

URBAN&CIVIC PLC (“the Company” or “U&C”)

Whistleblowing Policy

Purpose of the Policy

The Company is committed to conducting its business with honesty and integrity and expects all employees to maintain these high standards. All organisations face the risk of things going wrong from time to time or of unknowingly harbouring malpractice. U&C supports a culture of openness and accountability and considers this to be essential in order to prevent such situations occurring or to address them when they do.

The Company recognises that employees may not always feel comfortable about discussing their concerns internally, especially if they believe that the Company itself is responsible for the wrongdoing. With this in mind, the aims of this policy are as follows:-

- to encourage employees to report suspected wrongdoing or wrongdoing which an employee considers is likely to occur, as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate;
- to provide guidance to employees as to how to raise such concerns;
- to reassure employees that they can raise a genuine concern in good faith in the knowledge that it will be taken seriously, treated as confidential and that no action will be taken against them.

Scope

This policy applies to all employees within the Urban&Civic Group, whether permanent or temporary, and workers, including agency staff, contractors, temporary and casual workers and volunteers.

This policy is not contractual and the Company may amend it at any time.

Who is Responsible for this Policy?

The Board of Directors of Urban&Civic Plc (“Board”) has overall responsibility for the effective operation of this policy but has delegated day-to-day responsibility for overseeing its implementation to the Executive Directors and Whistleblowing Officer.

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

Questions about this policy and requests for training and information on dealing with whistleblowing should be directed to the Whistleblowing Officer.

Overview

The Public Interest Disclosure Act 1998 (PIDA) protects workers who "blow the whistle", or report, on wrongdoing in the workplace, also known as "whistleblowers". PIDA gives legal protection to employees and workers against being dismissed or penalised by their employer as a result of publicly disclosing certain serious concerns.

Employees do not need to be able to prove the truth of the information they provide under this policy,

but must reasonably believe its disclosure is in the public interest and tends to show some malpractice as outlined below.

What is Whistleblowing?

Whistleblowing is the disclosure of information which relates to suspected malpractice, wrongdoing or dangers at work. This could, for example, include:

- a) criminal activity;
- b) a miscarriage of justice;
- c) danger to health & safety;
- d) an environmental risk;
- e) failure to comply with any legal obligation or regulatory requirements; and
- f) the concealment of any of the above matters.

If the Company knows about malpractice at an early stage, it stands a good chance of taking the necessary steps to safeguard the interests of all employees and protect the Company. In short, U&C encourages its employees to, and hopes employees do, speak up and raise any concerns with their line manager.

If an employee has a complaint about their own personal circumstances which does not relate to malpractice within the organisation, then they should use the Grievance procedure or the Bullying and Harassment procedure.

U&C Guarantee

The Company undertakes that no employee who makes a bona fide report under this procedure will be subjected to any detriment as a result.

If an employee believes they have suffered any such treatment, they should inform the Whistleblowing Officer immediately so appropriate action can be taken. If the matter is not remedied, they should raise their concerns formally using the Grievance procedure.

No employee should threaten or retaliate against 'whistleblowers' in any way. Any employee who victimises genuine whistleblowers will be subject to disciplinary action under the Company's Disciplinary Policy and Procedure. Please note, such conduct is considered potential gross misconduct.

Procedure

In many cases employees should be able to discuss any concerns about wrongdoing with their line manager in the first instance. However, where the matter is more serious or an employee prefers not to raise it with them for any reason, they should report their concerns immediately by informing the Whistleblowing Officer, making it clear that they are doing so under the Company's Whistleblowing Policy.

Name of Whistleblowing Officer: Kathryn Milward

Contact Details: Kathryn.milward@urbanandcivic.com

There is no special procedure for doing this – an employee may either tell the Whistleblowing Officer

in person or, if preferred, put the matter in writing (email is sufficient).

If an employee feels unable to approach or discuss the matter with the Whistleblowing Officer for whatever reason, they should raise the issue with the Group Finance Director.

If the matter is more serious or, for whatever reason, an employee feels unable to approach the Whistleblowing Officer, or Group Finance Director, or where they have raised the issue with either of them but still has concerns, the matter should be raised in writing with Bill Holland, nominated Non-Executive Director, whose details are available on the intranet.

After an employee has raised their concern, the Company will decide how to respond in a responsible and appropriate manner under this policy. If the matter requires further investigation, this will be carried out as soon as is reasonably practicable. Parties involved in the investigation must respect the confidentiality of the process. Further investigation may involve arranging a meeting with the employee for more details about their concern.

As far as possible, the Company shall keep the employee informed of the decisions taken and the outcome of any enquiries and investigations carried out. However, the Company shall not be able to inform the employee of any matters which would infringe the duty of confidentiality to others. Employees must treat any information provided in reference to the concerns they have raised as confidential.

If an employee is unhappy about the speed or conduct of the investigation or the way in which the matter has been resolved, they should refer the matter to the Managing Director. When the complaint has been investigated, they will inform the employee of the result of the investigation and what, if any, action has been taken.

The Company will not reveal an employee's identity except:

- a) Where they are legally obliged to do so;
- b) Where that information is already in the public domain;
- c) On a strictly confidential basis to a professionally qualified lawyer or accountant when getting advice; or
- d) To the police as otherwise required under anti-money-laundering requirements.

If there are other circumstances in which the Company is required to reveal an employee's identity outside those identified above, this will be discussed with the employee first.

The Company does not encourage disclosures to be made anonymously. Proper investigation may be more difficult or impossible if further information cannot be obtained from the employee. It is also more difficult to establish whether any allegations are credible. If an employee is concerned about possible reprisals they should contact the Whistleblowing Officer and appropriate measures can then be taken to preserve confidentiality.

External Reporting

The Company is keen to hear any concerns that employees may have about wrongdoing at work and encourage employees to use the procedure described above where possible. However, if an employee feels unable to raise the matter internally and they honestly and reasonably believe the information and allegations to be true, reporting to external authorities, such as an appropriate regulatory body, should be considered. It will very rarely, if ever, be appropriate to alert the media.

The Company strongly encourage employees to seek advice before reporting a concern to anyone externally. The independent whistleblowing charity, Protect, has a lot of useful advice pages on their website <http://protect-advice.org.uk> They can also be contacted online <https://protect-advice.org.uk/contact-protect-advice-line/> or by telephone on: 020 3117 2520.

Proper Reporting

The Company recognises there may be matters that cannot be dealt with internally and external authorities will need to become involved. Where this is necessary, the Company reserves the right to make such a referral without an employee's consent.

Policy Review

This policy is supported by the Board and will be reviewed at appropriate intervals. An updated copy will be placed on the Company's intranet when any changes are made.