



OCU Group
Energy Transition | Utilities & Digital Infrastructure

Whistleblowing Policy

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| Version | 2 |
| Approved By | CEO |
| Author | Group General Counsel |
| Sensitivity | Low |

ocugroup.com

1 Purpose



- 1.1 The purpose of this Whistleblowing Policy (the “Policy”) is to establish the guidelines for reporting any actual or suspected abuse or non-compliance with any of the policies, procedures, values or business principles of OCU Group Limited and any of its direct or indirect holding companies, subsidiaries or affiliates (the “Group”), any other misconduct or improper state of affairs or circumstances in relation to the Group, or breach of any other law or regulation (“Suspected Misconduct”). This Policy should be read in conjunction with our Group Code of Conduct and related policies.
- 1.2 This policy does not form part of any contract of employment or other contract to provide services, and we may amend it at any time.

2 Our commitment

- 2.1 We conduct all our business in an honest and ethical manner. A key part of that is for all of our employees, contractors, consultants, suppliers and other counterparties to conduct their business with integrity, both in accordance with our internal policies and procedures, and within the limit and spirit of all applicable laws and regulations.
- 2.2 We act with honesty, integrity, respect and accountability and we need the support of everyone to ensure we uphold these standards across the Group. In particular, everyone is responsible for speaking up if they witness or become aware of any Suspected Misconduct.
- 2.3 You can trust that any disclosure will not only be treated confidentially and sensitively, but will be evaluated, and where appropriate investigated, thoroughly. We will not tolerate any kind of reprisal against someone for making a good faith disclosure of Suspected Misconduct.

3 Who does this policy apply to?

- 3.1 The Board of OCU Group and the Executive Committee have committed themselves to this Policy and its implementation throughout the Group.
- 3.2 This Policy applies to the whole Group, including all full-time, part-time, temporary, seasonal or other employees (including work experience and trainees), as well as all contractors, consultants, officers, directors, representatives, agents, suppliers (whether paid or unpaid, including employees of suppliers) and associates.
- 3.3 The Group will review this Policy annually and if you have any questions regarding this Policy, you should consult with the Group General Counsel.

4 Who is responsible for the policy?

- 4.1 The Board has overall responsibility for the effective operation of this policy but has delegated responsibility for overseeing its implementation to the Group General Counsel. Suggestions for change should be reported to the Group General Counsel.
- 4.2 This Policy is reviewed routinely by the Group General Counsel and no less than on an annual basis.



5 What is Whistleblowing?

5.1 Whistleblowing is the disclosure of any Suspected Misconduct. You do not have to be sure of an allegation, a reasonable suspicion is enough.

5.2 Examples of Suspected Misconduct include:

5.2.1 behaviour that puts the health and safety of any other individual (including clients, employees, contractors or members of the public) at risk;

5.2.2 behaviour that risks contamination of the environment;

5.2.3 breach of any Group policy or procedure;

5.2.4 breach of any legal requirement – such as a law or regulation;

5.2.5 conduct that makes you feel uncomfortable or harassed in the workplace;

5.2.6 discriminatory behaviour; and

5.2.7 dishonest behaviour.

These are just examples and not an exhaustive list.

5.3 You can make a disclosure of Suspected Misconduct on your own behalf or on behalf of another – for example if you are aware of mistreatment of a colleague or if you have heard about, but not witnessed, breaches of policy.

5.4 A whistleblower is anyone who makes a disclosure about Suspected Misconduct regardless of whether the disclosure is made to the confidential hotline, a line manager, director, senior manager, a member of the Legal, Governance and Compliance team, HR or a member of the Executive Committee.

6 How do I make a disclosure?

6.1 The Group encourages anyone making a disclosure of Suspected Misconduct to do so in their own name. This makes it far easier for us to investigate the disclosure more effectively and to make sure that your rights and interests as a whistleblower are protected. If you are comfortable talking to a senior manager or a member of the Legal, Governance & Compliance team then that should be the first person you go to. They will be able to escalate your disclosure through the appropriate internal channels.

6.2 If you do not feel comfortable discussing the disclosure or the Suspected Misconduct involves a senior manager, you can discuss it directly with the Group General Counsel.



