

innovo

Innovo Holding Limited

Whistleblowing Policy

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Innovo is a trusted and well respected international organisation, strongly committed to conducting its businesses around the world with the highest degree of integrity, in an honest and ethical manner and in compliance with laws and regulations. This commitment includes a zero-tolerance approach towards all forms of bribery, corruption, fraud, misconduct and wrongdoing. The development and wellbeing of our business depends on us, our workers and employees, and our suppliers maintaining the highest standards of integrity and ethical and responsible conduct in all matters

1. Whistleblowing

- 1.1 Innovo encourages all individuals to raise any concerns that they may have about the conduct of others in the business or the way in which the business is run. This policy sets out the way in which individuals may raise any concerns and how those concerns will be dealt with.
- 1.2 All workers and employees have protection if they raise concerns in the correct way. It does not matter if an individual who raises a concern is mistaken. Workers and employees do not have to prove anything about the allegation they are making but they must reasonably believe that the disclosure is made in the public interest and the information they have tends to show some malpractice.
- 1.3 This policy applies to all Innovo employees, officers, workers, volunteers, trainees. Other persons performing functions in relation to Innovo, such as contractors and sub-contractors are also encouraged to use it.

2. When to use this policy

2.1 There is an important distinction between whistleblowing and raising a grievance:

(a) Whistleblowing is the reporting of a concern that an individual reasonably believes involves serious wrongdoing, unlawful conduct, malpractice, a serious breach of applicable requirements, or a danger to the health, safety or security of individuals or the environment. Whistleblowing will generally have a wider impact beyond the individual raising the concern, for example where it affects customers, suppliers, third parties, employees generally or the public.

(b) A grievance is generally a complaint relating to an individual's own employment, working conditions, treatment at work or personal circumstances, such as concerns about an employment decision, interpersonal conflict or other workplace matter affecting that individual personally.

2.2 This Policy does not set out the procedure for dealing with general employment grievances. Employees wishing to raise a grievance should use the Grievance Procedure contained in the Global HR Policy.

2.3 Some concerns may contain both whistleblowing and grievance elements. Innovo will assess the nature of the concern and determine the appropriate process for handling it. Where appropriate, a matter may be referred to another function or procedure, including HR, Legal, Compliance, HSE, Security or management, while ensuring that any whistleblowing elements are addressed appropriately.

3. Malpractice covered by this policy

3.1 Whistleblowing is the reporting of suspected malpractice, wrongdoing or dangers in relation to the activities Innovo undertakes. The individual has no responsibility for investigating the matter – it is the organisation's responsibility to ensure that an investigation takes place.

3.2 The kinds of malpractice covered by this policy include, without limitation:

- (a) criminal offences, including bribery, corruption, money laundering, terrorist financing, sanctions violations, tax evasion facilitation, kick-backs or other financial crime;
- (b) serious breaches of any applicable law, regulation or professional obligation;
- (c) causing serious danger to the health or safety of any individual, or serious security threats, violence, kidnapping, hostage-taking, extortion, blackmail, terrorism or other threats to personal safety;
- (d) modern slavery, forced labour, child labour or other serious human rights abuse, whether within the company or in the supply chain;

- (e) serious or material environmental misconduct, including causing significant environmental damage, unlawful pollution or contamination, improper disposal of hazardous substances or waste, or deliberate or reckless breaches of applicable environmental laws, regulations or permits;
- (f) any dishonest or fraudulent act, including forgery or alteration of any legal or financial document;
- (g) misappropriation of funds, securities, supplies or other assets;
- (h) impropriety in the handling or reporting of money or financial transactions, including serious accounting, auditing or reporting concerns;
- (i) deliberate destruction, concealment, removal or unauthorised disposal of records, assets, IT equipment, data or other company property;
- (j) serious breaches of regulatory requirements, licences, permits or binding professional standards;
- (k) serious breaches of company policies, procedures or the Code of Business Conduct involving significant misconduct, abuse of authority, undisclosed or improperly managed conflicts of interest, serious unethical behaviour or conduct creating a significant risk to the company or its stakeholders;
- (l) serious breaches relating to personal data, confidentiality or information security;
- (m) retaliation, victimisation, intimidation or other detrimental treatment against any person who raises a concern, makes a report in good faith, assists with an investigation or otherwise participates in the whistleblowing process; and
- (n) deliberately concealing, suppressing or obstructing the reporting, investigation or resolution of any of the above, including destruction or tampering with evidence.

