

## WHISTLEBLOWING POLICY

### POLICY STATEMENT

STV Group plc aims at all times to conduct its business with the highest standards of integrity and honesty. This principle is detailed in the Company's Business Ethics Policy. It expects all employees to maintain the same standards in everything they do.

The Company recognises that it is in the interests of both employees and the company to encourage a culture of openness and transparency. The policy of STV Group plc is to ensure that employees can raise their concerns without fear of victimisation or detriment. Employees are therefore encouraged to report any wrongdoing by the Company or its employees that falls short of this policy and its principles.

The Company recognises that employees may not always feel comfortable about discussing their concerns within the company, especially if they believe that the Company itself is responsible for the wrongdoing. The aim of this policy is to ensure that employees are confident that they can raise any matter within the Company that concerns them, in the knowledge that it will be taken seriously, treated as confidential and that no action will be taken against them.

The Public Disclosure Act 1998 (PIDA) provides workers with the legal right not to be subjected to a detriment by their employer for making a 'protected disclosure'. A protected disclosure may fall under one of the following categories:

- a) a breach, or potential breach, of health and safety legislation;
- b) financial irregularities;
- c) harassment of a colleague, customer or other individual;
- d) damage to the environment;
- e) the committing of a criminal offence;
- f) an act of bribery;
- g) deliberate concealment of any of the above.

If an employee genuinely believes that one of the above categories is being, has been, or is likely to be committed, it is not necessary for them to have proof of this, only a reasonable belief. For a disclosure to be protected, the employee must have a "reasonable belief" that the disclosed information "tends to show" the wrongdoing and it must be made in "good faith". Once the issue has been reported, it is the Company's responsibility to ensure that an investigation takes place.

STV Group plc encourages all employees to raise any concern 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 employees may raise any concerns that they have and how those concerns will be dealt with.

This policy should be read in conjunction with the Company's Business Ethics Policy, Equality and Diversity Policy and the Health & Safety Policy.

## KEY PRINCIPLES

The key principles of this policy are as follows:

1. STV Group plc encourages employees to raise their concerns internally under this policy and its related procedures in the first instance. If an employee is not sure whether to raise a concern they should discuss the issue with their Manager or a member of the HR team, if they feel comfortable doing so.
2. All employees should be aware of the importance of preventing and eliminating wrongdoing at work. Employees should be watchful for illegal or unethical conduct and report anything of that nature that they become aware of.
3. Any concerns should be reported to the Company promptly in order to assist the Company to uphold its high standards and to prevent the concealment or destruction of evidence which the Company or regulatory authorities might need to review.
4. In matters concerning the safety of those on Company premises (whether employees, contractors or visitors) it is important to notify the Company Health and Safety Adviser in the first instance. This should be done before making any other report (e.g. to an outside body) so that immediate health and safety action can be taken.
5. Any matter raised under this policy will be investigated thoroughly, promptly and confidentially, and the outcome of the investigation reported back to the employee who raised the issue.
6. Any employee who makes a protected disclosure under the above terms, and providing the report was made in good faith, has the right not to be dismissed, or subjected to victimisation, harassment or bullying as a result of making the disclosure. If an employee feels that he or she has been the subject of such treatment as a result of reporting a concern, the employee must inform the HR & Communications Director immediately and appropriate action will be taken.
7. Any hostile action against an employee as a result of a disclosure protected under this policy will be regarded as gross misconduct and the disciplinary procedures will apply.
8. If misconduct is discovered as a result of any investigation under this procedure, the disciplinary procedure will be used.
9. All protected disclosures must be reported in good faith. Any employee who makes maliciously false allegations will be subject to disciplinary action and the Company's disciplinary procedure will apply.
10. Failure to notify when aware of an occurrence, as outlined above, may be regarded by the Company as misconduct since effectively it make the employee an accessory. Failure to notify internally before notifying externally is also regarded as misconduct.
11. In order to qualify for protections, there are specified procedures which must be followed in order to disclose one of the matters specified above. There are three different ways in which you can make a protected disclosure: internal, regulatory and wider disclosure. The procedure for each is set out below.

## LEGAL REFERENCE

Employment Rights Act 1996  
Health & Safety at Work Act 1974  
Public Interest Disclosure Act 1998

## **FURTHER ADVICE AND GUIDANCE**

Any employee seeking clarification on whistleblowing and how to report a protected disclosure should refer to the attached reporting procedures.

Employees may also contact the HR team, in confidence, for further guidance.

## **PROCEDURES**

### **Internal Disclosure**

1. It is regarded as a guiding principle that matters between an employee and the Company should be raised in the first instance by the employee to their immediate manager. If the employee believes their Manager to be involved in the wrongdoing, or if for any other reason they do not wish to approach their Manager, then they should proceed straight to Stage 8.
2. A thorough investigation to establish the facts of the matter will be conducted by the Manager (or HR or someone in a more senior position).
3. The investigation will require for written statements from the employee and other involved individuals to be gathered. All parties involved will, where appropriate, be allowed to be accompanied by an employee representative.
4. The statements will be taken into account and the employee will be asked to comment on any additional evidence obtained.
5. The Manager will report to the HR & Communications Director, who will take any necessary action, including reporting the matter to any appropriate government department or regulatory agency.
6. If disciplinary action is required, the HR team (or the person who carried out the investigation) will commence disciplinary procedure.
7. On conclusion of any investigation, the employee will be told the outcome of the investigation and what action has been taken. If no action is taken, the reason will be explained.
8. If the employee is concerned that their Manager is involved in the wrongdoing or has failed to make a proper investigation, they should inform the HR & Communications Director who will arrange for another manager to review the investigation carried out.

### **Regulatory Disclosure**

9. If on conclusion of stages 1-8 the employee reasonably believes that the appropriate action has not been taken, they may report the matter to the proper authority. The legislation sets out a number of bodies to which qualifying disclosures may be made. These include:
  - The Inland Revenue
  - Custom & Excise
  - The Financial Services Authority
  - The Office of Fair Trading
  - The Health & Safety Executive
  - The Environment Agency

To gain protected status for regulatory disclosure to a prescribed person, the employee must fulfil the following conditions:

- make the disclosure in good faith;
- hold a "reasonable belief" that the disclosed information "tends to show" the wrongdoing; and
- reasonably believe that the allegations are substantially true.

### **Wider Disclosure**

10. If after stages 1-9 the employee reasonably believes that the appropriate action has not been taken and there is no relevant regulatory body, they may make a wider disclosure, for example to the Police or to a non-prescribed regulator.

To gain protected status for regulatory disclosure to a prescribed person or wider disclosure, the employee must fulfil the following rigorous conditions:

- make the disclosure in good faith;
- hold a "reasonable belief" that the disclosed information "tends to show" the wrongdoing;
- reasonably believe that the allegations are substantially true;
- not make the disclosure for personal gain;
- act reasonably in making the wider disclosure.

Disclosure of information to other outsiders will usually only be protected if the matter has previously been disclosed to the Company or to a prescribed body (unless it was reasonably believed that this would have resulted in victimisation **or** that evidence would have been concealed **or** that the matter is of a gravity that merits this approach).

To establish if such disclosures are reasonable the following factors will be considered:

- to whom the disclosure has been made;
- whether the disclosure is made in breach of the Company's duty of confidentiality to any other person;
- the seriousness of the alleged matter;
- whether the matter is continuing or likely to be repeated in the future;
- any action the Company or a prescribed person might reasonably be expected to have taken as a result of a previous disclosure; and
- whether the disclosure was made in accordance with the Company's Whistleblowing Policy.