



‘SPEAK OUT’ THE EDWARDS WHISTLEBLOWING POLICY

Introduction

Edwards seeks to conduct its business honestly and with integrity at all times in accordance with its Code of Conduct. However, we acknowledge that all organisations face the risk of their activities going wrong from time to time, or of unknowingly harbouring malpractice. We believe we have a duty to take appropriate measures to identify such situations and attempt to remedy them. By encouraging a culture of openness and accountability within the organisation, we believe that we can help prevent such situations occurring. We expect all staff to maintain high standards in accordance with our Code of Conduct and to report any behaviour that falls short of these fundamental principles. It is the responsibility of all workers to raise any concerns that they might have about malpractice within the workplace. The aim of this policy is to ensure that our workers are confident that they can raise any matters of genuine concern without fear of reprisals, in the knowledge that they will be taken seriously and that the matters will be investigated appropriately and regarded as confidential.

The following guidance sets out the procedure by which staff can report concerns about workplace practices.

This policy is for guidance only and does not form part of contracts of employment.

1. Background

Whistleblowing is the disclosure of information by a worker (defined below) which relates to some danger, fraud or other illegal or unethical conduct in the workplace. In many countries in the world there are now laws governing the making of disclosures concerning workplace activities and protections for workers in this regard. As a global corporation Edwards has decided to adopt a whistleblowing policy which sets out clear rules which will apply to all its workers worldwide.

2. Personnel responsible for implementation of policy

2.1 The Edwards Group Limited Board of directors (“Board”) has overall responsibility for Edward’s policy on whistleblowing, but has delegated day-to-day responsibility for overseeing and implementing it to the designated whistleblowing officer (“the **Compliance Officer**”) (see paragraph 5). Responsibility for monitoring and reviewing the operation of the policy and any recommendations for change within the organisation resulting from investigations into complaints under the policy ultimately lies with the Board.

2.2 Managers have a specific responsibility to facilitate the operation of this policy and to ensure that workers feel able to raise concerns without fear of reprisals in accordance with the procedure set down below. To facilitate this process, managers will be given training on the relevant legal and operational framework and best practice.

2.3 All workers are responsible for the success of this policy and should ensure that they take steps to disclose any wrongdoing or malpractice of which they become aware. If you have any questions about the content or application of this policy, you should contact the Compliance Officer.

3. Who is covered by the policy?



This policy applies to all individuals working for us at all levels and grades, whether they are senior managers, directors, employees, contractors, consultants, trainees, homeworkers or agency staff (collectively known as “workers” in this policy).

4. What disclosures are covered?

4.1 This policy is distinct from our Grievance Procedure and our Anti-Harassment Procedure. If you have a complaint relating to your personal circumstances in the workplace then you should use the Grievance Procedure or Anti-Harassment Procedure as appropriate. Concerns about malpractice within the organisation which falls within the categories outlined in paragraph 4.2 and affects or could affect, for example, customers or members of the public should be raised using the procedure set out in paragraph 6.

4.2 You should use this policy if you have a genuine concern that there are reasonable grounds for believing that:

- (a) a criminal offence has been committed, is being committed, or is likely to be committed; or
- (b) a person has failed, is failing, or is likely to fail to comply with their legal obligations; or
- (c) a miscarriage of justice has occurred, is occurring, or is likely to occur; or
- (d) the health and safety of any individual has been, is being, or is likely to be endangered; or
- (e) the environment has been, is being or is likely to be damaged; or
- (f) any of the above are being, or are likely to be, deliberately concealed.

4.3 In the context of Edward's business, particular concerns which may fall within the terms of this policy include, for example, breach of our Code of Conduct, confidentiality, the provision of negligent advice, financial fraud, harassment occurring to others and health and safety. In general, this policy covers actions or omissions you consider are illegal, contrary to policy or established procedure or outside the scope of an individual's authority, actions which could damage Edward's reputation and conflicts of interest. However, only disclosures concerning those actions falling strictly within the categories in paragraph 4.2 will be eligible for the relevant statutory protection in the UK.

4.4 We value any concerns reported in good faith under this procedure. If you are uncertain whether the matters concerning you are within the scope of this policy (for example, if you are suspicious but uncertain as to whether the law has been broken, or whether a person is acting outside the scope of their authority), we encourage you to report the concerns in accordance with the procedure set out in paragraph 5.

5. How should a disclosure be made? ‘Speak Out’

5.1 We recognise that you may not feel comfortable discussing concerns with your direct line manager or in fact with anyone in the Company. Accordingly, we have set up the “Speak Out” confidential freephone hotline run by independent third party service provider, Safecall. If you wish to make a disclosure under this policy then please phone the confidential freephone number applicable to your country of



residence or where you work. A list of freephone numbers for every country in which we do business can be found [here](#).

