

PORTERBROOK MANAGEMENT SYSTEM

PBK/T2/05

Whistleblowing Policy & Procedure

Effective from: October 2022

Approval

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Revision History

Issue	Date	Pages	Details
1	February 2017	All	New document
2	January 2019	All	Revised document
3	September 2022	All	New document format and update of role titles

This procedure is applicable to the following functions:

RISAS Applicable	<input type="checkbox"/>		
Commercial	<input checked="" type="checkbox"/>	Digital Technology	<input checked="" type="checkbox"/>
Finance	<input checked="" type="checkbox"/>	Strategy & Sustainability	<input checked="" type="checkbox"/>
Legal	<input checked="" type="checkbox"/>	Engineering Services	<input checked="" type="checkbox"/>
Public Affairs & Stakeholder Engagement	<input checked="" type="checkbox"/>	Human Resources	<input checked="" type="checkbox"/>

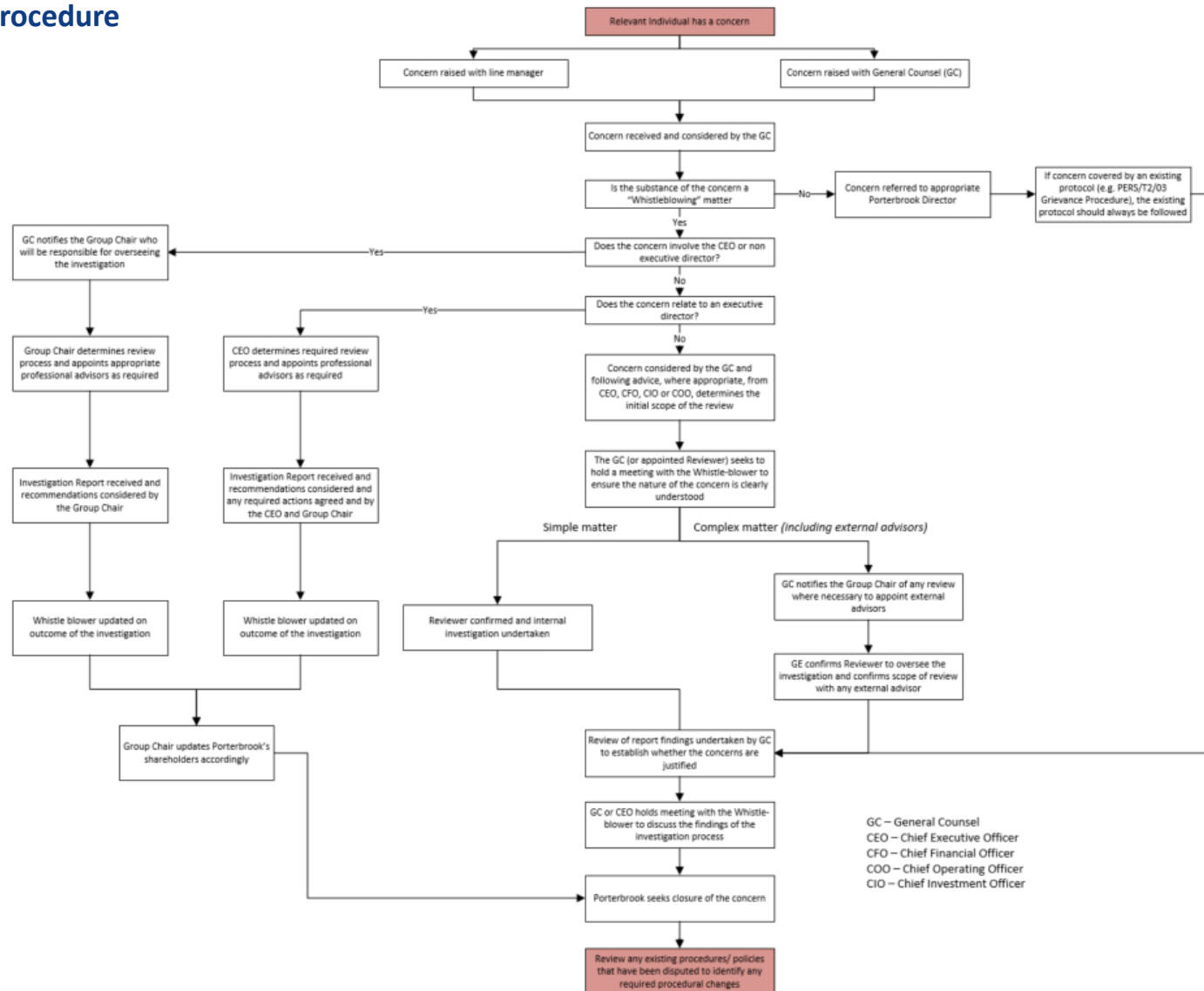
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1 Definitions

