

# **Whistleblowing Policy**

**Cobra Resources plc**

## 1. **GENERAL PRINCIPLES**

- 1.1. A list of the definitions used in this Policy can be found at paragraph 11.
- 1.2. The Company is committed to conducting its Company's business with honesty and integrity, and it is expected that all staff will maintain high standards in accordance with the Company's *Code of Business Conduct*. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring and to address them when they do occur.
- 1.3. The aims of this Policy are:
  - (a) to encourage staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected;
  - (b) to provide staff with guidance as to how to raise those concerns; and
  - (c) to reassure staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.
- 1.4. This Policy covers all directors, employees, officers, consultants, contractors, casual workers and agency workers.
- 1.5. This Policy takes account of the Whistleblowing Arrangements Code of Practice issued by the British Standards Institute and Public Concern at Work.
- 1.6. This Policy does not form part of any employee's contract of employment and the Company may amend it at any time.

## 2. **PERSONNEL RESPONSIBLE FOR THE POLICY**

- 2.1 The Board has overall responsibility for this Policy, and for reviewing the effectiveness of actions taken in response to concerns raised under this Policy.
- 2.2 The Compliance Officer has day-to-day operational responsibility for this Policy, and must ensure that all managers and other staff who may deal with concerns or investigations under this Policy receive regular and appropriate training.
- 2.3 The Compliance Officer, in conjunction with the Board should review this Policy from a legal and operational perspective at least once a year.
- 2.4 All staff are responsible for the success of this Policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Staff are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Officer.

## 3. **WHAT IS WHISTLEBLOWING?**

- 3.1 Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:
  - (a) criminal activity;

- (b) failure to comply with any legal or professional obligation or regulatory requirements;
- (c) miscarriages of justice;
- (d) danger to health and safety;
- (e) damage to the environment;
- (f) bribery under the Company's *Anti-Bribery Policy*;
- (g) facilitating tax evasion;
- (h) financial fraud or mismanagement;
- (i) breach of the Company's internal policies and procedures including the Company's *Code of Conduct*;
- (j) conduct likely to damage the Company's reputation or financial wellbeing;
- (k) unauthorised disclosure of confidential information;
- (l) negligence;
- (m) other workspace-specific concerns; and
- (n) the deliberate concealment of any of the above matters.

3.2 If you have any genuine concerns related to suspected wrongdoing or danger affecting any of the Company's activities (a whistleblowing concern) you should report it under this Policy.

3.3 This Policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work.

3.4 If you are uncertain whether something is within the scope of this Policy you should seek advice from the Compliance Officer, whose contact details are at the end of this Policy.

#### 4. **RAISING A WHISTLEBLOWING CONCERN**

4.1 The Company hopes that in many cases you will be able to raise any concerns with your line manager. You may tell them in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively. In some cases they may refer the matter to the Compliance Officer.

4.2 However, where the matter is more serious, or you feel that your line manager has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact the Compliance Officer.

4.3 The Company will arrange a meeting with you as soon as possible to discuss your concern. You may bring a colleague or union representative to any meetings under this Policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.

4.4 The Company will take down a written summary of your concern and provide you with a copy after the meeting. The Company will also aim to give you an indication of how it proposes to deal with the matter.

## 5. **CONFIDENTIALITY**

- 5.1 The Company hopes that staff will feel able to voice whistleblowing concerns openly under this Policy. However, if you want to raise your concern confidentially, the Company will make every effort to keep your identity secret. If it is necessary for anyone investigating your concern to know your identity, the Company will discuss this with you.
- 5.2 The Company does not encourage staff to make disclosures anonymously. Proper investigation may be more difficult or impossible if the Company cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to the Compliance Officer and appropriate measures can then be taken to preserve confidentiality. If you are in any doubt you can seek advice from the Company's confidential counselling hotline or Public Concern at Work, the independent whistleblowing charity, who offer a confidential helpline. Their contact details are at the end of this Policy.

