

4imprint Group plc
("4imprint", "Group", "Company")

Whistleblowing Policy

17 December 2019

1. Introduction

- 1.1 4imprint is committed to ensuring that any concerns expressed by employees (as defined in Section 1.3 below) in relation to criminal activity, breach of a legal obligation (including negligence, breach of contract, breach of administrative law), miscarriage of justice, danger to health and safety or the environment, and the cover up of any of these in the workplace will be taken seriously and investigated.
- 1.2 The aim of this whistleblowing policy (the “**Policy**”) is to ensure that 4imprint’s employees are confident that they can raise any matters of genuine concern to them without fear of any negative action being taken against them as a result, in the knowledge that they will be taken seriously and that the matters will be investigated appropriately and regarded as confidential. Any disclosure to the Company will be protected if the member of staff has an honest and reasonable suspicion that any of the activities referred to in paragraph 1.1 has occurred, is occurring or is likely to occur. Employees who raise concerns reasonably and responsibly will not be penalised, and all efforts will be taken to keep the identity of any whistleblower confidential, to the extent permitted by applicable law.
- 1.3 This Policy is intended to apply to all Group business operations and all employees of 4imprint and for the purposes of this Policy, the reference to “employees” includes, for example, secondees, part-time staff, contractors and agents, regardless of the jurisdiction in which they operate.
- 1.4 Executive Management within each Group business are responsible for:
- (A) ensuring that the spirit, guiding principles, descriptions and definitions contained in this Policy are applied locally;
 - (B) adapting this Policy to include any complementary local legal or governance requirements that fall within the scope of its spirit and guiding principles;
 - (C) deciding how and at what level the Policy is applied, depending on the nature of business operations, the likely exposure of different employees to certain situations, and other mitigating factors; and
 - (D) ensuring that all relevant employees understand their obligations under this Policy and are encouraged to raise any concerns that they might have about conduct in the workplace which does or could violate its provisions.
 - (E) encouraging any employee with questions about the content or application of the Policy to contact their Manager initially followed by escalation, as required, to Executive Management or the Board.
- 1.5 All employees should also consider the Group’s Anti-bribery, Financial Crime and Sanctions Policy which provides guidance on 4imprint’s culture of honesty and openness, how this interacts with the confidentiality obligations to which 4imprint employees are subject and the appropriate procedure for making disclosures.

- 1.6 This Policy has been approved and adopted by the Company. The Board of Directors of 4imprint (the “Board”) has overall responsibility for ensuring that the Policy reflects the Company’s legal and regulatory obligations, that its adequacy and effectiveness are monitored and that it is effectively communicated to those who are required to comply with it.
- 1.7 This Policy and associated procedures are voluntary and may be amended at 4imprint’s sole discretion at any time. They do not form part of any employee’s contract of employment.

2. Guiding principles

- 2.1 To ensure that this Policy is adhered to, and to assure employees that their concerns will be taken seriously, the Company will:
- (A) not allow any person raising a genuine concern to be victimized for doing so;
 - (B) treat victimisation of whistleblowers as a serious matter, which may lead to disciplinary action;
 - (C) not attempt to conceal evidence of poor or unacceptable practice; and,
 - (D) take disciplinary action if an employee destroys or conceals evidence of poor or unacceptable practice or misconduct;

3. What is whistleblowing?

- 3.1 Whistleblowing is the disclosure of information by an employee which relates to some danger, fraud or other illegal or unethical conduct in the workplace (collectively described in this Policy as “misconduct”).
- 3.2 Whistleblowing is important because employees may, whilst carrying out their duties, have access to, or come into contact with, information of a confidential nature which leads them to have concerns that some form of misconduct has taken place. Their terms and conditions of employment state that, except in the proper performance of their duties, they are forbidden from disclosing, or making use of in any form whatsoever, such confidential information.
- 3.3 However, the law (and this Policy) allows employees to make disclosures of certain information which would otherwise be prohibited. This Policy sets out what they should report and how they should report it, in order to ensure that their disclosure is protected.
- 3.4 No employee who raises genuinely-held concerns in good faith in accordance with this Policy will be dismissed or subjected to any detriment as a result of such action, and any other employee who victimises or retaliates against them for making a disclosure using the procedure set out in this Policy will be subject to disciplinary action.

