

## The Go-Ahead Group plc / OpCo

### Whistleblowing / Serious Concerns Policy “Template”

The Company wishes to create a working environment where everybody feels able to raise legitimate concerns about a possible wrong-doing which is in the public interest, without fear of reprisals, including victimisation and dismissal.

This policy does not form part of any employee’s contract of employment and the Company may amend it at any time.

#### **To whom does the policy apply?**

This policy applies to all individuals working at all levels in [The Go-Ahead Group plc / Operating Company] (“**Company**”) including senior managers, officers, directors, employees, consultants, contractors, trainees, volunteers, apprentices, homeworkers, part-time and fixed-term workers, casual and agency staff (collectively referred to as “**staff**” in this policy).

#### **What is whistleblowing?**

Whistleblowing is the reporting of suspected malpractice, wrongdoing or dangers in relation to the Company’s activities. This includes bribery, fraud or other criminal activity, miscarriages of justice, health and safety risks, damage to the environment and any breach of legal or professional obligations (except in relation to bribery and corruption, which should be reported using the procedure set out in the Company’s Anti-Bribery and Corruption Policy).

#### **Areas covered by this policy**

There may be circumstances where an individual has concerns with respect to a particular aspect of the Company’s business / service and / or the activities of its employees or officers, each such event he or she believes may affect, and/or prejudice, the interests of the public and/or breach any current legislation.

Set out below are examples covered by the policy which may have happened in the past, may currently be happening or may happen in the future. These examples are not intended to be exhaustive.

- a criminal offence has been committed;
- there has been a failure to comply with legal obligations;
- a miscarriage of justice has occurred;
- the health or safety of someone is being endangered or harmed;
- the environment is being damaged;
- fraud, corruption, bribery or other financial irregularity is occurring (though noting that actions which amount to bribery should, as stated, be reported through the Company’s Anti-Bribery and Corruption Policy - Section 5 of the Group’s Policy and Procedures Manual);
- confidential or commercially sensitive information is being used improperly;
- a conflict of interest or unethical behaviour or malpractice has occurred;
- inside information on dealing in the shares of The Go-Ahead Group plc is being used improperly;

- there has been a failure to disclose information or documents have been improperly destroyed which should be disclosed to others in the Company or to appropriate regulators; and
- there has been deliberate concealment of any of the above.

Whistleblowing is not relevant where a complaint relates to an individual's own employment position or personal circumstance at work (such as the way they have been treated at work (for example, bullying, harassment and discrimination) or a potential breach of their employment contract). This policy should not be used for complaints relating to such personal circumstances. In those cases, staff should use the Company's Grievance Procedure.

### **How to raise concerns**

A concern can be raised in writing, in person or by telephone. It is preferable if it is made in writing. Although the individual is not expected to prove the truth of their concern beyond doubt or provide evidence, that individual will generally need to provide the following information as a minimum:

- (a) the nature of the concern and why the individual believes it to be true; and
- (b) the background and history of the concern (giving relevant dates where possible).

If individuals have a serious concern which they wish to raise, they must do so by following this policy. Staff are encouraged to report suspected malpractice, wrongdoing or dangers as soon as possible. Every disclosure under policy will be treated seriously and will be fully investigated.

Where an individual wishes to raise or discuss any issues, which might fall under the examples covered by the policy above, he / she should contact his / her line manager in the first instance who will treat the matter in confidence.

However, where an individual would prefer not to raise it with their line manager for any reason, they should contact, as soon as possible, his / her nominated independent representative and whose contact details are located at the end of this policy.

If this would not be appropriate, then the concern should be raised with a Director in the company.

If, in extremely rare instances, it would not be appropriate to contact his / her line manager, nominated independent representative or Director, an email should be sent to the Group Legal Director ([elliott.laurie@go-ahead.com](mailto:elliott.laurie@go-ahead.com)). Instances where this may be appropriate would include genuine concerns with the senior management in the Company and relates to those areas covered by this policy. However, we would encourage you, where reasonably possible, to have your concerns addressed locally.

If an individual is not comfortable with reporting their concern to any of these individuals, they should refer to the "External Disclosures" section below.

For concerns in relation to fraud, bribery or corruption, under the Company's Anti-Bribery and Corruption Policy (Section 5 of the Group's Policy and Procedures Manual), the Group / Regional Compliance Officer must also be notified immediately.

### **Legal grounds for processing personal information**

Under the Data Protection Act 2018, the Company is required to ensure that any processing of personal information is undertaken under one of the six legal grounds for processing. In the context of whistleblowing, we would expect such grounds to be either (i) where processing is necessary for compliance with the law; or (ii) where processing is necessary for the purposes of the legitimate interests pursued by the controller or by a third party, except where such interests are overridden by the interests or fundamental rights and freedoms of the data subject which require protection of personal data. Should there be a requirement to process special category personal information as a result of a disclosure then the lawful basis for processing will be determined at the time given the information disclosed, the context of its disclosure, and the specific purpose for which it is to be processed.

The Company would not usually rely on the legal ground of consent to process personal data in the context of whistleblowing. Advice should be sought from the Group Data Protection Officer if this is the case, as it affects the rights that the whistleblower has over their personal data.

### **Responding to concerns raised**

The Company recognises the sensitivity of raising such issues and we undertake to treat details of individuals who report matters with the utmost confidence. All concerns raised under this policy will be dealt with appropriately, consistently, fairly and professionally.

