



---

**WHISTLEBLOWING POLICY**

---



## CONTENTS PAGE

PART 1: TRAINING.....	1
1. Training.....	1
PART 2: WHISTLEBLOWING POLICY.....	1
2. Introduction.....	1
3. Who is covered by this policy?.....	2
4. What is whistleblowing?.....	2
5. How staff should raise a whistleblowing concern.....	3
6. Structure in place to process whistleblower reports.....	3
7. Staff confidentiality.....	4
8. External disclosures.....	5
9. Protection from detriment or retaliation for staff.....	5
10. Reports from Third Parties.....	6
11. Responsibility for the success of this policy.....	6



## **PART 1: TRAINING**

### **1. TRAINING**

- 1.1. This policy is proactively communicated to all employees as part of their induction and reinforced through ongoing training and internal communications. Refresher training will be provided periodically, with particular focus on managers and supervisors to ensure they understand how to respond appropriately to concerns and support a culture of openness. The policy is also made available to suppliers, contractors, and other external stakeholders to promote consistent standards across the Rosebank Group.

## **PART 2: WHISTLEBLOWING POLICY**

### **2. INTRODUCTION**

- 2.1. Rosebank Industries plc and its business units (**collectively referred to as the “Company”**) are committed to conducting business with honesty and integrity at all times. However, the Company recognises that incidents of workplace malpractice may arise and that such matters are of serious concern. By encouraging a culture of openness and accountability, we believe that we can help prevent such incidents occurring.
- 2.2. The purpose of this policy is to ensure that all Company employees and third parties with whom the Company deals feel confident that they can raise matters of concern. For company employees it is important that this is without fear of being disloyal to colleagues or to the Company, or for fear of being subjected to harassment, victimisation or any other detriment or retaliation. Any individual coming forward in such circumstances will be protected to the fullest extent possible by the Company and their concerns will be taken seriously. Please be aware that your business unit may have a specific process or policy in addition to this policy which you will need to follow.
- 2.3. This policy is distinct from the Company’s grievance procedure. If you have a complaint relating to your personal circumstances, such as the way you have been treated at work, you should raise a grievance under the Company’s grievance procedure.
- 2.4. For the avoidance of doubt, this policy is for guidance only and does not form part of your contract of employment.
- 2.5. This policy has been approved by the board of directors of Rosebank, who are responsible for ensuring this policy complies with relevant legal and ethical obligations.
- 2.6. The General Counsel for each business unit within the Company is responsible for ensuring awareness of and compliance with this policy within their particular business unit.



2.7. Each business unit within the Company is expected to establish a “culture” of compliance with this policy. The executive team of each business unit must take direct responsibility for ensuring effective transmission of this policy throughout their business unit, together with relevant guidance and training, and appropriate safeguards, monitoring, and resources, in order to ensure compliance with this policy.

### **3. WHO IS COVERED BY THIS POLICY**

3.1. This policy applies to all individuals working at all levels, including senior managers, officers, directors, employees (whether permanent, fixed-term, or temporary), pension trustees, consultants and other business advisers, contractors, trainees, casual workers/agency staff, volunteers, business agents, distributors, joint venture partners, or any other person working for, or on behalf of the Company (collectively referred to as “staff” for the purposes of this policy), regardless of status, position and length of service.

3.2. The Company also wishes to support disclosures from third parties (e.g. customers, suppliers, counterparties) of any circumstances or conduct that the third party believes the Company should be aware of. A separate section dealing with disclosures from third parties is at section 10 below.

### **4. WHAT IS WHISTLEBLOWING**

4.1. “**Whistleblowing**” refers to the act of reporting or exposing suspected or actual wrongdoing or dangers at work, either within an organisation, or externally to someone like a regulator. A “**whistleblower**” is a person who reports or raises a concern which relates to suspected or actual wrongdoing or dangers at work.

4.2. Staff are encouraged to make a disclosure under this policy if they have reasonable grounds to believe that one or more of the following occur, is in the process of taking place, or is likely to occur in future:

- criminal offence;
- breach of a legal obligation;
- miscarriage of justice;
- danger to the health and safety of any individual;
- damage to the environment;
- failure to comply with any legal or professional obligation, or regulatory requirements;
- bribery;
- financial fraud or mismanagement;
- negligence;
- breach of our internal policies and procedures;
- unauthorised disclosure of confidential information;



- the deliberate concealment of information about any of the above; or
- any other conduct of a fellow employee not covered within the above which would be likely to harm the reputation of the Company.

## **5. HOW STAFF SHOULD RAISE A WHISTLEBLOWING CONCERN**

- 5.1. All staff are encouraged to disclose relevant information as soon as possible after they become aware of the issue in question. Early disclosure will help to ensure that any problems are resolved as quickly as possible, and allow full and accurate investigations to take place.
- 5.2. Any member of staff wishing to make a disclosure under this policy should follow the procedures outlined below. You should ensure that you also refer to the business unit policy to ensure compliance with any additional procedures. Please note that option 1 will not be suitable unless you are employed by the Company.

OPTION 1: Rosebank employees should raise concerns initially with their immediate line manager, who may be able to resolve the matter quickly and effectively. Where this is not appropriate, or if the concern remains unresolved, employees may contact the Senior Independent Non-Executive Director or the Group General Counsel. These individuals are responsible for receiving and overseeing the investigation of concerns raised at the Rosebank level.

OPTION 2: Employees of Rosebank business units should report concerns through the whistleblowing channels or ethics hotlines established under business unit policies and procedures. Each business unit is responsible for maintaining an independent reporting mechanism that ensures confidentiality and non-retaliation. Significant or material matters identified at business unit level must be escalated to the Group General Counsel and/or the Senior Independent Non-Executive Director at Rosebank for oversight. Please note that where allegations are made anonymously, we may be unable to obtain further information in order to facilitate a full investigation.