Term	Description
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIO	Chief Investment Officer
COO	Chief Operating Officer
Relevant Individual	Employee (whether directly employed or contracted) of Porterbrook or any third party who may wish to raise a concern
Whistle-blower	A Relevant Individual who has raised a concern in accordance with the procedure
Reviewer	Individual assigned to review a concern raised by a whistle-blower. This is expected to be an appropriate senior manager or line director but may be an external professional where considered necessary
Executive Director	Statutory executive director of a Porterbrook Group company
PLCL	Porterbrook Leasing Company Limited
Senior Executive	The executive management team as defined in FIN/T2/01 - Corporate Governance and Delegated Authorities Mandate
Group Chair	The chair of the board of directors of PLCL
Board Member	A statutory director of any Porterbrook Group company
Porterbrook Group	Porterbrook Holdings I Limited and its subsidiary entities

2 Flowchart of procedure



3 Policy purpose and scope

- 3.1 This policy is deemed to cover all legal entities within the Porterbrook Group ("Porterbrook").
- 3.2 All individuals employed by any company within Porterbrook (irrespective of whether a full-time/part-time employee), a self-employed contractor retained by Porterbrook under any form of agency agreement or an individual on a work experience placement, are covered by this policy.
- 3.3 This policy also applies to third parties who are not employed or contracted by Porterbrook, e.g. employees of suppliers or customers who may have a concern in respect of actions being taken by Porterbrook but do not wish to report it through their line management.
- 3.4 Persons within the scope of this policy and who may wish to raise a concern in respect of Porterbrook's activities are referred to in this policy as "Relevant Individuals".
- 3.5 This policy outlines the internal procedure under which Relevant Individuals can express concerns about a wrongdoing. Porterbrook encourages all Relevant Individuals to speak up at an early stage so that an appropriate remedy can be put in place.
- 3.6 Any concern raised by a Relevant Individual will be taken seriously and all Relevant Individuals are encouraged to communicate their concerns through one of the approved channels.
- 3.7 Whether an allegation originates from inside or outside Porterbrook, Porterbrook will ensure the matter is thoroughly investigated, will not release the name of the whistle-blower without their express consent, and will report back their findings in a timely manner and act effectively upon the investigation findings.
- 3.8 This policy does not form part of any contract of employment or other contract to provide services, and may be amended at any time.

4 Safety

- 4.1 This procedure may facilitate the reporting of a concern that impacts the safety of employees or a Porterbrook asset.
- 4.2 The provisions of this policy that protect the anonymity of a Relevant Individual seek to protect their physical and mental wellbeing.

5 Responsibilities

Role	Responsibility
General Counsel	The General Counsel is the main sponsor for the Porterbrook Whistleblowing Policy and Procedure. The General Counsel will ensure all concerns raised are dealt with fairly, thoroughly and in accordance with the policy
Line director/ line manager	Managers are responsible for ensuring that all Relevant Individuals are aware of the policy, and its application, and for creating an environment under which all Relevant Individuals are able to express any concern freely and without fear of reprisal

Role	Responsibility
Relevant Individual	All Relevant Individuals have a right to raise any matter of concern. The policy is designed to provide a clear commitment that concerns will be taken seriously and to encourage all Relevant Individuals to communicate their concerns through the appropriate channels

6 Procedure

6.1 Introduction

- 6.1.1 The 'Whistle-blowing' mechanism is intended to cover serious public interest concerns that fall outside the scope of Porterbrook's other policies and procedures. For example, grievances about work related matters will typically fall outside of this policy and should be dealt with in accordance with Porterbrook's Grievance Procedure.
- 6.1.2 This procedure, in accordance with the Public Interest Disclosure Act 1998, is to be used to report any wrongdoing, suspected wrongdoing or danger in relation to Porterbrook's activities. This can include:
- the commission of a criminal offence, e.g., fraud, bribery, theft, tax evasion or other criminal activity;
 - where a person has failed, is failing or is likely to fail to comply with any legal obligation;
 - where there has been a miscarriage of justice, or where a miscarriage of justice is occurring or is likely to occur;
 - where the health and/or safety of any individual has been, is being or is likely to be endangered; and
 - where the environment has been, is being or is likely to be damaged,
- providing the raising of such matters is in the public interest.