4. Our assurance

4.1 People who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. If you use this policy in good faith to raise a genuine concern, we give you our assurance that we will support you, even if your concern turns out to be mistaken and that you will not suffer any form of retribution or detrimental treatment (see paragraph 9).

4.2 We will treat your concern seriously and act according to this policy.

5. Procedure for raising a concern

5.1 If you are concerned about any form of malpractice covered by this policy, you should normally raise the issue with your line manager. If you feel you cannot tell your line manager, for

whatever reason, you should raise the issue with any of the following: the Head of the People/HR team, the Compliance Officer, a member of the Compliance Team or the Chief Executive Officer. There is also an option for you to use Innovo EthicsPoint (see paragraph 6).

- 5.2 A concern can be raised by telephone, in person or in writing. It is preferable if it is made in writing. Although you are not expected to prove the truth of your concern beyond doubt or provide evidence, you will generally need to provide, as a minimum, details of the nature of the concern and why you believe it to be true, and the background and history of the concern (giving relevant dates where possible).
- 5.3 You may wish to consider discussing your concern with a colleague before raising it formally under this policy but remember that once you have raised a concern formally (alone or with a colleague), in the interests of everyone involved, this is a confidential process.

6. Innovo EthicsPoint

- 6.1 For times when you do not feel comfortable raising your concerns internally, and you reasonably believe the information and any allegations are substantially true, you can report your concerns using Innovo EthicsPoint, which is managed by an independent firm, NAVEX.
- 6.2 Innovo EthicsPoint is a phone and web-based reporting system. NAVEX has gone to great lengths to ensure that reports entered in the system are completely confidential. This allows you to communicate your concerns confidentially and, if you prefer, anonymously. The system is available in many languages, via both the telephone and internet.
- 6.3 After you make a report with NAVEX, it will be assigned to an appropriate person to follow up. The matter will normally be first investigated by the Compliance Team. Where circumstances so require, there is an option to refer the matter to one of our independent non-executive directors instead.

- 6.4 Innovo EthicsPoint can be accessed here –



7. Responding to concerns raised

- 7.1 All disclosures raised will be dealt with appropriately, consistently, fairly and professionally.

- 7.2 If you identify yourself, we will arrange a confidential meeting as soon possible to discuss the matter. You may bring a colleague to any meeting that takes place. Your colleague must respect the confidentiality of the disclosure and any subsequent investigation. We may ask you for further information, either at this meeting or later.
- 7.3 If you report anonymously through Innovo EthicsPoint, the initial inquiries will be conducted via communication through the Innovo EthicsPoint platform.
- 7.4 After initial inquiries, we will decide how to respond. Usually this will involve making internal enquiries first, but it may be necessary to carry out a more comprehensive internal investigation at a later stage which may be formal or informal depending on the nature of the concern raised. External investigators may be brought in where necessary. We will endeavour to complete our investigations within a reasonable time.
- 7.5 Although a concern may be raised anonymously, we encourage you give your name if possible. If this is not done, it may be more difficult for us to conduct the investigation, to protect your position or to give feedback on the outcome of investigations.
- 7.6 If we know who you are, we will keep you informed of the progress of the investigation and give you an indication of timings for any actions or next steps that we will take, but we cannot inform you of any matters which would infringe any duty of confidentiality owed to others.