## **6. STRUCTURE IN PLACE TO PROCESS WHISTLEBLOWER REPORTS**

- 6.1. Initial Meetings
- 6.1.1. The person to whom you make your disclosure will invite you to a meeting to discuss what action needs to be taken. You may be asked to put your concern in writing and/or clarify your concerns before the meeting. If your concern is raised via the anonymous online or telephone reporting lines and you decide to leave contact details, you will be contacted with feedback either via your local management or directly using the contact details you provide.



- 6.1.2. If a meeting is held then during that meeting a written summary of your concern will be taken down and you will be provided with a copy after the meeting. You will also be given an indication as to how the matter will be dealt with.
- 6.2. Investigation
  - 6.2.1. The length and scope of the investigation will depend upon the subject matter of the disclosure.
  - 6.2.2. An investigator may be appointed or, in some cases, an investigation team including staff with relevant experience of investigations or specialist knowledge of the subject matter may be appointed to establish whether wrongdoing has occurred. In most instances, the investigator(s) will carry out an initial assessment of the disclosure to determine whether there are grounds for a more detailed investigation to take place or whether the disclosure is, for example, based on erroneous information. In any event, a report will be produced and copies will be provided to the Board / Audit Committee.
  - 6.2.3. You may be asked to provide further information. The investigator may also be accompanied by a member of staff to assist with the investigation.
  - 6.2.4. We will aim to keep you informed of the progress of the investigation and its likely timescale. However, the need for confidentiality may prevent the Company from giving you specific details of the investigation or actions taken.
- 6.3. Outcome
  - 6.3.1. Following the investigation, findings will be communicated to you as soon as possible, and as appropriate to the other individual(s) being investigated. If you are unhappy with the way that your concern has been handled, you can raise it under the alternative procedure at option 2 at section 5.2 above.
  - 6.3.2. In circumstances where you make a disclosure in relation to wrongdoing or dangers at work with which you have been personally involved, the Company will view the fact of the disclosure positively and, and at the Company's sole discretion, you may receive a lighter sanction than if you had decided to keep quiet. The decision of the Board will be final in such matters.
  - 6.3.3. Where appropriate, the Company will refer matters to external authorities. In some circumstances, the Company may need to make such a referral without your knowledge.

## **7. STAFF CONFIDENTIALITY**

- 7.1. Every effort will be made to ensure that your identity will not be disclosed, unless:
  - 7.1.1. disclosure is necessary for the purpose of the investigation;
  - 7.1.2. disclosure is necessary to comply with a legal obligation;
  - 7.1.3. your identity is already within the public domain; or
  - 7.1.4. your identity needs to be disclosed to professional advisers, on a strictly confidential basis, for the purpose of obtaining further advice.



- 7.2. If there are any other circumstances where your identity needs to be revealed outside of the circumstances listed above, where possible, the matter will first be discussed directly with you.
- 7.3. Except as provided for in section 8 below, to ensure that no investigation is jeopardised, you will also be expected to keep the fact that you have raised a concern under this policy confidential unless and until you are informed otherwise.

## **8. EXTERNAL DISCLOSURES**

- 8.1. The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying wrongdoing or danger in the workplace.
- 8.2. The law recognises, however, that in certain circumstances it may be appropriate to report your concerns to a relevant external body, such as a government agency or regulator, although we encourage you to raise the matter internally and seek advice before reporting a concern to anyone external. Please note that it will very rarely (if ever) be appropriate to alert the media.
- 8.3. The Company will maintain records of all whistleblowing reports and investigations. An anonymised summary of the number and type of reports received, together with the measures taken and outcomes, will be disclosed periodically in internal or external reporting, as appropriate, while maintaining confidentiality and data protection obligations.

## **9. PROTECTION FROM DETRIMENT OR RETALIATION FOR STAFF**

- 9.1. We understand that whistleblowers might be worried about possible repercussions. We aim to encourage openness and support staff who raise concerns under this policy, even if they turn out to be mistaken.
- 9.2. If you raise a concern under this policy, you will not be dismissed or be subjected to any other detriment or retaliation, such as harassment or victimisation, as a result. If you believe that you have suffered a detriment or retaliation within the workplace as a result of raising
- 9.3. concerns under this policy, you should raise a formal grievance under the grievance procedure. These protections will not be available if an investigation under this policy concludes that a disclosure has been made maliciously.



## **10. REPORTS FROM THIRD PARTIES**

- 10.1. As noted above, the Company wishes to support disclosures from third parties (e.g. customers, suppliers, counterparties) of any circumstances or conduct that the third party believes the Company should be aware of.
- 10.2. Third parties are welcome to contact, in confidence, Rosebank Group General Counsel, Tegan Creedy, on +44(0)2045912908.

## **11. RESPONSIBILITY FOR THE SUCCESS OF THIS POLICY**

- 11.1. The board of directors of Rosebank has overall responsibility for this policy, and for reviewing the effectiveness of actions taken in response to concerns raised under this policy. Your business unit General Counsel will keep a confidential log to assess the effectiveness of the Company's policy and any emerging trends. This policy will be reviewed regularly.
- 11.2. Managers have a specific responsibility to facilitate the operation of this policy and to ensure that staff feel able to raise concerns without fear of reprisals in accordance with this policy. Managers will be given training on the relevant legal and operational framework and best practice.
- 11.3. All staff should be aware of and are responsible for the success of this policy and should ensure that they take steps to disclose any wrongdoing or dangers at work of which they become aware. If you have any questions about the content or application of this policy, you should contact the human resources department or general counsel to request training or further information.