

URBAN&CIVIC PLC

("the Company")

WHISTLEBLOWING POLICY AND PROCEDURE

1. Policy

The Company and its subsidiaries are committed to conducting its business with honesty and integrity, and we expect all staff to maintain high standards. All organisations face the risk of things going wrong from time to time or of unknowingly harbouring malpractice. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur.

The aims of this policy are as follows:-

- 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;
- to provide guidance to staff as to how to raise such concerns;
- to re-assure staff that they should be able to raise genuine concerns in good faith without the fear of reprisals.

The Public Interest Disclosure Act 1998 (PIDA) protects workers who "blow the whistle" on wrongdoing in the workplace, also known as "whistleblowers". PIDA gives legal protection to employees against being dismissed or penalised by their employers as a result of publicly disclosing certain serious concerns. While the employee discloses a wrongdoing in a responsible manner and complies with the terms of the legislation in doing so, the Company is committed to abiding by the terms of PIDA.

This policy applies to all Company employees, whether permanent or temporary, and workers, including volunteers, agency staff, contractors, temporary and casual workers.

This policy does not form part of any employee's contract of employment and we may amend it at any time or depart from it where we consider it appropriate.

2. What is Whistleblowing?

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

- criminal activity;
- a miscarriage of justice;
- danger to health & safety;
- damage to the environment;
- failure to comply with any legal obligation or regulatory requirements;
- financial malpractice;
- active bribery, passive bribery or bribery of a foreign public official; and
- the deliberate concealment of any of the above matters.

If the Company knows about malpractice at an early stage, we stand a good chance of taking the necessary steps to safeguard the interests of all staff and protect our organisation. In short, please do not hesitate to "blow the whistle" on malpractice.

If you have a complaint about your own personal circumstances which does not relate to malpractice within the organisation, then you should use the Company's grievance or the Company's anti-harassment procedure.

3. Our Guarantee

The Company undertakes that where you have a reasonable suspicion or concern about suspected malpractice within the Company, which is reported in good faith under this policy:

- you will not be expected to prove your suspicions; and
- you will not suffer any form of retribution, victimisation or detriment.

If you believe that you have suffered any such treatment, you should inform the Whistleblowing Officer immediately. If the matter is not remedied, you should raise your concerns formally using the Company grievance procedure. Any employee who victimises genuine whistleblowers will be subject to disciplinary action under the Company's disciplinary procedure.

4. Procedure

Where you have a concern about suspected malpractice or wrongdoing in the Company, you should report your concerns immediately using the following procedure:

- Inform the Whistleblowing Officer, making it clear that you are doing so under the Company's Whistleblowing Policy

Name of Whistleblowing Officer: Heather Williams

Contact Details: heather.williams@urbanandcivic.com

If you are concerned about any form of malpractice you should normally first raise the issue with the Whistleblowing Officer. There is no special procedure for doing this – you may either tell him or her of the problem in person or, if you prefer, put the matter in writing.

- Alternatively, inform the Managing Director or Finance Director

If you feel you are unable to approach or discuss the matter with the Whistleblowing officer for whatever reason, raise the issue with the Managing Director or Finance Director.

Name of Managing Director: Robin Butler

Contact Details: robin.butler@urbanandcivic.com

Name of Finance Director: David Wood

Contact Details: [dw@urbanandcivic.com](mailto:dwood@urbanandcivic.com)

- If you still have concerns

If the matter is serious or, for whatever reason, you are not able to approach the Whistleblowing Officer, Managing Director or Finance Director, or where you have raised the issue with any of them but you still have concerns, you should raise the matter in writing with the nominated Non-Executive director, currently June Barnes.

- How we will respond

After you have raised your concern, we will decide how to respond in a responsible and appropriate manner under this policy. If the matter requires further investigation, such an investigation 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 you to find out more about the details of your concern.

- Keeping you informed

As far as possible, we shall keep you informed of the decisions we take and the outcome of any enquiries and investigations we carry out. However, we shall not be able to inform you of any matters which would infringe our duty of confidentiality to others. You should treat any information we do give you about the concerns you have raised as confidential.

- Confidentiality

The Company will not reveal your identity except:

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

If there are other circumstances in which we are required to reveal your identity outside those identified above, we will discuss this with you first.

5. External Reporting

The Company is keen to hear any concerns that employees may have about wrongdoing at work and we encourage employees to use the procedure described above where possible. However, if you feel unable to raise the matter internally and you 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.

We strongly encourage you to seek advice before reporting a concern to anyone externally. The independent whistleblowing charity, Public Concern at Work, operates a free confidential helpline. They also have a list of prescribed regulators for reporting certain types of concern. Their contact details are as follows:

Whistleblowing advice line: 020 7404 6609

General enquiries: 020 3117 2520

Email: whistle@pcaw.co.uk (UK advice)

services@pcaw.co.uk (UK services)

Website Address: <http://www.pcaw.co.uk>

6. Good Faith Requirement

If it is apparent or becomes apparent that any person has made allegations under this policy in bad faith, for example for malicious reasons or to pursue a personal grudge against another employee, this will constitute misconduct and will be dealt with in accordance with the terms of the Company disciplinary procedure.

7. Who is Responsible for this Policy?

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

All staff are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Questions about this policy and requests for training and information on dealing with whistleblowing should be directed to the Whistleblowing Officer.

8. Monitoring and Review of the Policy

This policy will be reviewed as required by the Audit Committee and/or the Board.

Approved by the Board on 22 July 2015