

PORTMEIRION GROUP

WHISTLEBLOWING POLICY

Portmeirion Group is committed to achieving the highest possible level of service and ethical standards in public life and in all of its practices.

To achieve these ends, it encourages freedom of speech. It also encourages staff to use internal mechanisms for reporting any malpractice or illegal acts or omissions at work.

This policy applies to Portmeirion Group PLC, its subsidiaries (including Wax Lyrical Limited and Portmeirion Group USA Inc.) (individually each a company and together “Portmeirion Group”) and its officers, employees, agents, intermediaries, consultants, distributors, suppliers and associated companies working on Portmeirion Group’s behalf anywhere in the world.

(The word whistleblowing in this policy refers to the disclosure, internally or externally, of perceived malpractice and/or illegal acts or omissions occasioned within or relating to the business).

*Updated and approved by the Directors of Portmeirion Group PLC
on 21 March 2023*

Whistleblowing Policy

Introduction

This policy applies to Portmeirion Group PLC, its subsidiaries (including Wax Lyrical Limited and Portmeirion Group USA Inc.) (individually each a company and together “Portmeirion Group”) and its officers, employees, agents, intermediaries, consultants, distributors, suppliers and associated companies working on Portmeirion Group’s behalf anywhere in the world (“you”). Portmeirion Group has a range of policies and procedures, which deal with standards of behaviour at work; for example, Anti-bribery and Corruption, Discipline, Grievance, Equal Opportunities and Harassment and Bullying. Employees are encouraged to use the provisions of these procedures when appropriate. There may be times, however, when the matter is not about personal employment position and needs to be handled in a different way.

Your responsibilities

You are encouraged to bring to the attention of the Portmeirion Group any practice or action of the Portmeirion Group, its employees or other agents that you reasonably believe is against the public interest, in that the practice or action:

- is a criminal offence that has been committed, is being committed or is likely to be committed;
- could amount to fraud;
- is a disregard for, or failure to comply with, any legal obligation;
- is a danger to the health and safety of any individual
- could amount to knowledge or reasonable suspicion that a bribe has been offered or received on behalf of the Portmeirion Group;
- is a breach of standing financial instructions;
- shows undue favour over a contractual matter or a job applicant;
- is a serious breach of a code of conduct;
- is evidence of or has the possibility to be an act of modern slavery;
- could indicate that the environment is being, or is likely to be, damaged; or
- is an attempt to conceal information on any of the above.

This list is not exhaustive.

The raising of a concern will be covered by this policy provided you have a genuine belief that it is in the public interest to do so.

Any individual raising legitimate concerns under this policy will not be subject to any detriment, either during or after employment. The Portmeirion Group will also endeavour to ensure that the individual is protected from any intimidation or harassment by any other parties.

You must not victimise or otherwise subject any other person to a detriment on the grounds that they have made a disclosure under this policy. Any employee who

does so may be subject to disciplinary action up to and including dismissal for gross misconduct.

How to raise a concern internally as an employee of Portmeirion Group

In the first instance, you should raise any concerns you have with your line manager. If you believe your line manager to be involved, or if, for any reason, you do not wish to approach your line manager, then you should raise it with the Global HR Director or if that is not appropriate the Group Company Secretary.

How to raise a concern where you are not an employee of Portmeirion Group

You should raise it with the Global HR Director and or the Group Company Secretary by speaking to them directly at +44(0)1782 744721 or by emailing whistleblowing@portmeiriongroup.com.

Initial response

Whichever point of contact is chosen, an initial interview will be arranged with the line manager or HR department or Group Company Secretary (for non-employees). You will be encouraged to ensure that facts presented in support of your complaint are valid, clear and accurate. The area of concern will be ascertained and the matter will be recorded and passed to the appropriate investigating officer as follows:

- The appropriate director will investigate complaints of malpractice unless the complaint is against the director or is in any way related to the actions of the director. In such cases the complaint should be passed to the Chief Executive who may investigate personally or delegate the investigation to a director or senior manager as appropriate.
- Complaints against the Chief Executive will be passed to the Chairman who may investigate personally or delegate the investigation to a director or senior manager as appropriate.
- If there is evidence of criminal activity the investigating officer may inform the police.

Confidentiality

Any matter raised under this policy will be investigated promptly and confidentially. Your identity may be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information and you may need to provide a statement as part of the evidence required.

Anonymous allegation

This policy encourages individuals to put their name to any disclosures they make. Concerns expressed anonymously are much less credible, but they may be considered at the discretion of the Portmeirion Group. Factors taken into account will include:

- the seriousness of the issues raised;
- the credibility of the concern; and
- the likelihood of confirming the allegation from attributable sources.

Timescales

Due to the varied nature of these sorts of complaints, which may involve internal investigations and/or the police, it is not possible to lay down precise timescales for completing the investigation and/or taking necessary action. The investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

Investigating procedure

- Full details of clarification of the complaint should be obtained.
- The investigating officer should inform the member of staff against whom the complaint is made as soon as is practically possible. If appropriate the member of staff may be accompanied by a colleague or trade union representative at any meeting or hearing held under the provision of these procedures.
- The investigating officer should consider the involvement of the Portmeirion Group auditors and/or the police.
- The allegations should be fully investigated with the assistance where appropriate of other individuals and/or third parties.
- The investigating officer will make a judgment and produce a detailed written report containing the findings of the investigation and the reasons behind the judgment. The report will be passed to the Chief Executive / Chairman as appropriate.
- The Chief Executive / Chairman will decide what action to take. If the complaint is justified, they may invoke the disciplinary procedures (for employees) and if appropriate legal proceedings will be considered.
- The complainant should be kept informed of the progress of the investigation and, if appropriate the final outcome, if this does not infringe upon the privacy of another individual or the rights of the Portmeirion Group not to disclose such findings.
- Where there is no case to answer, but the complainant held a genuine concern and was not acting frivolously or maliciously, the investigating officer should ensure that they are aware the matter has been concluded.
- Only where false allegations are made and/or the complainant has acted in a frivolous or malicious manner will it be appropriate to consider invoking disciplinary procedures against the Complainant.

After the investigation

If you are dissatisfied with the outcome of the investigation, you should raise your concerns in writing directly to the Chief Executive or Chairman.

If, after escalating your concerns, you believe that the appropriate remedial action has not been taken, you have the right to make disclosures to prescribed persons such as the Health and Safety Executive, the Audit Commission, the Regulators or elsewhere

(this list is not intended to be exhaustive, and you must take care to ensure you contact the appropriate authority in relation to the particular concerns you have).

If you are an employee and raise a concern and you are found to be responsible, or if you knowingly raise a concern maliciously or in a manner not prescribed in this policy, then you may be subject to disciplinary action up to and including dismissal without notice for gross misconduct.

If you have any concerns you should always in the first instance raise them internally in accordance with the terms of this policy and you should not disclose or otherwise publicise your concerns to any third party until these procedures have been exhausted.

If you have any questions regarding this policy please contact your HR Manager or the Global HR Director.