

# **WHISTLE-BLOWING POLICY**

## CONTENTS

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### SECTION

1.	ABOUT THIS POLICY .....	1
2.	PERSONNEL RESPONSIBLE FOR THE POLICY .....	1
3.	WHAT IS WHISTLE-BLOWING? .....	2
4.	RAISING A WHISTLE-BLOWING CONCERN .....	3
5.	CONFIDENTIALITY.....	3
6.	INVESTIGATION AND OUTCOME.....	3
7.	IF THE EMPLOYEE IS NOT SATISFIED .....	4
8.	EXTERNAL DISCLOSURES .....	4
9.	PROTECTION AND SUPPORT FOR WHISTLE-BLOWERS .....	5
10.	CONTACTS .....	5

## **1. ABOUT THIS POLICY**

- 1.1 “We” and “our” means Spirax-Sarco Engineering plc and its subsidiaries wherever used in this policy.
- 1.2 We are committed to conducting our business with honesty and integrity, and we expect all employees to maintain high standards in accordance with our Group Management Code and our Core Values. 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 to prevent such situations occurring and to address them when they do occur.
- 1.3 The aims of this policy are:
- (a) To encourage employees 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 employees with guidance as to how to raise those concerns.
  - (c) To reassure employees that they can raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.
- 1.4 This policy covers all employees, officers, consultants, contractors, casual workers and agency workers.
- 1.5 This policy takes account of the Whistle-blowing Arrangements Code of Practice issued by the British Standards Institute and Public Concern at Work.
- 1.6 This policy does not form part of any employee's contract of employment and we may amend it at any time.

## **2. PERSONNEL RESPONSIBLE FOR THE POLICY**

- 2.1 The Audit Committee of Spirax-Sarco Engineering plc has overall responsibility for this policy and for reviewing the effectiveness of actions taken in response to concerns raised under this policy.
- 2.2 The Whistle-blowing Officer has responsibility for this policy and must ensure that all managers and other employees who may deal with concerns or investigations under this policy receive regular and appropriate training.
- 2.3 The Whistle-blowing Officer, in conjunction with the Audit Committee, should review this policy from a legal and operational perspective at least once a year.

2.4 All employees are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Employees 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 Whistle-blowing Officer.

### 3. WHAT IS WHISTLE-BLOWING?

3.1 **Whistle-blowing** is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:

- (a) criminal activity;
- (b) failure to comply with any legal obligations;
- (c) miscarriages of justice;
- (d) danger to health and safety;
- (e) damage to the environment;
- (f) bribery under our Anti-Corruption Policy and Procedures;
- (g) financial fraud;
- (h) negligence;
- (i) material breach of our internal policies and procedures including our Group Management Code;
- (j) material conduct likely to damage our reputation;
- (k) unauthorised disclosure of confidential information;
- (l) the deliberate concealment of any of the above matters; and
- (m) bullying, harassment and discrimination.

3.2 A **whistle-blower** is a person who raises a genuine concern relating to any of the above. If an employee has any genuine concerns related to suspected wrongdoing or danger affecting any of our activities (a **Whistle-blowing concern**) they should report it under this policy.

3.3 This policy should not be used for complaints relating to an employee's own personal circumstances, such as the way they have been treated at work. In those cases an employee should use the grievance procedure adopted by their employer.

3.4 If an employee is uncertain whether something is within the scope of this policy they should seek advice from the Whistle-blowing Officer, whose contact details are on page 5.

#### **4. RAISING A WHISTLE-BLOWING CONCERN**

- 4.1 We hope that in many cases an employee will be able to raise any concerns with their line manager. They may tell them in person or put the matter in writing if preferred. The line manager may be able to agree a way of resolving the employee's concern quickly and effectively. In all cases the line manager should refer the matter to the Whistle-blowing Officer so that the matter can be reported to the Audit Committee.
- 4.2 However, if an employee feels that their line manager has not addressed their concern, or they prefer not to raise it with them for any reason, the employee should contact the Whistle-blowing Officer. Contact details are set out on page 5.
- 4.3 The Whistle-blowing Officer will arrange a meeting or call with the employee as soon as possible to discuss their concern.
- 4.4 The Whistle-blowing Officer will take down a written summary of the employee's concern and provide them with a copy after the meeting or call. The Whistle-blowing Officer will also aim to give an indication of how we propose to deal with the matter.