If appropriate, and with that individual's agreement, the Company may arrange a meeting with the person who raised the concern as early as soon as possible. That individual may bring a colleague to any meeting that takes place. The companion must respect the confidentiality of the disclosure and any subsequent investigation. The Company may ask the individual for further information about the concern raised, either at the meeting or at a later stage.

Once a disclosure has been made and following any meeting held with the individual who raised the concern, the issue will be investigated and the person who made the disclosure will be kept informed of progress. This will most likely involve making internal enquiries and, depending on the nature of the concern, external investigators may be brought in to undertake the investigation. The Company will ensure that only personal data that is adequate, relevant and limited to what is necessary is processed.

It is not appropriate to set a timeframe by which such investigations will be completed as the diverse nature of the possible types of disclosure makes this unworkable. However, the Company will deal with all disclosures in a timely manner.

The individual(s) making the disclosure will be informed of the progress of the investigation being carried out and, when it is completed, advised of the outcome of the investigation as

soon as practicable. However, the Company will not be able to inform the individual of any matter which would infringe any duty of confidentiality owed to others.

### **Confidentiality**

The Company hopes that all staff will feel able to voice their concerns openly under this policy. Although a concern may be reported anonymously, the Company encourages individuals to put their name to their allegation whenever possible. If this is not done, it will be much more difficult to protect the individual's position or to give feedback on the outcome of investigations.

However, every effort will be made to keep the identity of the person who has raised concerns in accordance with this policy confidential if that is their wish. In certain circumstances, his or her identity may need to be disclosed (for example, if they are asked to come forward as a witness as part of the investigation) but this will only happen when it is absolutely necessary. If this is necessary, the individual will be offered advice and support. Reports will only be seen by authorised persons and will be kept securely to protect confidentiality.

Authorised people investigating a report, must take steps to ensure any personal data is kept safe that any person accused is subject to a fair and independent investigation.

### **Timely processing**

The Company will not keep personal data longer than is necessary for the purpose or purposes for which it was collected. Personal data from a whistleblowing report will only be retained for the duration of the investigation and resolution of the issue, or if it is legally required to be retained or it is required to establish, defend or bring a legal claim.

### **External disclosures**

The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases staff should not find it necessary to alert anyone externally.

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, professional body or an MP. The Company strongly encourages staff to seek advice before reporting a concern to anyone external.

However, and if for whatever reason an individual feels they should look to an external body, a list of the relevant persons and bodies for this purpose, and the areas for which they are responsible, is available from Protect (and whose details are located at the end of the policy) and on the GOV.uk website (<https://www.gov.uk/government/publications/blowing-the-whistle-list-of-prescribed-people-and-bodies--2>).

Protect (formerly known as Public Concern at Work) is a leading independent charity whose main objectives are to promote compliance with the law and good practice in the public, private and voluntary sectors. They offer individuals impartial and confidential advice.

### **Protection and support for whistleblowers**

The Company encourages openness and will support staff who raise genuine concerns under this policy, even if they turn out to be mistaken.

Staff will not suffer any detrimental treatment as a result of raising a genuine concern. If an individual has suffered any such treatment, they should inform their line manager or nominated independent representative immediately. If the matter is not dealt by the Company to the individual's satisfaction, the individual should raise it formally using the Company's Grievance Procedure.

Staff will not threaten or retaliate against whistleblowers in any way. If an individual is involved in such conduct, they may be subject to disciplinary action and, in some cases, may be liable to a claim for compensation brought against them personally.

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

Protect operates a confidential helpline. Their contact details are at the end of this policy.

### **Who will not be protected by this policy?**

The following people will not be protected by this policy:

- Individuals whose disclosures are not made in the public interest;
- Individuals who do not reasonably believe that the allegation to be true;
- Individuals who make the disclosure principally with malicious intent;
- Individuals who do not raise their concerns in accordance with this policy before making a disclosure to an external party.

If there is any doubt as to how to proceed, please contact any of the people named in this document who will be able to provide guidance.

### **General Data Protection Regulation (GDPR)**

The Company is committed to protecting the privacy and security of the whistleblower's personal information. For information on how the Company collects and uses personal information about the whistleblower in accordance with GDPR together, with their data subject rights including subject access requests, the individual should refer to Go-Ahead's Privacy Notice for Directors, Employees, Workers and Contractors which is available on the Intranet and from Go-Ahead's Data Protection Officer who can be contacted by email at [data.protection@go-ahead.com](mailto:data.protection@go-ahead.com).

Please note that, in a whistleblowing context, data subject rights may be restricted for the prevention, investigation, detection or prosecution of criminal offences or civil law claims.

**Contacts:**

<b>Group / OpCo Nominated Independent Representative</b>	<b>Name</b> <b>E-mail Address</b> <b>Telephone</b>
<b>Group / OpCo Director</b>	<b>Name</b> <b>E-Mail Address</b> <b>Telephone</b>
<b>Group Legal Director</b>	<b>Elliot Laurie</b> <b>elliott.laurie@go-ahead.com</b> <b>Telephone: 020 7799 8981</b>
<b>Protect</b> <b>(Independent whistleblowing charity)</b>	<b>Helpline: (020) 7404 6609</b> <b>E-Mail: <a href="mailto:whistle@protect-advice.org.uk">whistle@protect-advice.org.uk</a></b> <b>Website: <a href="https://protect-advice.org.uk/">https://protect-advice.org.uk/</a></b>