

# DOWLAIS

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**Dowlais Group plc**

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**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, to all Employees and to anyone who has a business relationship with any member of the Group (including business partners, agents, distributors, suppliers, customers, joint venture partners and any other person working for, or on behalf of the Group) ("**Third Parties**").
- 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 Third Parties 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 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 applies to Employees and Third Parties, in each case when they engage in Whistleblowing.
- 5.2 Employees and Third Parties should raise issues of concern as set out in paragraph 6. Business Units may also maintain appropriate alternative channels of communication to enable Third Parties to communicate Whistleblowing concerns.

## **6. WHISTLEBLOWING**

- 6.1 The Group encourages Employees and Third Parties 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 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 an Employee 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 either: (a) by contacting any member of the Legal Function of the relevant Business Unit; or (b) in accordance with paragraph 6.4 below.
- 6.4 Whistleblowing concerns can also be raised by both Employees and Third Parties via the Group's confidential Disclosure Hotline by telephone or online and in a number of different languages. Employees and Third Parties are able to raise concerns anonymously via the Disclosure Hotline, which is externally managed. Information provided via the Disclosure 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.
- 6.5 Details of the Disclosure Hotline must be available on each Business Unit's external website, intranet site and displayed prominently at each permanent manufacturing or office location.
- 6.6 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.

- 6.7 Where the Whistleblower has disclosed their identity when raising their concerns (i.e. the disclosure has not been made anonymously) or their identity is otherwise evident from the information provided, the Group will endeavour to keep the Whistleblower's identity confidential where requested to do so, 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 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 Any complaints regarding how any investigation, concern or incident is dealt with may be made by contacting the Group's General Counsel in writing at [compliance@dowlais.com](mailto:compliance@dowlais.com).

## **8. PROTECTION & SUPPORT FOR WHISTLEBLOWERS**

- 8.1 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, Employees 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, an Employee who makes false allegations maliciously may themselves be subject to disciplinary action.

- 8.2 Employees must not threaten or retaliate against Employees who raise concerns in any way. Any such conduct may itself result in disciplinary action.

## **9. AWARENESS**

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

## **10. 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.

## 11. DEFINITIONS

- 11.1 “**Business Unit**” means any business unit from time to time of the Group, including the central functions of the Group.
- 11.2 “**Employee**” means all employees or workers within the Group, which includes full time and part time employees and other workers including contractors, temporary or agency workers, interns, apprentices and volunteers and “**employment**” shall be construed accordingly.
- 11.3 “**Group**” means Dowlais Group plc and all subsidiary companies over which it exercises control, including all Business Units.
- 11.4 “**Third Parties**” has the meaning set out in paragraph 1.2 of this policy.
- 11.5 “**Whistleblowing**” has the meaning set out in paragraph 4.1 of this policy.
- 11.6 “**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.