6.2 Assurances

- 6.2.1 The PLCL Board and the Senior Executive are fully committed to this policy. If a genuine concern is raised, the whistle-blower will not be at risk of losing their job or suffering any detriment (such as reprisal or victimisation), provided their actions are undertaken in good faith, including, if it is subsequently proven, that the whistle-blower is genuinely mistaken in their assessment of the situation or if there is an innocent explanation for their concerns.
- 6.2.2 Porterbrook hopes that any concern can be raised openly and whistle-blowers can expect their concern(s) will be reviewed quickly, impartially and regular feedback will be provided on progress of any resulting investigation.

6.3 Raising a concern

- 6.3.1 The process to raise a concern and its subsequent treatment is shown in the flow chart in section 2 above.

- 6.3.2 To raise a concern under this policy, the preferred options are for the Relevant Individual to:
- speak or provide full details in writing to their line manager and/or line director; or
 - in circumstances when a Relevant Individual may not wish to raise a concern within their line management or has raised a concern but has not felt it has been dealt with then they should speak or provide written details of their concern to the General Counsel.
- 6.3.3 These preferred options do not remove a Relevant Individual's right to express a concern anonymously, but such action is less powerful as it may be more difficult to identify all the relevant aspects of the concern. In such circumstances Porterbrook will retain discretion as to whether the concern will be further investigated, basing its decision on the following factors:
- the seriousness of the issue(s) raised;
 - the credibility of the concern; and/or
 - the likelihood of confirming the allegation from attributable sources.
- 6.3.4 Where a Relevant Individual does not wish to be identified, Porterbrook retains the right to pursue the matter further, respecting the anonymity of the Relevant Individual unless this breaches legal and/or regulatory protocols or any national laws.

6.4 Responding to a raised concern

- 6.4.1 **Initial Assessment:** - once a concern has been reported, the person to whom a whistle-blower has raised an issue will discuss the matter with the General Counsel where the matter does not involve the General Counsel. In the absence of the General Counsel the CFO should act as an alternate for the General Counsel, unless the concern involves the CFO in which case the alternate should be the Group Chair. Where the matter involves the General Counsel, the CEO should act as alternate for the General Counsel. The General Counsel (or alternate) will assess the concern and consider what action is most appropriate. Depending on the nature of the subject matter, the General Counsel may, where appropriate, consult with the CEO, CFO, CIO and/or COO.
- 6.4.2 If the concern relates to an allegation of Fraud or Modern Day Slavery, any action should also consider the requirements of LEG/T2/06 Anti-Slavery and Human Trafficking Policy or FIN/T2/44 Anti-Fraud Policy.
- 6.4.3 The initial assessment may involve having an informal meeting with the whistle-blower in order to verify the nature of the concern(s). During the course of such a meeting, details will be provided on how the matter will be handled, the Reviewer who will lead any investigation, how the Reviewer can be contacted and what further assistance may be needed from the whistle-blower.
- 6.4.4 The initial assessment will include determination of the review to be undertaken. The scope of the review will always be commensurate with the nature of the allegation.
- (i) Simple Matters will be dealt with internally and the Reviewer will be the appropriate line manager/ director or another manager/ director if the line manager/ director is implicated by the allegation; or

- (ii) Complex Matters where the matter is considered more serious, or a previous investigation did not resolve the matter, when the Reviewer will be as determined by the General Counsel, CEO or Group Chair and may involve use of external professional advisors.