## 6. **INVESTIGATION AND OUTCOME**

- 6.1 Once you have raised a concern, the Company will carry out an initial assessment to determine the scope of any investigation. The Company will inform you of the outcome of the Company's assessment. You may be required to attend additional meetings in order to provide further information.
- 6.2 In some cases the Company may appoint an investigator or team of investigators including staff with relevant experience of investigations or specialist knowledge of the subject matter. The investigator may make recommendations for change to enable us to minimise the risk of future wrongdoing.
- 6.3 The Company will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.
- 6.4 If the Company concludes that a Whistleblower has made false allegations maliciously, the Whistleblower will be subject to disciplinary action.

## 7. **IF YOU ARE NOT SATISFIED**

- 7.1 While the Company cannot always guarantee the outcome you are seeking, it will try to deal with your concern fairly and in an appropriate way. By using this Policy you can help us to achieve this.
- 7.2 If you are not happy with the way in which your concern has been handled, you can raise it with the chairman of the Board or the Company's External Auditors. Contact details are set out at the end of this Policy.

## 8. **EXTERNAL DISCLOSURES**

- 8.1 The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally.
- 8.2 The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely if ever be appropriate to alert the media. The Company strongly encourages you to seek advice before reporting a concern to anyone external. The independent whistleblowing charity, Public Concern at Work, operates a confidential helpline. They also have a list of prescribed regulators for reporting certain types of concern. Their contact details are at the end of this Policy.
- 8.3 Whistleblowing concerns usually relate to the conduct of the Company's staff, but they may

sometimes relate to the actions of a third party, such as a customer, supplier or service provider. In some circumstances the law will protect you if you raise the matter with the third party directly. However, the Company encourages you to report such concerns internally first. You should contact your line manager or Compliance Officer.

**9. PROTECTION AND SUPPORT FOR WHISTLEBLOWERS**

- 9.1 It is understandable that Whistleblowers are sometimes worried about possible repercussions. The Company aims to encourage openness and will support staff who raise genuine concerns under this Policy, even if they turn out to be mistaken.
- 9.2 Whistleblowers must not suffer any detrimental treatment as a result of raising a concern. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Compliance Officer immediately.
- 9.3 You must not threaten or retaliate against Whistleblowers in any way. If you are involved in such conduct you may be subject to disciplinary action. In some cases the Whistleblower could have a right to sue you personally for compensation in an employment tribunal.
- 9.4 A confidential support and counselling hotline is available to Whistleblowers who raise concerns under this Policy. Their contact details are set out at the end of this Policy.

**10. CONTACTS**

<b>Compliance Officer</b>	[•]
<b>Chairman of the Board</b>	[•]
<b>External Auditors</b>	PKF Littlejohn LLP (FAO David Thompson) +44 (0) 207 516 2208 dthompson@pkf-littlejohn.com
<b>Public Concern at Work</b> (Independent whistleblowing charity)	Helpline: (020) 7404 6609 E-mail: whistle@pcaw.co.uk Website: www.pcaw.co.uk

11. **DEFINITIONS**

“**Board**” means the board of directors of the Company, from time to time.

“**Company**” means Cobra Resources plc.

“**External Auditors**” means PKF Littlejohn LLP.

“**Policy**” means this whistleblowing policy.

“**Compliance Officer**” means the Chief Financial Officer of the Company.

“**Whistleblower**” means a person who raises a genuine concern relating to any of the following:

- (o) criminal activity;
- (p) failure to comply with any legal or professional obligation or regulatory requirements;
- (q) miscarriages of justice;
- (r) danger to health and safety;
- (s) damage to the environment;
- (t) bribery under the Company's *Anti-Bribery and Corruption Policy*;
- (u) facilitating tax evasion;
- (v) financial fraud or mismanagement;
- (w) breach of the Company's internal policies and procedures including the Company's *Code of Business Conduct*;
- (x) conduct likely to damage the Company's reputation or financial wellbeing;
- (y) unauthorised disclosure of confidential information;
- (z) negligence;
- (aa) other workspace-specific concerns; and
- (bb) the deliberate concealment of any of the above matters.

POLICY OWNER	The Company owns this Policy
APPROVAL	This Policy has been approved by the Board
IMPLEMENTATION	The Compliance Officer is responsible for ensuring that the Company's governance structures and procedures are adequate to meet the requirements of this Policy
DATE APPROVED	November 2018
EFFECTIVE DATE	November 2018