



Whistleblowing policy

Document control

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1. Executive statement

Tilbury Douglas Holdings Limited and its direct and indirect subsidiaries (the “**Tilbury Douglas Group**”) are committed to a culture of free and open communication in dealings between its officers, employees, customers, suppliers and all people with whom the Tilbury Douglas Group engages in business relations. The Board recognises that effective and honest communication is essential to maintain our business values and to ensure that instances of business malpractice are detected, reported, investigated and dealt with appropriately.

To this end, we have established and will maintain a facility to enable our officers, employees, customers, suppliers and any other persons with whom we have dealings to report, on an anonymous basis, any instances of business misconduct. We will investigate any reports of and take action to address any substantiated incidents of business malpractice and we will seek to protect from retribution, discrimination or victimisation any person making a report of business misconduct against any person acting on behalf of the Tilbury Douglas Group.



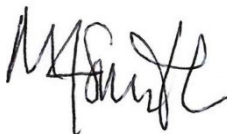
Paul Gandy
Chief Executive Officer



Craig Tatton
Chief Operating Officer



Nick Pollard
Chair



Martyn Smith
Commercial Director



Matthew Gill
Chief Financial Officer

2. Supporting policies and procedures

This policy is underpinned by our corporate values and, in turn, underpins and should be read in conjunction with a range of other company policies, including:

- The Tilbury Douglas Group's “*Business Conduct Policy Statement*”; and
- The Tilbury Douglas Group's “*Employee Engagement Policy Statement*”.

3. Scope of application

This policy and the associated policies have been developed centrally and are subject to periodic review by representatives of all Divisions within the Tilbury Douglas Group, with support from relevant business functional teams and external specialists and utilising appropriate industry publications and guidance.

This policy applies to and is intended to be binding on all persons working for the Tilbury Douglas Group or on our behalf in any capacity, including directors, officers, employees, workers, agency personnel, seconded personnel, volunteers, interns, agents, contractors, consultants, intermediaries, third party representatives, business partners, sponsors or any other person associated with us, wherever located. This policy will also be championed and promoted in all joint ventures where the Tilbury Douglas Group does not have management control.

4. Our principles in action

Conduct to be reported

The officers and employees of the Tilbury Douglas Group and customers, suppliers and other persons with whom we have dealings should use the reporting facilities established under this policy to report any issues where they- genuinely and in good faith believe that business misconduct is occurring, has occurred or may occur within the Tilbury Douglas Group, including but not limited to:

- (a) Criminal activity or non-compliance with legal obligations.
- (b) The use of deception to obtain an unjust or illegal financial advantage for the business or personally.
- (c) Miscarriage of justice.
- (d) Danger to health and safety of an individual.
- (e) Damage to the environment.
- (f) The covering up of wrongdoing.
- (g) Breaches of internal controls or policies; and
- (h) Intentional misrepresentation affecting financial statements.

However, this policy is separate from and should not be used instead of the grievance procedure described in the Tilbury Douglas employee handbook.

Making a report

Concerns regarding business misconduct can be raised using the Tilbury Douglas Group's independent reporting service, which is run by an independent external third party. The service is available 24 hours a day, 7 days a week, in many different languages.

A report can be made either by:

- (a) speaking to a call handler by telephoning 0800 069 8069; or
- (b) submitting a report online using the following web form:
<https://tilburydouglasspeakup.ethicspoint.com>

Further information regarding these reporting channels can be found on The Hub under [Speak up](#).

A report can be made anonymously. Anyone making a report is encouraged to provide their contact details, so they can be contacted for further information, but their details will not be passed on to the investigation team unless they give their permission to do so.

Safeguards

We will take all reasonable steps to protect the anonymity of anyone making a report. However, action taken as a result of any disclosure may lead to their identity needing to be revealed.

The Tilbury Douglas Group aims to encourage openness and will support any person who raises concerns, even if they turn out subsequently to be mistaken, by protecting them from any detrimental treatment (such as dismissal, disciplinary action, threats or unfavourable treatment) as a consequence of their actions. Any such detrimental treatment should be reported using the Tilbury Douglas Group's Grievance Procedure. Any act of retaliation or victimisation against a whistle-blower employee will result in disciplinary action being taken against the perpetrator, up to and including termination of employment.

Investigation

Once a report of business malpractice is made, the Head of Legal will agree an appropriate investigation plan with the Board. Once the investigation is complete, it will be reviewed by the Board and the person making the report will be advised, where appropriate, of the results of the investigation, as well as any corrective actions which are being taken.

Resolution

In the event that any report of business malpractice and/or breach of the law or corporate policy is substantiated, we will take appropriate action against the responsible individuals, which may include (but may not be limited to):

- (a) reporting such breaches to the relevant law enforcement bodies and/or regulatory authorities.
- (b) instituting disciplinary action against the relevant employees, which could result in dismissal for misconduct or gross misconduct; and
- (c) terminating our business relationship with other individuals and organisations.

Tilbury Douglas supports its stakeholders to utilise the whistleblowing policy where required, but please note that there is an expectation that it shall not be used for malicious means.

5. Responsibilities

- (a) The Board of Directors of Tilbury Douglas Group has overall responsibility for:
 1. the development and publication of this policy, in line with our legal and ethical obligations; and
 2. ensuring that specialist advice and guidance on the content of this policy is made available to the staff of the Tilbury Douglas Group on demand.
- (b) Management personnel, at all levels within each Division and each Business Unit of the Tilbury Douglas Group, are responsible for:
 1. distributing and promoting awareness of this policy to all relevant persons under their control.
 2. identifying the need for and, when identified, promptly procuring appropriate training on the subject of this policy for all relevant persons under their control.
 3. ensuring that all relevant persons under their control understand their obligations under the law, this policy and any other relevant policies and standards adopted by the Tilbury Douglas Group.
 4. ensuring that all relevant persons under their control comply with the law, this policy and any other relevant policies and standards adopted by the Tilbury Douglas Group.
 5. ensuring that they are informed of any material risks to compliance with and any breaches of the law, this policy and any other relevant policies and standards of the Tilbury Douglas Group; and
 6. taking appropriate action to address any issues raised.

(c) The Tilbury Douglas Group's staff must:

1. read and understand this policy.
2. attend and participate actively in any and all training made available to them on the subject of this policy and other relevant policies and standards of the Tilbury Douglas Group.
3. follow the requirements of this and all other relevant Tilbury Douglas policies and standards adopted by the Tilbury Douglas Group in performing their duties; and
4. be alert for and report any conduct or behaviour which they suspect may infringe applicable law and/or any relevant policies and standards adopted by the Tilbury Douglas Group, which they encounter during the performance of their duties.

6. Review

We will periodically review this policy and its implementation to confirm and improve its suitability and effectiveness. Any changes to this policy shall not constitute a change to the terms and conditions of employment of any person.