- 6.4.5 If the concern raised is very serious or complex, a formal investigation may need to be held. In such cases, the terms of reference shall be agreed by the General Counsel or CEO after consultation with the Group Chair.
- 6.4.6 External professionals may be appointed to act as Reviewer or to support the Reviewer where there is insufficient expertise internally within Porterbrook or the matter necessitates an independent check to be undertaken to achieve a comprehensive investigation.
- 6.4.7 If the concern relates to an Executive Director (excluding the CEO) the General Counsel (or alternate) shall consult with the CEO immediately regarding the nature of the allegation and the next steps to be taken. The CEO will inform the Group Chair and keep them updated on status of the review.
- 6.4.8 If the concern is about any non-executive Board Member or the CEO the General Counsel should discuss the concern with the Group Chair who will decide on how the investigation will proceed.
- 6.4.9 **Review Stage:-** if the identity of the whistle-blower raising the concerns is known, that whistle-blower has the right to address the concerns direct to the Reviewer. The whistle-blower has the right to be accompanied by another person.
- 6.4.10 At this stage, the role of the Reviewer is to confirm the areas of concern, whether the whistle-blower wishes their identity to be disclosed and to provide guidance on protection from possible victimisation. The whistle-blower will be asked to submit a written statement. The Reviewer will prepare minutes of any interviews conducted under this procedure with the whistle-blower and seek to ensure the minute(s) are signed by both the Reviewer and the whistle-blower as being accurate and retained for future use on a confidential basis.
- 6.4.11 It is possible the investigation may need to be carried out under the terms of strict confidentiality (i.e. by not informing the subject of the concern until it becomes necessary to do so). In certain cases, it may be necessary to suspend the subject of concern from their role but confirmation of the General Counsel (or alternate) must be sought before this action is taken.
- 6.4.12 **Following the investigation:-** the Reviewer will report their findings to the General Counsel (or alternate) who will then determine what further action is to be taken.
- 6.4.13 If the result of the investigation is that there is a case to be answered by any individual, Porterbrook's Disciplinary Policy will be used, and the details discovered by the review of the concern transferred to that process.
- 6.4.14 If there is no case to answer but there is evidence that the allegation was made frivolously, maliciously or for personal gain, the whistle-blower may face disciplinary action.

- 6.4.15 The General Counsel will ensure a meeting is arranged with the whistle-blower (where the identity has been disclosed) to give feedback on any action taken. The feedback will be provided as soon as possible but will not include details of any proposed disciplinary action against any member of Porterbrook staff.
- 6.4.16 In addition, any required changes to internal policies and procedures that were identified during the review process will be made.
- 6.4.17 **Where the concern is raised externally to Porterbrook:** - the concern needs to be handled in a similar professional manner as adopted for an internal allegation and the depth of the review process should be sufficiently robust to establish the veracity of the claim. Again, where possible, the whistle-blower, if known, should be kept advised of all material developments.

6.5 Raising Concerns with outside bodies

- 6.5.1 The legislation provides a Relevant Individual with the right to report matters directly to regulatory bodies although it is hoped that such action will only be undertaken after Porterbrook has been given the opportunity to investigate the matter.
- 6.5.2 If a Porterbrook employee is contemplating making a wider disclosure, they are strongly advised to seek external guidance from appropriate parties before proceeding and to be aware of their obligations and rights under the Public Interest Disclosure Act 1998 and the Employment Rights Act 1996. Unjustifiable accusations could result in disciplinary action for the individual concerned and undermine public confidence in the rail industry as a whole.

7 Monitoring & Compliance

- 7.1 The Audit & Risk Manager is responsible for collating details of any cases which are dealt with under this procedure and providing a 'high-level' briefing to the Audit & Risk Committee on an annual basis. This reporting mechanism will only outline the nature of the concern and the outcome in a form that does not endanger the whistle-blowers' confidentiality.

8 Records

- 8.1 Records are to be retained in accordance with LEG/T2/05 Document retention policy.

9 Competence

- 9.1 N/A - No specific engineering or safety competence required for procedure

10 Reference and related documents

Document No	Title
PERS/T2/20	Anti-Bribery Policy
FIN/T2/44	Anti- Fraud Policy
LEG/T2/06	Anti-Slavery and Human Trafficking Policy

Document No	Title
PBK/T1/04	Data Protection Policy
PERS/T2/03	Disciplinary Policy (Employee Handbook)
PERS/T2/03	Grievance Procedure (Employee Handbook)
SM/T1/200	Safety Manual