



MCBRIDE PLC

WHISTLEBLOWING POLICY

McBride is committed to the highest standards of openness and accountability. We believe that trust and integrity are of vital importance in our business. The following whistleblowing policy statement supports our wish to give you the opportunity to disclose any issues of concern you may have about possible malpractice or wrongdoing by any of our employees, suppliers, customers, competitors or contractors.

This Whistleblowing Policy (the "Policy") is intended to act as a deterrent to fraud or corruption or other serious malpractice; it is also intended to protect the Group's business and reputation.

We recognise that employees will usually be the first to know when someone inside or connected with an organisation is doing something illegal, dishonest or dangerous. However, they may feel apprehensive about voicing their concerns. We do not believe that it is in anyone's interests for employees with knowledge of wrongdoing to remain silent.

This Policy applies to all permanent and temporary employees, agency workers and contractors. It is intended to complement statutory protection and, for the avoidance of doubt, statutory rights will not be affected in any way by this Policy.

We encourage the chance to address, at the earliest opportunity, any potential for something to go badly wrong and actively promote openness within the business so that we are better able to:-

- deter wrong doing;
- pick up and understand potential problems early and enable critical information to get to the people who need to know and can address the issue;
- demonstrate to stakeholders, Regulators and the Authorities (if necessary) that we are accountable and well managed;
- reduce the risk of anonymous and malicious leaks;
- minimise costs and compensation from accidents, investigations, litigation and regulatory inspections; and
- maintain and enhance our reputation.

If you have a genuine concern that any wrongdoing or other possible malpractice is or could potentially take place, you are encouraged to follow the procedures set out in the attached document. It will not always be clear that a particular situation will fall within the terms of whistleblowing and you will therefore need to use your own judgement. However, if you believe the matter to be serious, we would prefer you to report your concerns rather than keep them to yourself. The procedures aim to provide you with a safe alternative to silence.

RESPONSIBILITIES

The Board has overall responsibility for ensuring this Policy complies with our legal and ethical obligations. McBride's Chief Executive Officer and the Executive Leadership Team are responsible for ensuring that the Group operates in accordance with this Policy, including the promotion of a business culture where it is acceptable to raise a whistleblowing concern. Functional heads are responsible for implementing the Policy within their area. Measurement of progress is the responsibility of the Audit Committee.



All employees are responsible for the success of this Policy and should ensure that they use it to disclose any suspected wrongdoing or malpractice.

This Policy was reviewed and approved by the Board on 4th July 2019 and is signed on their behalf by:

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Chris Smith
Chief Executive Officer a.i.

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Carol Williams
General Counsel & Company Secretary



MCBRIDE PLC

WHISTLEBLOWING PROCEDURE

This document sets out a procedure by which you can report your concerns and be sure they are acted upon.

McBride has a strong code of ethics and expects all colleagues to behave with honesty, discretion, integrity and respect for all stakeholders. Our Business Ethics Policy sets out the ethical standards common to all business activities. This policy is available on the Group's intranet and on the Group's website – www.mcbride.co.uk.

What is Whistleblowing?

Whistleblowing is a term used when someone raises a genuine concern about a possible fraud, crime, danger or other serious malpractice that could threaten customers, colleagues, shareholders, the public or the Group's own reputation.

The following examples demonstrate what we mean by serious malpractice:

- Fraud in, on or by the organisation;
- Offering, taking or soliciting bribes;
- Corruption or other malpractice which could lead to a financial loss to the Group;
- Criminal offences, e.g. theft, drug taking;
- Breaches relating to the accuracy or integrity of the Group's financial statements;
- Failure to comply with legal obligations;
- Facilitation of tax evasion;
- Potential danger to the health and safety of any individual;
- Damage to the environment; and
- Actions which are intended to conceal any of the above.

Early Warning Signs

Various early warning signs are potential indicators of serious malpractice which can serve to alert individuals to risks. These can include (but are not limited to):-

- A danger in the workplace;
- Misselling or price fixing;
- Misreporting performance or financial data;
- Unethical, illegal, unusual practices;
- Concerns about modern slavery practices such as discrimination or child labour;
- Secretive business relationships;
- Cutting corners or bending the rules; and
- Conduct which may damage our reputation.

Whistleblowing and the law

The law provides protection for employees who "blow the whistle". Employees have a right not to be dismissed or suffer any detriment at work as a result of making a genuine concern such as those listed above.

Whistleblowing concerns as distinct from grievances

Whistleblowing is where there is a concern about danger or illegality that may impact adversely on the business. For the avoidance of doubt this does **not** include a grievance or private complaint regarding terms and conditions or termination of employment. These matters should be dealt with through the Group's Human Resources/Grievance Procedures.

We also do not believe that whistleblowing arrangements lend themselves to raising concerns about bullying and/or discrimination issues. Again with such allegations, the victim should raise any concerns through the appropriate Human Resources/Grievance Procedures.

How do I make a report?