#### **5. CONFIDENTIALITY**

- 5.1 We hope that employees will feel able to voice Whistle-blowing concerns openly under this policy. However, if an employee wants to raise a concern confidentially, we will make every effort to keep their identity secret. If it is necessary for anyone investigating the concern to know the employee's identity, this will be discussed with the employee before their name is disclosed.
- 5.2 We do not encourage employees to make disclosures anonymously. Proper investigation may be more difficult or impossible if we cannot obtain further information from the employee. It is also more difficult to establish whether any allegations are credible. Whistle-blowers who are concerned about possible reprisals if their identity is revealed should come forward to the Whistle-blowing Officer and appropriate measures can then be taken to preserve confidentiality. If an employee is in any doubt please use the confidential and independent helpline offered by Safecall.

#### **6. INVESTIGATION AND OUTCOME**

- 6.1 Once an employee has raised a concern, we will carry out an initial assessment to determine the scope of any investigation and will inform the employee of the outcome. The employee may be asked 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 employees 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 the employee informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us giving the employee specific details of the investigation or any disciplinary action taken as a result. The employee should treat any information about the investigation as confidential.
- 6.4 If we conclude that a whistle-blower has made false allegations maliciously or with a view to personal gain, the whistle-blower will be subject to disciplinary action in accordance with local employment policies.

## **7. IF THE EMPLOYEE IS NOT SATISFIED**

- 7.1 While we cannot always guarantee the outcome the employee is seeking, we will try to deal with the employee's concern fairly and in an appropriate way. By using this policy employees can help us to achieve this.
- 7.2 If an employee is not happy with the way in which their concern has been handled, they can raise it with the Whistle-blowing Officer. Alternatively they may contact the Chairman of the Audit Committee. Contact details are set out on page 5.

## **8. EXTERNAL DISCLOSURES**

- 8.1 The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases an employee should not find it necessary to alert anyone externally.
- 8.2 The law recognises that in some circumstances it may be appropriate for an employee to report their concerns to an external body such as a regulator. It will very rarely, if ever, be appropriate to alert the media. We encourage employees to raise matters internally before reporting a concern to anyone externally.
- 8.3 Whistle-blowing concerns usually relate to the conduct of employees but they may sometimes relate to the actions of a third party, such as a customer, supplier or service provider. In some circumstances the law will protect an employee if they raise the matter with the third party directly. However, we encourage employees to report such concerns internally first. Employees should contact their line manager or the Whistle-blowing Officer for guidance.

## 9. PROTECTION AND SUPPORT FOR WHISTLE-BLOWERS

- 9.1 It is understandable that whistle-blowers are sometimes worried about possible repercussions. We encourage openness and will support employees who raise genuine concerns under this policy, even if they turn out to be mistaken.
- 9.2 Whistle-blowers must not suffer any detrimental treatment as a result of raising a concern. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If employees believe that they have suffered any such treatment, they should inform the Whistle-blowing Officer immediately. If the matter is not remedied they should raise it formally using the grievance procedure adopted by their employer.
- 9.3 Managers and employees must not threaten or retaliate against whistle-blowers in any way. If employees are involved in such conduct they may be subject to disciplinary action.

## 10. CONTACTS

<b>Whistle-blowing Officer</b>	Andy Robson, General Counsel Tel. +44 (0)1242 535194 Email: andy.robson@uk.spiraxsarco.com
<b>Chairman of the Audit Committee</b>	Clive Watson Tel. +44 (0)1784 485318 Email: clive.watson@spectris.com
<b>Safecall (Independent Confidential Reporting Line)</b>	Helpline: 0800 915 1571 International Freephone numbers attached E mail: <a href="mailto:spiraxsarco@safecall.co.uk">spiraxsarco@safecall.co.uk</a>

Safecall provide an independent confidential reporting line where you can raise your concerns and be assured they will be fully addressed. Calls are handled by skilled staff and will be treated in complete confidence. A report of the call will be sent to Andy Robson or Caroline Brown. Safecall will not disclose your name to Spirax-Sarco if you wish to remain anonymous.

You can contact Safecall at any time on the Freephone numbers attached where you can speak to someone in your preferred language.

The Safecall line is available 24/7 365 days. Alternatively Safecall can be contacted via e-mail [spiraxsarco@safecall.co.uk](mailto:spiraxsarco@safecall.co.uk) or via the web [www.safecall.co.uk/report](http://www.safecall.co.uk/report)

Details of the Safecall service can also be found on Safecall posters which will appear shortly at your location and on the Group Legal & Secretarial page on iShare.