- 5.2 We envisage that disclosures will be most likely to relate to the actions of our workers, officers or directors but they may also relate to the actions of a third party, such as a customer or supplier. It may be appropriate for you to raise your concerns directly with the third party where you believe that the malpractice identified relates solely or mainly to their conduct or a matter which is their legal responsibility. However, we would ask that you consult the Compliance Officer before speaking to the third party (the Compliance Officer is the Legal Director of the Company).
- 5.3 The aim of this policy and 'Speak Out' is to provide an independent and confidential mechanism for reporting any workplace wrongdoing. It is therefore hoped that it will not be necessary for workers to alert external organisations. However, in very serious circumstances, or following an internal report which has not been addressed, we recognise that it may be appropriate for you to report your concerns to an external body, such as a regulator. (For example, in the UK the government has prescribed a list of appropriate bodies for such external reporting which is the Environment Agency and the Health and Safety Executive. A full list is available from an independent charity called Public Concern at Work, who can be contacted by telephone on 0207404 6609 and by e-mail at whistle@pcaw.demon.co.uk.)

6. Investigation of disclosure

- 6.1 Edwards is committed to investigating disclosures fully, fairly, quickly and confidentially where circumstances permit. Following submission of a report from Safecall, the Compliance Officer (or another individual acting in their place) will make appropriate arrangements for investigation.
- 6.2 The length and scope of the investigation will depend on the subject matter of the disclosure. In most instances, the Compliance Officer will carry out an initial assessment of the disclosure to determine whether there are grounds for a more detailed investigation to take place or whether the disclosure is, for example, based on erroneous information. In any event a report will be produced and details of all matters may be provided to the Board.
- 6.3 If a longer investigation is considered necessary, we will usually appoint an investigator or investigative team (which may be from an external service provider like Safecall) including personnel with experience of operating workplace procedures or specialist knowledge of the subject matter of the disclosure. This will normally be conducted or overseen by the Head of Internal Audit. Recommendations for change will also be invited from the investigative team to enable us to minimise the risk of the recurrence of any malpractice or impropriety which has been uncovered. The Board will then be ultimately responsible for reviewing and ensuring these recommendations have been implemented.
- 6.4 So far as the Compliance Officer considers it appropriate and practicable, you will be kept informed of the progress of the investigation where a disclosure has not been made on an anonymous basis. However, the need for confidentiality may prevent us giving you specific details of the investigation or actions taken. It is not normally appropriate to set a specific timeframe for completion of investigations in advance, as the diverse nature of disclosures contemplated makes this unworkable. We will, however, aim to deal with all disclosures in a timely manner and with due regard to the rights of all individuals involved.
- 6.5 We recognise that there may be matters that cannot be dealt with internally and in respect of which external authorities will need to be notified and become involved



either during or after our investigation. We will endeavour to inform you if a referral to an external authority is about to or has taken place, although we may need to make such a referral without your knowledge or consent if we consider it appropriate.

7. Confidentiality

Except where a disclosure under this policy has been made anonymously through the 'Speak Out' service, every effort will be made to keep the identity of an individual who makes a disclosure under this policy confidential, at least until any formal investigation is under way. In order not to jeopardise the investigation into the alleged malpractice, you will also be expected to keep the fact that you have raised a concern, the nature of the concern and the identity of those involved confidential. There may, however, be circumstances in which, because of the nature of the investigation or disclosure, it will be necessary to disclose your identity. This may occur in connection with associated disciplinary or legal investigations or proceedings. If in our view such circumstances exist, we will make efforts to inform you that your identity is likely to be disclosed. If it is necessary for you to participate in an investigation, the fact that you made the original disclosure will, so far as is reasonably practicable, be kept confidential and all reasonable steps will be taken to protect you from any victimisation or detriment as a result of having made a disclosure. It is likely, however, that your role as the whistleblower could still become apparent to third parties during the course of an investigation.

8. Protection and support for whistleblowers

8.1 No worker who raises genuinely-held concerns in good faith under this policy will be dismissed or subjected to any detriment as a result of such action. Detriment includes unwarranted disciplinary action and victimisation. If you believe that you are being subjected to a detriment within the workplace as a result of raising concerns under this procedure, you should inform the Compliance Officer immediately. Workers who victimise or retaliate against those who have raised concerns under this policy will be subject to disciplinary action.

8.2 If an investigation under this procedure concludes that a disclosure has been made maliciously, vexatiously, in bad faith or with a view to personal gain, the whistleblower will be subject to disciplinary action. Those choosing to make disclosures without following this procedure or anonymously may not receive the protection outlined in paragraph 8.1.

9. Corrective action and compliance

As part of the investigation into disclosures made under this policy, recommendations for change will be invited from the investigative team to enable Edwards to minimise the risk of the recurrence of any malpractice or impropriety which has been uncovered. The relevant members of the Executive Management Team will be responsible for reviewing and implementing these recommendations in the future and the Compliance Officer is responsible for reporting on any changes required to the Board.

10. Monitoring and review of policy

10.1 This policy reflects the law and Edwards' practice as at the date below. The Compliance Officer, in conjunction with the Board will be responsible for reviewing this policy from a legislative and operational perspective at least annually.



10.2 The Compliance Officer has responsibility for ensuring that any personnel who may be involved with administration or investigations carried out under this policy receive regular and appropriate training to assist them with these duties.

Edwards Group Limited
1 June 2009