You can make a report orally or in writing using the appropriate whistleblowing report form (attached at Appendix 1). Normally, you should inform your immediate manager, or their line manager, in the first instance. Your report will then be forwarded to the General Counsel & Company Secretary as an independent representative of the Company.

Is there a place where I can go for independent advice?

Whilst we would hope you could always feel able to raise concerns internally with your line manager, if you do not know what to do and wish to discuss your alternatives you may contact the General Counsel & Company Secretary for a confidential discussion.

The contact details for the General Counsel & Company Secretary are as follows:

Carol Williams Email : c.williams@mcbride.co.uk
Phone : +44 (0) 161 203 7432

Alternatively you can follow this link to the Public Concern at Work website. <http://www.pcaw.org.uk>

Do I need proof of wrongdoing to make my report?

We do not expect you to have absolute proof of any malpractice that you report. However, you will need to be able to explain the reasons for your concern. We do not tolerate spurious or inconsequential allegations and if you do make a false report, either maliciously or for personal gain, then you may face disciplinary action.

Can I protect my identity by reporting on an anonymous basis?

We do not actively encourage employees to raise concerns anonymously and would prefer you to give your name and contact details when you make a report. This is because anonymity makes it difficult to investigate the concern and impossible to liaise with you to seek clarification or more information, or to provide feedback. Anonymity may also make it more difficult for employees to qualify for protections offered to whistle-blowers, you may find it harder to argue that any unfair treatment was as a result of your whistleblowing. Anonymous concerns will nevertheless be investigated fully.

How will my report be investigated?

Once you have made a report, this will be escalated **within 24 hours**. This is in accordance with Company policy and must be adhered to given the potential consequences arising from any serious malpractice. The General Counsel & Company Secretary will acknowledge receipt of your report within 2 working days.

Preliminary enquiries will then be made by an independent senior executive as confidentially as possible. If the person raising the concern is required to attend he or she may be accompanied by a fellow employee of their choice or a Union Representative where appropriate.

If it is determined that a fuller investigation is necessary, this will proceed either with further internal investigations or by referral to the appropriate external body dependent upon the nature and the seriousness of the report.

Concerns about third parties

Whistleblowing concerns usually relate to the conduct of our staff, but sometimes they may relate to the actions of third parties such as customers or suppliers. In some circumstances, the law will protect you if you raise the matter with the third party directly. However, we encourage you to report such concerns internally first.

Our Supplier Code of Conduct sets out the standards of behaviour expect from our suppliers. The Code is available on the Group's intranet and on the Group's website – www.mcbride.co.uk.

Will McBride protect my identity if I make a report?

If you make a report, we will do everything possible to keep your identity confidential during the investigation and you may assume that only those McBride employees investigating the malpractice concern will know your identity. However, there may be circumstances (for example, if your report becomes the subject of a criminal investigation) where you may be needed as a witness and, once the investigation is complete, the findings may need to be communicated to the individual(s) concerned (see below). Should this be the case we will discuss the matter with you at the earliest opportunity.

If the report is made to your line manager (or his/her manager) on a confidential basis, he/she will provide summary data to the General Counsel & Company Secretary so that we can monitor the usage and effectiveness of this policy. The summary data consolidated will not include the name and contact details of the whistle-blower.

What will happen on completion of the investigations?

All investigations will be completed within **3 months**. At the end of this period, a report will be produced which will include the following information:

- A description of the facts including identification of the breach and the motivation of the whistle-blower;
- A summary of the investigation;
- The results of the investigation; and
- Any recommendations on actions to be taken by the business.

Your identity will not be disclosed in this report without your permission. Subject to any legal constraints, we will communicate the findings of the report to:-

- a) you as the person raising the report;
- b) the individual(s) under investigation; and
- c) if appropriate, those members of McBride management or external authorities who need to consider whether action should be taken on the basis of the findings.

As with any case where an employee is found to be involved in wrongdoing, they will be dealt with effectively in accordance with employment law and contracts of employment.

A copy of the report will be held confidentially by the Legal & Company Secretarial department.

Am I at risk of suffering victimisation if I raise a report?

You can be assured that, if you raise a malpractice concern, this will be taken seriously and you will be treated fairly and with discretion. We will take all reasonable steps to ensure that no person under our control engages in victimisation of any form. If you make a report, even if it is not confirmed by an investigation, your concern will be valued and appreciated and you will not be liable to disciplinary action. If you believe you have suffered any detrimental or unfavourable treatment as a result of your report, you should make this known to your line manager and appropriate steps will be taken.

What can I do if I am unhappy with the way McBride has dealt with my report?

If you are unhappy with the way the Company has dealt with your report, you can contact either the General Counsel & Company Secretary or your HR manager. Your concern will be investigated again if there is a good reason to do so.

Whistleblowing Reporting of Possible Serious Malpractice

Name:

Date:

Work Location:

Line Manager:

Description of Suspected Malpractice:

Date Reported to the General Counsel & Company Secretary:

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Date Acknowledged by General Counsel & Company Secretary:

Response of Alleged Wrongdoer:

Summary of the Investigation:

Recommended Actions:

Report Provided :