

DOWLAIS

Dowlais Group plc

Whistleblowing Policy

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DOWLAIS GROUP PLC

WHISTLEBLOWING POLICY

1. PURPOSE & SCOPE

- 1.1 This policy sets out Dowlais Group plc's policy on Whistleblowing.
- 1.2 This policy applies to all Business Units and to all Employees.
- 1.3 Individual Business Units may adopt their own whistleblowing procedures reflecting their own operations and management structures, provided that they comply with the minimum standards of this policy.
- 1.4 This policy does not form part of any Employee's terms or conditions of employment. This policy is distinct from grievance procedures applicable at Employee's locations of work.

2. APPROVAL & RESPONSIBILITY

- 2.1 This policy has been approved by the board of directors of Dowlais Group plc, who have ultimate responsibility for this policy and for ensuring it is adequately communicated to each Business Unit and the Group as a whole.
- 2.2 Responsibility for this policy, for reviewing the effectiveness of actions taken in response to concerns raised under this policy, and for ensuring that the facilities to enable compliance with this policy are maintained, resides with the board of directors of Dowlais Group plc.
- 2.3 Managers in all Business Units have a specific responsibility to facilitate the operation of this policy and to ensure that Employees feel able to raise concerns without fear of reprisals in accordance with this policy.

3. POLICY STATEMENT

- 3.1 The Group is committed to maintaining the highest standards of business conduct and we expect all our employees and workers to conduct themselves in accordance with our values and the requirements of Our Code. In order to maintain these standards, it is important that if things go wrong, Employees and others speak up and bring issues to our attention so that we can address them appropriately. We therefore encourage a culture of 'Speaking Up' which includes the reporting of concerns under this policy.
- 3.2 The purpose of this policy is to ensure that all Employees and third parties with whom the Group deals feel confident that they can raise matters of concern. For Employees it is important that this is without fear of being disloyal to colleagues or to the Group, 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 Group and their concerns will be taken seriously.

4. WHAT IS WHISTLEBLOWING?

- 4.1 For the purposes of this policy, "**Whistleblowing**" means the disclosure of information which relates to suspected wrongdoing, improper conduct, or dangers at work, in each case relating to the Group or its business. This may include matters relating to:
 - (a) Breach of Law or Regulation. For example, any criminal activity, failure to comply with any legal obligation or regulatory requirement.

- (b) Health, Safety or Environmental Concerns. For example, reporting any potentially unsafe practices, any damage to the environment, or breach of health and safety policies.
- (c) Financial Irregularities. Including fraud, tax evasion or improper recordkeeping.
- (d) Unethical Behaviour. For example, bribery, corruption, racism, discrimination, bullying, harassment or any other behaviour that is contrary to the Group's values.
- (e) Breach of any Group policy. Including all quality related policies and all policies referred to in Our Code.
- (f) The deliberate or knowing concealment of any of the above.
- (g) Any other action which would be likely to harm the reputation of the Group.

5. WHO CAN BE A WHISTLEBLOWER?

- 5.1 This policy principally applies to Employees and all other workers of the Group, including contractors, temporary or agency staff, volunteers, business agents, distributors, joint venture partners, or any other person working for, or on behalf of the Group, in each case when they engage in Whistleblowing. Employees and all other workers should raise issues of concern as set out in paragraph 6.
- 5.2 The Group also wishes to support Whistleblowing by third parties, such as customers, suppliers, or other counterparties, as set out in paragraph 10.