3.5 However, this Policy does not cover accusations made maliciously, vexatiously, in bad faith or with a view to personal gain. Any person who is discovered (after investigation in accordance with this Policy) to have made a claim of that nature will not be considered to be a whistleblower and may be subject to disciplinary action.

4. What should be reported?

4.1 In general, the Company intends this Policy to cover actions or omissions that an employee considers are illegal, materially contrary to policy or established procedure or outside the scope of an individual's authority, actions which could seriously damage the Company's reputation and conflicts of interest. However, only disclosures made "in the public interest" concerning actions falling strictly within the categories in paragraph 4.2 below may be eligible for protection under law (which may ensure that you will not face adverse consequences because of that disclosure). That means that disclosures which are made (i) about those specific subject matters and (ii) because it is in the public interest to make that disclosure, may be protected by law as well as by the Company's Policy.

4.2 A disclosure may be protected by law if it is one which an employee makes in the public interest because they are genuinely concerned:

- (A) that a criminal offence has been committed, is being committed, or is likely to be committed; or
- (B) that a person has failed, is failing or is likely to fail to comply with any legal obligation to which he is subject; or
- (C) that a miscarriage of justice has occurred, is occurring, or is likely to occur; or
- (D) that the health or safety of any individual has been, is being, or is likely to be, endangered; or
- (E) that the environment has been, is being, or is likely to be, damaged; or
- (F) that information tending to show any of the above, is being, or is likely to be, deliberately concealed; or
- (G) that the business or any associated person has been, is being, or is likely to be receiving or offering bribes; or
- (H) that any foreign official has been, is being, or is likely to be bribed or offered facilitation payment by 4imprint or any associated person.

4.3 If an employee is uncertain whether the matters concerning them or about which they have genuine concerns are within the scope of this Policy, they are encouraged to seek advice from their Manager.

5. How should a disclosure be made?

- 5.1 Any employee should initially take their concerns regarding the matters covered by this Policy to their Manager or to a member of their local Executive Management team. There is no special procedure for doing this – they can tell him/her about the problem or put it in writing if preferred, but they should explain that they are using the Whistleblowing Policy and specify whether or not they would like their identity to be kept confidential.
- 5.2 If an employee feels it is inappropriate to make such a disclosure to their Manager, or if they raise a concern which they do not feel their Manager has dealt with properly, they should speak to a member of their local Executive Management team or directly to the Chief Financial Officer or to the Company Secretary.
- 5.3 If the disclosure is extremely serious or time critical, an employee should report it directly to the Chief Financial Officer or to the Company Secretary.
- 5.4 It is recognised that for some individuals, raising a concern under this procedure may be a daunting and difficult experience. Accordingly, other reporting options may be available locally, such as a confidential whistleblower hotline.
- 5.5 An employee may choose to be accompanied or represented by their professional organization at any stage of the whistleblowing process.
- 5.6 All reported incidents will be investigated and will be dealt with in confidence, with only employees who need to know being informed. The Company hopes that an employee will feel able to discuss any concerns they have under this Policy openly. This helps to move the investigation on as swiftly as possible. If they want to raise a concern confidentially, the Company will make every effort to keep their identity secret. There may, however, be circumstances in which, because of the nature of the investigation or disclosure, it will be necessary to disclose their identity. This may occur in connection with associated disciplinary or legal investigations or proceedings. If in the Company's view such circumstances exist, efforts will be made to inform them that their identity is likely to be disclosed.
- 5.7 The local Executive Management team, Chief Financial Officer or Company Secretary (as the case may be) will establish and record the basis of the concerns that have been raised and establish what further actions are required. The individual raising the concern will be advised of the outcome of the investigation as soon as possible. If a longer period is needed for investigation, the employee will be informed.
- 5.8 In the case of disclosures on alleged fraud or corruption, the Chief Financial Officer or Company Secretary will inform the Chairman of the Company and the Chairman of the Audit Committee.
- 5.9 The Company will always endeavour to handle investigations promptly and fairly. However, if an employee is not satisfied with the response received and any subsequent action taken, they should put their concerns in writing to the Chairman of the Company who will arrange any further investigation as he or she thinks appropriate.

6. Application of the Policy

- 6.1 This Policy will apply to the Board, local Executive Management, Line Management, and all employees.