- 6.3 If you would rather make your complaint anonymously, please use the confidential whistleblowing service provided by Navex Global by calling 0808 196 8170 or at ocugroup.ethicspoint.com
- 6.4 When making your disclosure of Suspected Misconduct it is vital that you provide us with as much information as possible to give us the opportunity to evaluate and investigate your concerns. In addition, providing us with relevant documents is particularly useful.
- 6.5 Ideally, when making a disclosure, you should make it clear it is under this Policy; that will ensure that the person you are reporting to knows to follow this Policy from the outset.

7 How will I be protected?

- 7.1 The Group adheres to all legislation that offers specific protection to whistleblowers in certain situations, for example when making disclosures about matters in the public interest. The law provides protection from dismissal (in respect of employees) and victimisation to individuals making those types of disclosures. This Policy extends that protection to employees making disclosures of any Suspected Misconduct, not just those individuals protected by law.
- 7.2 Put simply, the Group will not tolerate any reprisals against anyone for making a good faith allegation of Suspected Misconduct, even if it is later determined that there was, in fact, no misconduct.
- 7.3 The allegation must of course be made with good faith. As much as the Group will protect those who make good faith disclosures, it will also treat seriously anyone who makes bad faith or malicious allegations against others.
- 7.4 The Group is committed to supporting anyone who makes a disclosure of Suspected Misconduct throughout the process. We know it can be a stressful time and we are committed to ensuring there is support where needed. We therefore make the following commitments to everyone who makes a disclosure of Suspected Misconduct:
 - 7.4.1 you will be treated sensitively;
 - 7.4.2 your confidentiality will be respected and we will make every reasonable effort not to reveal your identity, if that is your preference;
 - 7.4.3 you will be supported by senior management; and
 - 7.4.4 you will receive reasonable updates of the investigatory process.



8 What will OCU do?

- 8.1 If you make the disclosure of Suspected Misconduct directly, we will take as much information from you as possible.
- 8.2 We will consider who in the Group organisation is best placed to deal with the allegation and any further investigation which is required in accordance with the Group's policies and procedures in force from time to time.
- 8.3 Your role in any potential investigation will depend on the specific circumstances and will vary from case to case. However, you will be told who you should contact if you have any concerns that your disclosure is not being treated properly.
- 8.4 You will be given appropriate updates about the steps taken to examine the disclosure, although it may not be possible to provide you with information of every step taken. This is to respect the confidentiality of all parties concerned.
- 8.5 If you make your disclosure anonymously, it will not be possible to provide you with updates or confirmation of next steps. Where a disclosure is made anonymously, the Group will not try to discover who made that disclosure.

9 What do I do if I receive a whistleblowing report?

- 9.1 If an individual, whether in your direct management line or otherwise, approaches you to make a whistleblowing report, you must:
 - 9.1.1 ask the individual if they wish to remain anonymous in their report, and if they do, you should encourage them to use the confidential hotline service in order to protect their identity;
 - 9.1.2 if they do not wish to remain anonymous, you should take their report with as much detail as can be provided; and
 - 9.1.3 after receiving the report, you must contact the Group General Counsel and ask that they log the report in the case management system.
- 9.2 You should not conduct any investigation or respond to the whistleblowing report before the case is logged in the case management system and you receive advice on the appropriate conduct of any investigation from the Group General Counsel.



10 Questions & answers

10.1 Q: I'm not sure if my allegation is true, should I still report it?

A: Yes! You should report any suspicion you have in good faith. You will be supported and your disclosure will be evaluated and potentially investigated before any further steps are taken.

Q: I have witnessed my line manager breaching our Group Code of Conduct. I know I should report it but I am worried it will affect my promotion. Can I wait a while to make a disclosure?

A: No. You should make your disclosure straight away. Obviously in this situation you will want to make your disclosure to the Group General Counsel or make the disclosure anonymously. You will not be discriminated against or prejudiced in your work by having made a disclosure.

Q: Someone has made a false allegation about me, what do I do?

A: Every disclosure is taken seriously and will be evaluated. If you are the subject of a credible disclosure, you will be given the opportunity to respond to the allegation that has been made and, if possible, provide any evidence in support of your position. However, any reprisals against someone who has made an allegation will not be tolerated and may result in disciplinary action.

11 Navex telephone number

You can access the confidential whistleblowing service by calling 0808 196 8170 or at ocugroup.ethicspoint.com