



CANARY WHARF GROUP PLC

12. WHISTLE-BLOWING POLICY

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Introduction

This document sets out the Policy of Canary Wharf Group plc and its group of Companies (the "Group"). It may be amended by the Group from time to time.

In this Policy:

"Employees" means all employees from time to time of the Group, whether employed on a permanent or fixed term contract.

"Worker" means:

- I. Employees;
- II. self-employed people;
- III. contract and agency workers;
- IV. trainees and people who are provided with work experience as part of a training course or are provided with training for work (or both) by the Group; and
- V. any other person working for any Group Company from time to time who is not an Employee.

The Group is committed to the highest possible standards of openness, integrity and accountability. It expects all workers to maintain the same standards in everything they do. Workers are, therefore, encouraged to report at an early stage any wrongdoing by the Group or its workers that falls short of these business principles.

The Public Interest Disclosure Act 1998 protects workers who report wrongdoing within the workplace and it is the aim of this policy to ensure that as far as possible our workers are encouraged to tell us promptly about any wrongdoing at work which is in the public interest and which they believe has occurred or is likely to occur.

We recognise that workers may not always feel comfortable about discussing their concerns internally, especially if they believe that the Group itself is responsible for the wrongdoing. The aim of this policy is to ensure that workers feel confident that they can raise any matter with the Group in the knowledge that it will be taken seriously, treated as confidential and that no action will be taken against them. This policy aims to provide protection against detriment or dismissal on the grounds that you have disclosed a concern as long as such disclosure is made in the reasonable belief that the disclosure tends to show a malpractice (as specified below), is in the public interest and is made in accordance with this policy.

Operating Principles

In operating this policy, the Company will:

- observe the statutory provisions of the Public Interest Disclosure Act 1998, as inserted into the Employment Rights Act 1996, which gives legal protection to workers against being dismissed or penalised in any way as a result of making a protected disclosure for specified acts of serious malpractice;
- ensure that no discrimination occurs on the grounds of gender, gender reassignment, marital status, race, colour, nationality, ethnic origin, national origin, disability, age, sexual orientation, religion or belief, or any other unacceptable/prohibited grounds, when addressing concerns that have been raised;



- ensure that all workers are able to view a copy of this policy in a format which they can readily understand;
- ensure that workers receive a considered response to their concerns and are provided with a right of appeal if they are not satisfied with the outcome;
- reassure workers that they will be protected from any possible reprisals or victimisation if they have raised genuine concerns; and
- emphasise to managers and employees that victimising people who raise genuine concerns is a disciplinary offence, as is raising an allegation maliciously.

Concerns covered by the Policy

The Policy is intended to deal with serious or sensitive concerns about wrongdoings in the following areas:

- Criminal activity;
- Bribery and corruption;
- Failure to comply with a legal obligation;
- Miscarriage of justice;
- Danger to health and safety;
- Damage to the environment;
- Financial malpractice or impropriety or fraud;
- Improper conduct or unethical behaviour; and
- Attempts to conceal any of the above.

This list is an indication of the forms of malpractice which may cause concern, but is not restricted in any sense. Workers are encouraged to report any form of malpractice causing them concern.

It is not necessary to show that malpractice has been committed, is being committed or is likely to be committed, but merely that the worker has, or had, a reasonable belief that this was, or was likely to be, the case.

Concerns outside the scope of this Policy

- The Policy does not cover complaints against action taken, or intending to be taken, by the Group, the management team or colleagues which has placed, or could place, an individual at a particular disadvantage in respect of his or her duties, terms and conditions of employment, or relationships with co-workers. If an individual wishes to raise such a complaint, he or she should use the Group's Grievance Procedure.
- While the Group expects individuals to use this Policy to raise concerns about malpractice, it has a duty to point out that an individual has a right to use the Group's Grievance Procedure if their concern relates to a complaint against the Group and it is the individual's intention that the disclosure should constitute a grievance, rather than raising a stand-alone concern under this Policy.

Bribery and Corruption

There are criminal sanctions for both individuals and for the Group if they are convicted of offences under the



Bribery Act 2010. The Group is under a legal obligation to ensure that 'adequate procedures' are in place to prevent bribery from taking place.

The Policy should be read in line with the Anti-bribery and Corruption Policy and all suspicions of bribery should be reported in line with the Policy.

It may also be necessary to report suspicions of bribery to the police or other enforcement agencies/regulatory bodies.

Protection against Victimisation

The Group appreciates that the decision to raise a concern can be a difficult one to make, not least because there may be a fear of reprisal from those who may be committing malpractice or others who may be involved. The Group will not tolerate victimisation of any person who raises a genuine concern, even if it transpires that there is no basis for concluding that any malpractice has occurred, or is likely to occur, and will take appropriate steps to protect them, including taking disciplinary action against anyone who is found to be pursuing any form of retaliation or has threatened to do so.

Confidentiality and Anonymity

The Group recognises that an individual may not wish to be identified during the course of raising a concern. In such circumstances, the Group will do everything possible to protect the person's identity and will not disclose it without their consent. If it proves impossible to resolve the matter without revealing the individual's identity, the member of management dealing with the matter will discuss with them whether and how to proceed. In some cases, however, confidentiality cannot be absolutely guaranteed as the very fact of the investigation may serve to reveal the source of the information. The statement of the person raising the concern may be needed as part of evidence against the perpetrator, or legal proceedings at a later stage may require the individual to appear as a witness.

