

CADENT GAS LIMITED

WHISTLEBLOWING POLICY

MAY 2017

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1. ABOUT THIS POLICY

1.1 We are committed to conducting our business with honesty and integrity, and we expect all staff to maintain high standards in accordance with our Code of Employee Conduct. 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 in order to prevent such situations occurring and to address them when they do occur.

1.2 The aims of this policy are:

- (a) 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.
- (b) To provide staff with guidance as to how to raise those concerns.
- (c) To reassure staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.

1.3 This policy covers all employees, officers, consultants, contractors, casual workers and agency workers.

1.4 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 Board's Audit Committee 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 Head of Assurance has day-to-day operational responsibility for this policy, and must ensure that all managers and other staff who may deal with concerns or investigations under this policy receive regular and appropriate training.

2.3 All staff are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing.

3. WHAT IS WHISTLEBLOWING?

3.1 **Whistleblowing** 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 or professional obligation or regulatory requirements;

- (c) miscarriages of justice;
- (d) danger to health and safety;
- (e) damage to the environment;
- (f) bribery under our Anti-corruption and Bribery Policy;
- (g) financial fraud or mismanagement;
- (h) breach of our internal policies and procedures, including our Code of Employee Conduct;
- (i) conduct likely to damage our reputation or financial wellbeing;
- (j) unauthorised disclosure of confidential information;
- (k) the deliberate concealment of any of the above matters.

3.2 A **whistleblower** is a person who raises a genuine concern relating to any of the above. If you have any genuine concerns related to suspected wrongdoing or danger affecting any of our activities (a **whistleblowing concern**) you should report it under this policy.

3.3 This policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work. In those cases you should use the Grievance Procedure.

3.4 If you are uncertain whether something is within the scope of this policy you should seek advice from the Assurance Team.

4. RAISING A WHISTLEBLOWING CONCERN

4.1 We hope that in many cases you will be able to raise any concerns with your line manager or someone more senior in your function. You may tell them in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively. In some cases they may refer the matter to the Assurance Team.

4.2 However, where the matter is more serious, or you feel that your concern has not been addressed, or you prefer not to raise it within your function for any reason, you should contact one of the following:

- (a) Our internal confidential business conduct helpline;
- (b) Assurance (Business Conduct) Manager;
- (c) The Head of Assurance;
- (d) Our external confidential business conduct helpline.

4.3 We will discuss the matter with you and may arrange a meeting with you as soon as possible to discuss your concern. You may bring a colleague or union representative

to any meetings under this policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.

- 4.4 We will take down a written summary of your concern and provide you with a copy after the meeting. We will also aim to give you an indication of how we propose to deal with the matter.

5. CONFIDENTIALITY

- 5.1 We hope that staff will feel able to voice whistleblowing concerns openly under this policy. However, if you want to raise your concern confidentially, we will make every effort to keep your identity secret. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you.

- 5.2 We do not encourage staff to make disclosures anonymously. Proper investigation may be more difficult or impossible if we cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to the Head of Assurance and appropriate measures can then be taken to preserve confidentiality. If you are in any doubt you can seek advice from our external helpline run by an independent company which specialises in responding to such concerns.

6. INVESTIGATION AND OUTCOME

- 6.1 Once you have raised a concern, we will carry out an initial assessment to determine the scope of any investigation. We will inform you of the outcome of our assessment. You may be required 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 staff 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 you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.

- 6.4 If we conclude that a whistleblower has made false allegations maliciously or with a view to personal gain, the whistleblower may be subject to disciplinary action.

7. IF YOU ARE NOT SATISFIED

7.1 While we cannot always guarantee the outcome you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this policy you can help us to achieve this.

7.2 If you are not happy with the way in which your concern has been handled, you can raise it with one of the other key contacts in paragraph 4. Alternatively you may contact the General Counsel and Company Secretary or our external auditors.

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 you should not find it necessary to alert anyone externally.

8.2 The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely if ever be appropriate to alert the media. We strongly encourage you to seek advice either internally or from our independent helpline before reporting a concern to an external body.

8.3 Whistleblowing concerns usually relate to the conduct of our staff, 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 you if you raise the matter with the third party directly. However, we encourage you to report such concerns internally first. You should contact your line manager, someone more senior in your function or one of the other individuals set out in paragraph 4 for guidance.

9. PROTECTION AND SUPPORT FOR WHISTLEBLOWERS

9.1 It is understandable that whistleblowers are sometimes worried about possible repercussions. We aim to encourage openness and will support staff who raise genuine concerns under this policy, even if they turn out to be mistaken.

9.2 Whistleblowers 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 you believe that you have suffered any such treatment, you should inform the Head of Assurance immediately. If the matter is not remedied you should raise it formally using our Grievance Procedure.

9.3 You must not threaten or retaliate against whistleblowers in any way. If you are involved in such conduct you may be subject to disciplinary action.

10. RELATED POLICIES AND OTHER DOCUMENTS

- 10.1 Always Doing the Right Thing;
- 10.2 Code of Employee Conduct;
- 10.3 Anti-corruption and Bribery Policy;
- 10.4 Grievance Procedure;
- 10.5 Safety and Wellbeing Policy;
- 10.6 Environmental policy;
- 10.7 Discrimination, Harassment and Bullying Policy;
- 10.8 Drugs and Alcohol Policy; and
- 10.9 Business Travel and Expenses Policy.

11. KEY CONTACTS

Policy Owner - General Counsel and Company Secretary

Policy Leads – Head of Assurance

First Point of Contact – Assurance (Business Conduct) Manager

Internal Business Conduct Helpline

Freephone: 0800 376 0113

Email: Box.Bus.ConductHelp.GD16@cadentgas.com

External Business Conduct Helpline

Freephone: 0800 988 9094

Email report@seehearspeakup.co.uk

12. MONITORING AND COMPLIANCE

- 12.1 The General Counsel and Company Secretary shall review the effectiveness of and compliance with this policy annually with the Policy Lead.
- 12.2 Compliance shall be monitored through the Compliance framework and the biannual Certificate of Assurance process, with further assurance being sought through the delivery of targeted assurance reviews. General understanding and awareness of the policy will also be assessed through the employee survey.