8. Confidentiality

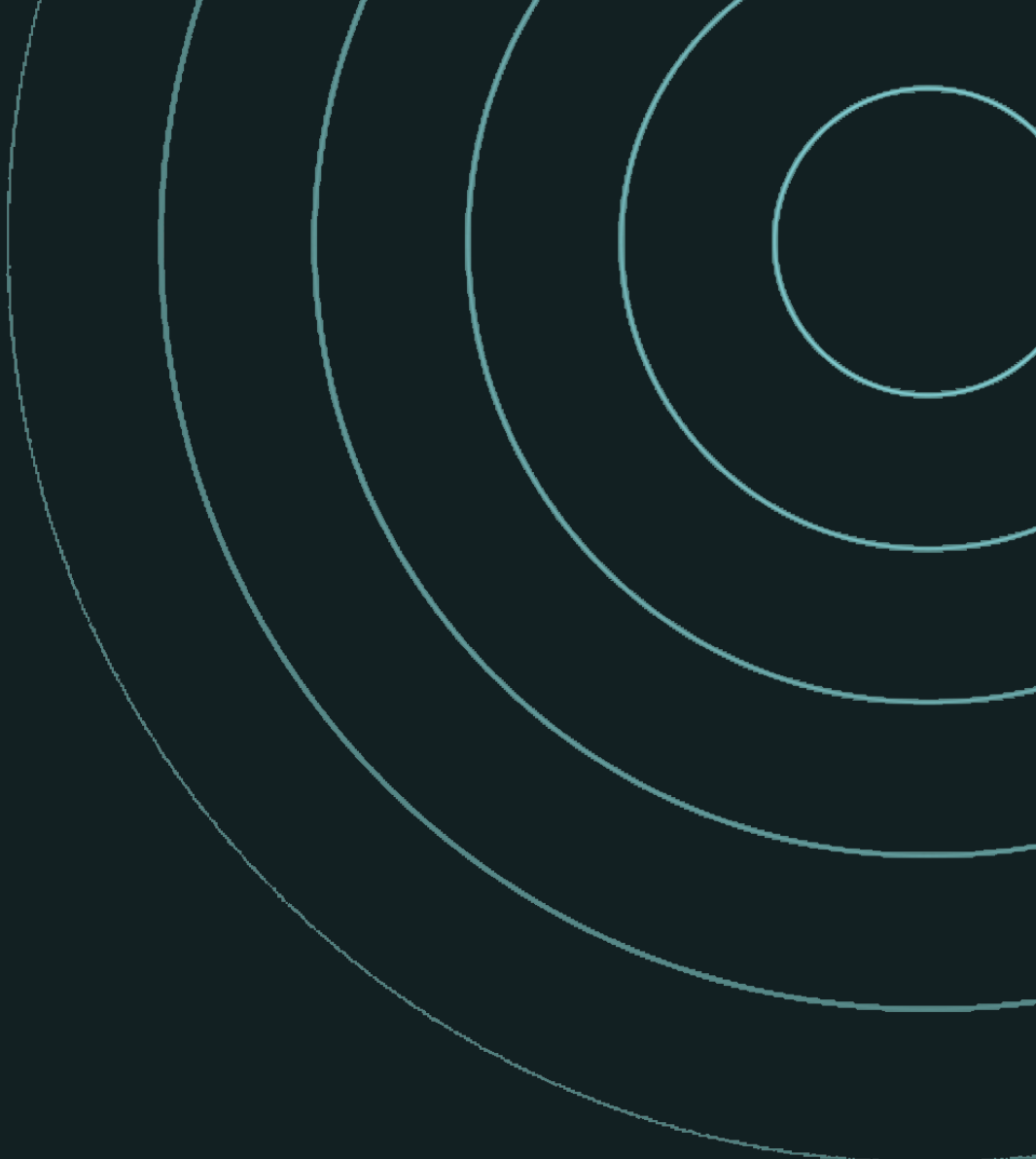
- 8.1 All concerns raised will be treated in confidence and every effort will be made not to reveal your identity if that is your wish. Investigations will be undertaken on a confidential basis and any information provided to the investigation team will be treated confidentially.
- 8.2 If disciplinary or other proceedings follow the investigation, it may not be possible to take action as a result of a disclosure without your help, so you may be asked to come forward as a witness. If you agree to this, you will be offered advice and support.
- 8.3 Unless the law or judicial order requires otherwise, the results of investigations will not be disclosed or discussed with anyone other than those persons associated with Innovo who have a legitimate need to know in order to perform their duties and responsibilities, including relevant professional advisors and consultants. Confidentiality is important to protect the integrity of the investigation and to safeguard the reputation, privacy and legitimate interests of the persons involved, including the reporting person, persons suspected of wrongdoing, witnesses and other individuals identified in the course of the investigation. It also serves to protect Innovo from potential civil liability.

9. Protection and support for those raising concerns

- 9.1 **Detrimental treatment** includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern or reporting a wrongdoing under this policy.
- 9.2 If you raise a concern or report a wrongdoing in accordance with this policy, and you believe that you have suffered detrimental treatment because of it, you should inform any one of the following people: a member of the Compliance Team, a member of the People/HR team, your line manager, the Compliance Officer, or, if you prefer, you can use the Innovo EthicsPoint referred to in paragraph 6.
- 9.3 If the matter is not dealt with to your satisfaction, you should raise it formally under our Grievance Procedure.
- 9.4 No member of staff must threaten or retaliate against an individual who has raised a concern and we will not tolerate any such harassment or victimisation. Any person involved in such conduct may be subject to disciplinary action.
- 9.5 However, to ensure the protection of all our staff, those who raise a concern frivolously, maliciously and/or for personal gain and/or make an allegation they do not reasonably believe to be true and/or made in the public interest will also be liable to disciplinary action.

10. Further information and contacts

If you have any queries about the application of this policy, please contact the Compliance Team at compliance@innovogroup.com in the first instance.



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