Malicious Allegations

Just as the Group will seek to protect those who raise genuine concerns, it will also protect those against whom claims are made, where the person raising the claim does so maliciously, knowing it to be untrue. The Group will take disciplinary action against any Employee who raises a concern maliciously, which may include summary dismissal. As far as issues of confidentiality are concerned, if it can be shown that there are reasonable grounds to suspect that an individual has acted maliciously, a court may order his or her identity to be revealed.

Procedure

If appropriate, discuss the concern with the appropriate person responsible for the matter in the first instance.

Stage 1

The Group encourages workers to raise the matter when it is just a concern, as long as they have a reasonable belief in the wrongdoing, rather than have them wait for proof or investigate the matter themselves. Acting sooner rather than later can avoid any further potential damage. Your concern will be treated as completely confidential and will not result in any report to anyone within the Group which involves your name unless you agree. However, in order to fully investigate the matter and/or take action, it may become necessary in the course of events to reveal your identity. The Group will endeavour to give you prior notice if this is the case.

Individuals are encouraged to put their name to their allegation. Concerns expressed anonymously are much less powerful but will be considered by the Group in the context of: (i) the seriousness of the issues raised; (ii) the credibility of the concern; and (iii) the likelihood of confirming the allegation from



attributable sources.

If there could be any language difficulties, (eg a non-English speaking worker or a deaf worker) at a meeting, the Group will arrange for an interpreter so the worker is not disadvantaged.

An Employee making a complaint will be allowed reasonable time, with pay, to seek advice for any meeting which forms part of the process and to be accompanied by a work colleague employed by the Group.

If the concern cannot be resolved by this approach or if such an approach is not appropriate because of the nature and the concern, then you have the right to use the procedure below.

Stage 2

You should formally raise the concern in writing with a senior member of the Personnel Department or, if you wish, any member of the board of directors. When they have investigated your complaint they will tell you the result of the investigation and what, if any, action has been taken. Please note, however that the Group may not be able to tell you the precise action it has taken where to do so would infringe a duty of confidence owed by it to somebody else.

Each step will be taken without any unreasonable delay, however, given the nature of malpractice investigations, timescales may be prolonged, but you will be kept up-to-date with progress.

No Employee who makes a bona fide report under this procedure will be subjected to any detriment as a result, in accordance with section 47B of the Employment Rights Act 1996. In the event that you believe you are being subjected to a detriment by any person within the Group as a result of your decision to invoke the procedure you must inform any senior member of the Personnel Department immediately and appropriate action will be taken to protect you from any reprisals.

The senior member of the Personnel Department (or another senior manager appointed for such a purpose) will write to you, inviting you to a preliminary meeting, advising of the right to be accompanied by a work colleague or trade union representative.

At the preliminary meeting, the concern will be discussed and you will be expected to produce any further evidence in relation to the matter, such as documents and names of witnesses.

The concern will then be investigated as quickly as possible by an independent investigator (see below).

The senior member of the Personnel Department (or another senior manager appointed for such a purpose) will consider the investigator's report and decide if there is a prima facie case to answer.

If, on the balance of probabilities, there is evidence of malpractice, the senior member of the Personnel Department (or another senior manager appointed for such a purpose), will be responsible for taking appropriate action to remedy the situation.

The senior member of the Personnel Department (or another senior manager appointed for such a purpose) will meet with you, explain the outcome of the investigations and, if there is evidence of malpractice, the actions taken or to be taken. The details will be confirmed to you in writing, accompanied by a copy of the minutes of the meeting.

If you are not satisfied with the outcome, you have the right of appeal at Stage 3.



Stage 3

If action taken as a result of the Stage 2 does not resolve the concern from your point of view, you should lodge an appeal in writing to an individual who is more senior in the organisation than the person who took the decision at Stage 2 within five working days of receipt of the original decision.

You will then receive a letter from the senior manager who is appointed to hear your appeal, inviting you to an appeal hearing to discuss the matter, confirming the right to be accompanied.

At the appeal hearing the decision taken at Stage 2 will be considered against your basis for appeal. You will be notified in writing of the outcome with reasons, normally within ten days of the appeal hearing. A copy of the minutes of the meeting will be sent with notification of the outcome of the appeal.

This decision will be final and there will be no further right of appeal.

Operating principles for investigating complaints

- An investigation to establish all relevant facts will be conducted as sensitively and speedily as possible.
- Investigations will be carried out by an independent investigator who has had no previous involvement in the matter.
- At the end of the investigation, the investigator will analyse all the evidence and make findings of fact, based upon the balance of probabilities, as to whether malpractice has occurred or is likely to occur.

Independent Confidential Advice

If you are unsure whether or how to raise a concern you can get free confidential independent advice from Public Concern at Work (020 7404 6609).

Keeping Records

The Group recognises that it is important, and in the interests of both employer and worker to keep written records during the concern raising process. Records, which will be treated as confidential and kept in accordance with the Data Protection Act 1998, include:

- the nature of the concern raised;
- a copy of the worker's letter setting out the nature of the concern;
- the independent investigator's report;
- the Group's written response, including any action taken and the reasons for action taken;
- whether there was an appeal and, if so, the written response setting out the outcome;
- minutes of meetings; and
- subsequent developments.

Minutes of meetings will be given to the worker who has raised a concern although in certain circumstances (for example to protect a witness) the Group reserves the right to withhold information to protect confidentiality in respect of a third party who has been involved in the case.

Monitoring and Review

The Group will monitor the effectiveness of this Policy and take remedial action where it is apparent that the Policy and procedures may not be achieving the Group's overall aim.