6. WHISTLEBLOWING BY EMPLOYEES & WORKERS

- 6.1 All Employees and all other workers of the Group are encouraged to disclose Whistleblowing concerns 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.
- 6.2 All Employees and workers should feel free to raise any Whistleblowing concerns with their line manager. This can be done verbally or in writing. In many cases line managers may be able to resolve concerns quickly and effectively. In some cases, they may refer the matter to another more appropriate person. In doing so, line managers will keep the Whistleblower informed as to how they are addressing the issue, unless doing so would breach confidentiality which is reasonably required to manage the issue.
- 6.3 However, if the matter is more serious, or the Whistleblower feels that their line manager cannot or has not addressed their concern, or they prefer not to raise it with their line manager for any reason, they should raise the concern by either:
 - (a) contacting any member of the Legal Function of their Business Unit; or
 - (b) calling the Group's confidential Employee Disclosure Hotline. The Hotline is externally managed and can handle calls on an anonymous basis if necessary. Information provided via the hotline will be shared with the Group's Legal Function who will consider how best to address the concern as described in paragraph 7 below.
- 6.4 Details of the Employee Disclosure Hotline must be available on each Business Unit's intranet site and displayed prominently at each permanent manufacturing or office location.
- 6.5 The Group encourages wherever possible that concerns are raised openly and directly, and are only raised anonymously when the Whistleblower feels they have no alternative, as raising concerns anonymously often makes it more difficult to undertake a proper investigation or to establish whether any allegations are credible.

- 6.6 The Group will endeavour to keep Whistleblower's identities confidential where requested, unless disclosure is necessary for the purposes of the investigation or to comply with any legal obligation, or the Group otherwise determines there is no reasonable alternative.

7. INVESTIGATIONS

- 7.1 Once a Whistleblowing concern has been raised to the Legal Function or via the Employee Disclosure Hotline, the Legal Function will carry out an initial assessment of the nature of the concern and will then (having consulted with any relevant functions or leadership) determine how to proceed. This may include:

- (a) Determining that an investigation into the concern is appropriate, in which case an investigator or team of investigators will be appointed.
- (b) Determining that the matter should be addressed through another process, for example a local grievance procedure, in which case this decision will be communicated to the Whistleblower.
- (c) Determining that there are no grounds for any further action, in which case this will be communicated to the Whistleblower.

- 7.2 Following the conclusion of any investigation or other process, information on the outcome of that process may be communicated to the Whistleblower, to the extent appropriate in the circumstances. Information which is confidential to the Group or to other Employees will not be communicated.

- 7.3 There is no right of appeal or equivalent process to any decision taken under this policy. Any complaints regarding how any investigation, concern or incident is dealt with must be made via any applicable local grievance procedure (or equivalent) which applies to the Employee's employment.

8. EXTERNAL DISCLOSURES

The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying wrongdoing or danger in the workplace. The law recognises, however, that in certain circumstances it may be appropriate to report Whistleblowing concerns to a relevant external body, such as a government agency or regulator, although we encourage Employees 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.

9. PROTECTION & SUPPORT FOR WHISTLEBLOWERS

- 9.1 It is understandable that Whistleblowers can be worried about possible repercussions. The Group aims to encourage openness and will support Employees who raise genuine concerns under this policy, even if they turn out to be mistaken. In particular, Whistleblowers will not suffer any detrimental treatment (such as dismissal, disciplinary action, threats or other adverse treatment) as a result of raising a genuine concern. However, a Whistleblower who makes false allegations maliciously may themselves be subject to disciplinary action.

- 9.2 Employees must not threaten or retaliate against Whistleblowers in any way. Any such conduct may itself result in disciplinary action.

10. WHISTLEBLOWING BY THIRD PARTIES

The Group's Employee Disclosure Hotline is not intended to be used by third parties who are not Employees. Business Units must maintain appropriate alternative channels of communication to enable third parties to communicate Whistleblowing concerns. Any such concerns will be investigated on the basis set out in paragraph 7.

11. AWARENESS

Business Units must make Employees aware of all Whistleblowing procedures when they employment commences, and at regular intervals thereafter.

12. RECORDKEEPING

All Business Units must ensure that sufficient records are kept to evidence compliance with this policy. Copies of all such records must be provided to the General Counsel on request.

13. DEFINITIONS

- 13.1 “**Business Unit**” means any business unit from time to time of the Group, including the central functions of the Group.
- 13.2 “**Employee**” means all employees or workers within the Group, which includes full time and part time employees and other workers including contractors, agency workers, interns, apprentices and volunteers.
- 13.3 “**Group**” means Dowlais Group plc and all subsidiary companies over which it exercises control, including all Business Units.
- 13.4 “**Whistleblowing**” has the meaning set out in paragraph 4.1 of this policy.
- 13.5 “**Whistleblower**” means any person who raises a genuine concern relating to matters which constitute Whistleblowing as set out in paragraph 4.1 of this policy.