

Whistle-blowing policy

The Board of Interserve Plc is committed to a free and open culture in dealings between its officers, employees, customers, suppliers and all people with whom the 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 and dealt with.

Purpose

The purpose of this policy is to encourage everyone whether they are full time or part time employees, agency staff, agents, contractors, suppliers or customers of the Group to report any business misconduct without risk to themselves.

Application

This policy will apply in cases where you genuinely and in good faith believe that business misconduct is occurring, has occurred or may occur within the Interserve Group.

Below are some examples of business misconduct:

- criminal activity;
- a person not complying with any legal obligation;
- instances of slavery, servitude, forced and compulsory labour and human trafficking in Interserve or anywhere within its supply chain;
- the use of deception to obtain an unjust or illegal financial advantage for the business unit or personally;
- a miscarriage of justice;
- danger to the health and safety of an individual;
- damage to the environment;

- a fundamental breach of internal control or policy;
- intentional misrepresentation directly or indirectly affecting financial statements;
- serious non-professional or non-ethical behaviour including harassment and bullying; and
- deliberate concealment of information relating to any of the above.

This policy is separate from the grievance procedure as described in your employee handbook. It does not form part of any employee's contract of employment, will be publicised to all employees and will be reviewed on a regular basis to be updated or revalidated as appropriate

Debbie White

March 2018.

Procedure

You should, in the first instance, raise the matter with your line manager or, if you do not feel this is appropriate, with your next most senior manager.

Should you feel unable to talk to your line manager or your senior manager then you should contact the Group General Counsel or, in his absence, the Assistant Group General Counsel of Interserve Plc at Interserve House, Ruscombe Park, Twyford, Reading, Berkshire RG10 9JU Tel: 0118 932 0123; email: daniel.bush@interserve.com or adrian.pound@interserve.com, respectively, who will treat the matter in confidence. If you consider this inappropriate you can contact the Group Chairman or any Board member.

The Group General Counsel or, in his absence, the Assistant Group General Counsel, will then liaise with the Chief Executive to decide if the matter is most appropriately handled as a complaint by the business for which you work or under this whistle-blowing procedure. You will be notified of the outcome of this deliberation.

All instances of whistle-blowing to the Group General Counsel or the Assistant Group General Counsel will be reported to the Chief Executive or Group Chairman, as appropriate, and the Chairman of the Audit Committee.

Investigation

Once an allegation of business malpractice is made, the Group General Counsel, or in his absence the Assistant Group General Counsel, will agree an appropriate investigation plan with the Chairman of the Audit Committee and, where appropriate, the Chief Executive and the Group Finance Director and we will endeavour to respond to you within 10 working days setting out what further investigation, if any, is planned. Once the investigation is complete it will be reviewed by the Audit Committee and you will be advised, where appropriate, of the results of the investigation as well as any corrective actions which are being taken.

The Group is committed to running its operations without misconduct and expects its employees and other stakeholders to share this objective. However, the Group also recognises that whistle-blowing is a potentially sensitive issue. If you believe that you

are being penalised in any way for whistle-blowing or if you do not consider that you have had a satisfactory response to your disclosure you should write to the Chairman of the Audit Committee setting out the facts.

Safeguards

If requested we will take all reasonable steps to protect your anonymity. However, you should be aware that action taken as a result of your disclosure may lead to your identity needing to be revealed.

Any whistle-blowing employee is protected against adverse employment actions (i.e. dismissal, demotion, suspension, harassment or other forms of discrimination) for raising allegations of business misconduct. A whistle-blowing employee is also protected even if the allegations prove to be incorrect or unsubstantiated, provided the disclosure is made in good faith and where it is believed the information and any allegation in it are true.

Disciplinary Action

If any allegation of business malpractice is substantiated, appropriate disciplinary action will be taken against the responsible individual(s), up to and including termination of employment.

Furthermore, 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.

The malicious use of the whistle-blowing policy will result in disciplinary action against a whistle-blowing employee, up to and including termination of employment.