

Speak Up Policy

1 Introduction

- 1.1 This policy (the “**Policy**”) sets out the approach of V.Group towards whistleblowing and raising any Speak Up Issue (as defined below) within V.Group.
- 1.2 This Policy:
- (a) forms part of V.Group’s Compliance & Ethics Policies which are available at <https://vgrouplimited.com/legal/compliance/>;
 - (b) applies to all Colleagues and Other Reporting Persons (as defined below) ;
 - (c) has been approved by the General Counsel of V.Group; and
 - (d) may be amended by V.Group at any time, consistent with the requirements of applicable laws and regulations. Any revisions will take effect from the date on which the amended Policy is published, as indicated by the version number.
- 1.3 Any breach of this Policy will be taken seriously and may result in disciplinary action.
- 1.4 Any questions or concerns about the operation of this Policy, including whether this Policy has been followed, should be referred to Group Legal by contacting legal@vgrouplimited.com

2 Definitions

“**Colleague**” means any employee of V.Group;

“**EU Whistleblowing Directive**” means the Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the Protection of Persons who report breaches of European Union Law;

“**Group HR**” means the human resources function of V.Group;

“**Group Legal**” means the legal function of V.Group (which may be contacted via legal@vgrouplimited.com);

“**Other Reporting Persons**” means those working in the private or public sector who acquire information on breaches of European Union Law in a work-related context as covered under Article 4 of the EU Whistleblowing Directive; and

“**V.Group**” means Vouvray Acquisition Ltd and its subsidiaries and/or affiliates.

3 What is “Speak Up”?

- 3.1 A “**Speak Up Issue**” is any known or suspected wrongdoing, misconduct or malpractice in the workplace.

- 3.2** V.Group conducts itself in accordance with the highest standards and complies with relevant laws and regulations. Any Speak Up Issue will be taken very seriously. If, at any time, you are aware of any Speak Up Issue, you must report it immediately so that steps can be taken to deal with it appropriately.
- 3.3** V.Group understands that you may not wish to report concerns because you are worried that speaking up would be disloyal to other Colleagues and/or Other Reporting Persons or that you may be victimised, harassed or penalised in some way. This may result in you being tempted to ignore your concerns rather than report them. This Policy is in place to address these concerns and to reassure Colleagues and Other Reporting Persons, that they can speak up about genuine concerns without any risk to themselves.
- 3.4** It is important to be clear that a Speak Up Issue must be genuine. V.Group will provide safeguards for Colleagues and Other Reporting Persons when genuine concerns are raised. Where any false or malicious allegations are made, particularly if they cause harm to innocent Colleagues or Other Reporting Persons, disciplinary action may be taken.

4 When to Speak Up

4.1 Examples of Speak Up Issues are:

- (a)** criminal offences (including fraud or financial irregularity);
- (b)** breaching a legal obligation;
- (c)** putting someone's health or safety in danger;
- (d)** damaging the environment;
- (e)** a serious breach of any V.Group policies;
- (f)** intentionally concealing information relating to any of these matters; and
- (g)** breaches of European Law as set out in the EU Whistleblowing Directive.

4.2 This list is not exhaustive, and you may become aware of other incidents or matters that should be reported under this Policy.

5 How to Speak Up

5.1 You must report any Speak Up Issue to your line manager in the first instance unless Paragraph 5.2 applies.

5.2 If you feel that the Speak Up Issue is sufficiently serious; prefer not to raise it with your manager (e.g., it involves your manager); believe that your manager has not addressed the concern adequately, you should contact the 'Speak Up' hotline.

5.3 The 'Speak Up' hotline is managed by an independent 3rd party and this provides you with the widest range of reporting options, which means you can choose a channel that is most comfortable for you. The reporting options are:

- (a) Onshore Colleagues, seafarers when not at sea and Other Reporting Persons can dial the following numbers:

Toll-free UK Number: 0044 3332423759

Chargeable Number for all other countries: 0044 1615324712

- (b) Visit: <https://vgroup.integrityline.com/frontpage>

- (c) Email: speakup@vgroup.com

6 What if a colleague is personally involved in the speak up issue?

- 6.1 A Colleague personally involved or implicated in a Speak Up Issue is encouraged to tell their line manager about it. A Colleague's cooperation will be taken into account in considering any disciplinary action.

7 Investigation

- 7.1 Once a Speak Up Issue has been reported, V.Group will decide what investigations need to be carried out and by whom. The extent of the investigation and the timescale will depend on the nature of the concerns raised.
- 7.2 When the investigation is complete, the Colleague/Other Reporting Persons concerned will be informed of the findings and any steps taken to resolve the matter.
- 7.3 Any concerns that the complaint has not been properly investigated should be discussed with Group HR.

8 Colleagues' obligations under this policy

- 8.1 You must follow the procedures set out in this Policy. Failure to report a Speak Up Issue when it is known to you will be treated as a disciplinary issue.
- 8.2 As a manager, your additional responsibilities include:
 - (a) encouraging an open working environment where everyone feels confident about expressing genuine concerns; and
 - (b) ensuring appropriate action is taken if a Speak Up Issue is brought to your attention.
- 8.3 It is very important that all Colleagues/Other Reporting Persons feel able to use this Policy without worrying about recriminations. Therefore, if a Colleague/Other Reporting Persons raise an issue under this Policy, they must not be treated unfavourably in any way. Any hostile action against a Colleague/Other Reporting Persons who make a disclosure under this Policy will be treated as gross misconduct, for which employment may be terminated immediately upon notice.

9 Protected disclosures

- 9.1** In addition to the approach set out in this Policy, Colleagues/ Other Reporting Persons who report Speak Up Issues may also be protected by law from any recriminations. These 'protected disclosures' are disclosures made in the reasonable belief that it is in the public interest. Colleagues/Other Reporting Persons are not entitled to this legal protection if concerns are raised that are not protected disclosures.
- 9.2** The law relating to making protected disclosures is complex. If you are unsure about what to do, you should follow the procedures set out in Paragraph 5.

10 Relevant policies

- 10.1** V.Group has in place a Grievance Policy and a Dignity at Work Policy. If you want to raise an issue relating to your individual employment, feel you are being bullied or harassed, please consult these policies as appropriate. Please contact your line manager or Group HR for advice.

11 Document control

- 11.1** The General Counsel of V.Group is the owner of this Policy and is responsible for ensuring that it is reviewed in line with the relevant review requirements.
- 11.2** A current version of this Policy is available at <https://vgrouplimited.com/legal/compliance/>
- 11.3** This Policy was approved as stated in this Section and is issued on a version-controlled basis.

Version	Date of Issue	Approved by	Position
1	28.06.2019	Deborah Grimason	General Counsel & Company Secretary
2	18.11.2021	Deborah Grimason	General Counsel & Company Secretary