



Policy	Policy Statement	Explanation
Whistleblowing	STV Group plc (the "Company") wishes to ensure that anyone engaged by the Company can raise any concern they may have about the way in which the business is run or about the conduct of others in the business without fear of victimisation or detriment.	This policy sets out the process for anyone engaged by the Company to raise concerns that they have about any wrongdoing by the Company or about anyone engaged by the Company; how those concerns will be dealt with, and the support and protection available to anyone who raises a concern.

WHISTLEBLOWING POLICY

SCOPE

This policy applies to employees (permanent, fixed-term or temporary), freelancers, consultants or contractors engaged by STV Group plc or any of its subsidiary companies.

EFFECTIVE DATE

This policy is effective from 29 February 2024 and is reviewed regularly.

LINKED POLICIES

Business Ethics Policy

Respect and Dignity at Work Policy

Health and Safety Policy

Grievance Policy

Equality, Diversity and Inclusion Policy

POLICY STATEMENT

The Company aims to conduct its business with the highest standards of integrity and honesty at all times and expects anyone engaged by the Company to maintain the same standards in everything they do. This principle is detailed in the Company's Business Ethics Policy.

The Company encourages a culture of openness and transparency in which concerns and the reporting of any wrongdoing by the Company or those engaged by the Company can be raised without fear of victimisation or detriment.

The aim of this policy is to ensure that anyone engaged by the Company can be 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 Company's Audit & Risk Committee review the Group's whistleblowing arrangements and ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action. The Audit & Risk Committee will receive and review all reports relating to any matters under the Whistleblowing Policy raised by employees.

The Public Interest 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 criminal offence
- b) a breach of a legal obligation
- c) a miscarriage of justice
- d) a breach, or potential breach, of health and safety legislation
- e) damage to the environment
- f) financial fraud or mismanagement
- g) deliberate concealment of any of the above.

If there is a genuine belief that one of the above categories is being, has been, or is likely to be committed, it is not necessary for there to be proof of this, only a reasonable belief. For a disclosure to be protected, the individual raising the matter 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.

KEY PRINCIPLES

The key principles of this policy are as follows:

The Company encourages the raising of any concerns under this policy to be done internally in the first instance. Anyone unsure as to whether to raise a concern should discuss the issue with their immediate manager if they feel comfortable doing so, or with a member of the HR team.

Alternatively, a concern can be raised with the Chair of the PLC Board's Audit & Risk Committee or via the external independent confidential whistleblowing support service, Safecall (this can be done on an anonymous basis).

Everyone engaged by the Company should be aware of the importance of preventing and eliminating wrongdoing at work and should be watchful for illegal or unethical conduct and report anything of that nature that they become aware of.

Any concerns should be reported promptly in order to assist the Company in upholding its high standards and to prevent the concealment or destruction of evidence which the Company or regulatory authorities might need to review.

In matters concerning the safety of those on Company premises (whether employees, contractors or visitors), it is important to notify a member of the Facilities/Security team in the first instance. This should be done before making any other report (i.e. to an outside body) so that immediate health and safety action can be taken.

Any matter raised under this policy will be investigated thoroughly, promptly and confidentially, and the outcome of the investigation reported back to the individual who raised the matter. In the event the person raising the matter wishes to do so anonymously, which is an option via Safecall, the outcome of the investigation will be available via the Safecall portal to the person reporting the matter.

Anyone engaged by the Company who makes a protected disclosure (listed above), 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. Anyone who feels they have been the subject of such treatment as a result of reporting a concern must inform the HR & Communications Director immediately and appropriate action will be taken.

Any hostile action against anyone engaged by the Company as a result of them making a disclosure protected under this policy will be regarded as gross misconduct and the Company's disciplinary procedure will apply.

If misconduct is discovered as a result of any investigation under this policy, the Company's disciplinary procedure will be used.

All protected disclosures must be reported in good faith. Anyone who makes maliciously false allegations will be subject to disciplinary action and the Company's disciplinary procedure will apply.

In order to qualify for protections, there are specified procedures which must be followed when making a protected disclosure. There are five ways in which a protected disclosure can be made: i) internally; ii) to the Chair of the PLC Board's Audit & Risk Committee; iii) externally via the independent confidential whistleblowing support service, Safecall; iv) to a regulatory body; and v) through a wider disclosure. The procedure for each is set out below.

PROCEDURES

Internal disclosure

1. It is regarded as a guiding principle that matters of concern should be raised with the immediate manager in the first instance. If it is believed that the immediate manager is involved in the wrongdoing, or if for any other reason the individual raising the matter does not wish to approach the immediate manager, they should proceed to Stage 7 below.

2. A thorough investigation to establish the facts of the matter will be conducted by the immediate manager (or HR or an officer of the Company in a more senior position).
3. The investigation will require written statements to be obtained from the individual raising the matter and anyone else involved. All parties involved will, where appropriate, be allowed to be accompanied by an employee representative.
4. The immediate manager will report to the HR & Communications Director, who will take any necessary action, including reporting the matter to any appropriate external authority.
5. If disciplinary action is required, the HR team (or the individual who carried out the investigation) will initiate the Company's disciplinary procedure.
6. On conclusion of the investigation, the individual raising the matter will be told the outcome of the investigation and what action has been taken. If no action is taken, the reason will be explained.
7. If the individual raising the matter is concerned that their immediate 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.

External disclosure (to the Chair of the Plc Board's Audit & Risk Committee or via independent whistleblowing support service, Safecall)

8. If anyone is uncomfortable raising a matter of concern via the internal disclosure process (Stages 1-7 above), the matter can be raised to the Chair of the PLC Board's Audit & Risk Committee or through an external disclosure process using the independent confidential whistleblowing service, Safecall. This process can also be used if on conclusion of Stages 1-7, the individual raising the matter reasonably believes that appropriate action has not been taken.

Regulatory disclosure

9. If the individual raising the matter reasonably believes that appropriate action has not been taken, they may report the matter to the relevant regulatory body. The legislation sets out a number of bodies to which qualifying disclosures may be made. These include:

HMRC	Competition and Markets Authority
Ofcom	Information Commissioner
The Health & Safety Executive	Conduct Authority
Financial	Office of Fair Trading
The Environment Agency	

Wider disclosure

10. If after stages 1-8 the individual raising the matter 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 for wider disclosure, the individual raising the matter must fulfil the following 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
- whether the disclosure was made in accordance with the Company's Whistleblowing Policy.

FURTHER ADVICE AND GUIDANCE

Anyone seeking clarification on whistleblowing and how to report a protected disclosure should refer to the attached reporting procedures or contact a member of the HR team, in confidence, for further guidance.

LEGAL REFERENCE

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

CONTACTS

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Safecall (external independent whistleblowing service)

<https://www.safecall.co.uk/en/file-a-report/>

Call: 0800 915 1571