



DEVRO

DEVRO PLC

THE DEVRO GROUP WHISTLEBLOWING POLICY

1 JANUARY 2019

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1. **POLICY STATEMENT**

1.1 We are committed to conducting our business with honesty and integrity, and we expect all staff to maintain high standards in accordance with our Business Conduct Policy. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur.

1.2 The aims of this policy are:

- (a) To encourage staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.
- (b) To provide staff with guidance as to how to raise those concerns.
- (c) To reassure staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.

1.3 This policy may be amended at any time.

2. **WHO IS COVERED BY THIS POLICY?**

This policy applies to all individuals working at all levels of the global organisation, including senior managers, officers, directors, employees, consultants, contractors, trainees, homeworkers, part-time and fixed-term workers, casual and agency staff (collectively referred to as **staff** in this policy).

3. **WHAT IS WHISTLEBLOWING?**

3.1 **Whistleblowing** is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include (but is not limited to):

- (a) criminal activity;
- (b) miscarriages of justice;
- (c) danger to health and safety;
- (d) food safety issues;
- (e) damage to the environment;

- (f) failure to comply with any legal or professional obligation or regulatory requirements;
- (g) bribery;
- (h) financial fraud or mismanagement;
- (i) negligence;
- (j) breach of our internal policies and procedures including our Business Conduct Policy;
- (k) breach of any of our six global Statements:-
 - (i) Business Conduct
 - (ii) Environmental Management
 - (iii) Food Safety
 - (iv) Health and Safety
 - (v) People
 - (vi) Quality
- (l) conduct likely to damage our reputation;
- (m) unauthorised disclosure of confidential information;
- (n) facilitating tax evasion;
- (o) the deliberate concealment of any of the above matters.

3.2 A **whistleblower** is a person who raises a genuine concern relating to any of the above. If you have any genuine concerns related to suspected wrongdoing or danger affecting any of our activities (a **whistleblowing concern**) you should report it under this policy.

3.3 If you are uncertain whether something is within the scope of this policy you should seek advice from the Group Company Secretary, whose contact details are at the end of this policy.

4. **RAISING A WHISTLEBLOWING CONCERN**

4.1 We hope that in many cases you will be able to raise any concerns with your line manager. 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. In some cases they may refer the matter to the Group Company Secretary.

4.2 However, where the matter is more serious, or you feel that your line manager has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact one of the following:

- (a) John Meredith, Group Company Secretary
- (b) Our confidential external telephone hotline

Contact details are set out at the end of this policy.

- 4.3 We will take down a written summary of your concern and provide you with a copy. We will also aim to give you an indication of how we propose to deal with the matter.

5. CONFIDENTIALITY

- 5.1 We hope that staff will feel able to voice whistleblowing concerns openly under this policy. However, if you want to raise your concern confidentially, we will make every effort to keep your identity secret. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you.

- 5.2 We encourage staff to make disclosures openly, rather than 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. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to the Group Company Secretary and appropriate measures can then be taken to preserve confidentiality.

6. INVESTIGATION AND OUTCOME

- 6.1 Once you have raised a concern, we will carry out an initial assessment to determine the scope of any investigation. We will inform you of the outcome of our assessment. You may be required to attend additional meetings in order to provide further information.

- 6.2 In some cases we may appoint an investigator or team of investigators including staff with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable us to minimise the risk of future wrongdoing.

- 6.3 We will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.

6.4 If we conclude that a whistleblower has made false allegations maliciously, the whistleblower will be subject to disciplinary action.

7. IF YOU ARE NOT SATISFIED

7.1 While we cannot always guarantee the outcome you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this policy you can help us to achieve this.

7.2 If you are not happy with the way in which your concern has been handled, you can raise it with one of the other key contacts in paragraph 4. Alternatively you may contact the chairman of the Board or our external auditors. Contact details are set out at the end of this policy.

8. PROTECTION AND SUPPORT FOR WHISTLEBLOWERS

8.1 It is understandable that whistleblowers are sometimes worried about possible repercussions. We aim to encourage openness and will support staff who raise genuine concerns under this policy, even if they turn out to be mistaken.

8.2 Staff must not suffer any detrimental treatment as a result of raising a genuine 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 inform the Group Company Secretary immediately. If the matter is not remedied, you should raise it formally using our Grievance Procedure.

8.3 Staff must not threaten or retaliate against whistleblowers in any way. Anyone involved in such conduct will be subject to disciplinary action.

9. RESPONSIBILITY FOR THE SUCCESS OF THIS POLICY

9.1 The Board has overall responsibility for this policy, and for reviewing the effectiveness of actions taken in response to concerns raised under this policy.

9.2 The Group Company Secretary has day-to-day operational responsibility for this policy.

9.3 The Board will review this policy at least once a year.

9.4 All staff are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Staff are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Group Company Secretary.

10. CONTACTS

Group Company Secretary	John Meredith +44 (0)1236 878 264 john.meredith@devro.com
Chairman of the Board	Gerard Hoetmer +31 (622) 971 448
Devro plc external auditors	KPMG LLP +44 (0)20 7311 1000
External Whistleblowing hotline SpeakUp – 24 hours	www.intouchfeedback.com/devro Australia 1 800 230 731 China 4001 204952 Czech Republic 800 14 2301 Germany 0800 180 4007 Hong Kong 800 90 8258 Japan 00531 44 0046 Netherlands 0800 024 9798 New Zealand 0800 449 172 Russia 810 800 2258 1044 UK 0808 100 5689 USA 1 866 516 3413 DEVRO CODE FOR WEB OR PHONE ACCESS: 33877