of completion of the investigation (including any disciplinary investigation). The exact nature of any follow-on action taken against any person will remain confidential.
3. Whether there was a case to answer or not and provided that your disclosure was made in good faith because you reasonably believed it to be true, GBG will ensure that you are protected from reprisal or victimisation as a result of your complaint.
4. Only where it is established that your allegations were false and made maliciously will disciplinary action be taken against you (team members only). Such disclosures will be treated as gross misconduct and may result in your dismissal without notice or payment in lieu of notice.
5. If, as a result of investigations, you are implicated in some way in any wrong doings disciplinary action may be taken against you (team members only). The fact that you have spoken up will be taken into account if an action is considered.
6. If you are not satisfied with the outcome of the investigation, you may consider informing other external bodies and GBG recognises that team members, consultants, customers, suppliers or other third parties have a right to make a disclosure about certain matters of concern to prescribed persons (such as the Health and Safety Executive, the Environment Agency, the Director General of Fair Trading, the Director of the Serious Fraud Office and the Information Commissioner).

6. Protection and Support for Whistle Blowers

1. It is understandable that those that speak up or make a report are sometimes worried about possible repercussions. We aim to encourage openness and will support team members that raise genuine concerns under this policy, even if they turn out to be mistaken.
2. Whistle blowers must not suffer any detrimental treatment as a result of raising a concern. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should raise it formally using our Grievance Procedure (team members only).
3. You must not threaten or retaliate against whistle blowers in any way. If you are involved in such conduct you may be subject to disciplinary action. In some cases, the whistle blower could have a right to sue you personally for compensation.
4. A confidential support hotline is available to whistle blowers who raise concerns under this policy. Their contact details are set out at the end of this policy.

All Contacts are available on our intranet [be/connected](#).

Whistleblowing Hotline Provider details:

gbgplc.ethicspoint.com

A concern can be raised online or by telephone. Details for your location can be found by clicking the following link:

gbgplc.ethicspoint.com

Further support and guidance on the process can be provided by the **People Team**.