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## WHISTLEBLOWING POLICY

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## CONTENTS

1.	Introduction .....	1
2.	Who is covered by this policy?.....	1
3.	Responsibility for the success of this policy.....	1
4.	What is whistleblowing? .....	1
5.	How staff should raise a whistleblowing concern.....	2
6.	What will happen for staff once you have made the disclosure?.....	3
7.	Staff confidentiality .....	3
8.	External disclosures.....	4
9.	Protection from detriment or retaliation for staff.....	4
10.	Reports from Third Parties.....	4
11.	Notice Regarding Us Federal Contracts .....	4
12.	Miscellaneous.....	5

## **1. INTRODUCTION**

- 1.1 Melrose Industries PLC and its Business Lines (comprising the GKN Aerospace Engines and Airframes businesses) (“**Melrose**”, “**Company**”, “**Group**” or “**we**”) are committed to conducting business with honesty and integrity at all times. However, we recognise that incidents of workplace malpractice may arise and that such matters are of serious concern. By encouraging a culture of openness and accountability, we believe that we can help prevent such incidents occurring.
- 1.2 The purpose of this policy is to ensure that all Company employees and third parties with whom the Company deals feel confident that they can raise concerns in the public interest relating to matters of actual or suspected wrongdoing. For company employees it is important that this is without fear of being disloyal to colleagues or to the Company, or for fear of being subjected to harassment, victimisation or any other detriment or retaliation. Any individual coming forward in such circumstances will be protected to the fullest extent possible by the Company and their concerns will be taken seriously.
- 1.3 This policy is distinct from the Company’s grievance procedure. If you have a complaint relating to your personal circumstances, such as the way you have been treated at work, you should raise a grievance under the Company’s grievance procedure.
- 1.4 For the avoidance of doubt, this policy is for guidance only and does not form part of your contract of employment.
- 1.5 This policy has been approved by the board of directors of Melrose Industries PLC.

## **2. WHO IS COVERED BY THIS POLICY?**

- 2.1 This policy applies to all individuals working at all levels throughout the Group, including senior managers, officers, directors, employees (whether permanent, fixed-term, or temporary), contractors, trainees, casual workers/agency staff, volunteers, or any other person working for the Group throughout the world.
- 2.2 The Company also wishes to support disclosures from third parties (e.g. customers, suppliers, counterparties) of any circumstances or conduct that the third party believes the Company should be aware of. A separate section dealing with disclosures from third parties is at section 9 below.

## **3. RESPONSIBILITY FOR THE SUCCESS OF THIS POLICY**

- 3.1 This policy forms part of our Group compliance policies, which fall under the overall responsibility of the Board of Directors of Melrose Industries PLC.
- 3.2 Throughout the Group we seek to establish a “culture” of compliance with this policy. The executive team of each Business Line takes responsibility for ensuring effective transmission of this policy throughout the business, together with the provision of relevant guidance and training, and appropriate safeguards, monitoring, and resources, in order to ensure compliance with this policy.
- 3.3 All staff should be aware of and are responsible for the success of this policy and should ensure that they take steps to support it.

## **4. WHAT IS WHISTLEBLOWING?**

- 4.1 “**Whistleblowing**” refers to the act of reporting or exposing, in the public interest, suspected or actual wrongdoing or dangers at work, either within an organisation, or externally to someone like a regulator. A “**whistleblower**” is a person who reports or raises a concern which relates to suspected or actual wrongdoing or dangers at work.

4.2 Staff are encouraged to make a disclosure through an appropriate channel under this policy if they have reasonable grounds to believe that one or more of the following occur, is in the process of taking place, or is likely to occur in future:

- a criminal offence (including bribery or fraud);
- breaches of legal or regulatory obligations;
- a miscarriage of justice;
- danger to the health and safety of any individual;
- damage to the environment;
- negligence;
- unauthorised disclosure of confidential information;
- sexual harassment that has occurred, is occurring, or is likely to occur;
- retaliation against or unfair treatment of a person as a result of them raising a concern under this policy;
- the deliberate concealment of information about any of the above; or
- any other conduct of a fellow employee not covered within the above which would be likely to harm the reputation of the Company.

## 5. HOW STAFF SHOULD RAISE A WHISTLEBLOWING CONCERN

5.1 All staff are encouraged to disclose relevant information as soon as possible after they become aware of the wrongdoing in question. Early disclosure will help to ensure that any problems are resolved as quickly as possible, and allow full and accurate investigations to take place.

5.2 Any member of staff wishing to make a disclosure under this policy should follow the procedures outlined below. We do not expect you to have all the answers and ask you never to start investigating a concern yourself. Please note that option 1 will not be suitable unless you are employed by the Company.

### Option 1 – Normal Procedure

You are encouraged to tell your immediate line manager, or your human resources Officer. They may be able to agree a way of addressing your concern quickly and effectively. In some cases, they may refer the matter to a more senior member of staff, the Group Company Secretary or the Chairman of the Company's Audit Committee.

### Option 2 – Alternative Procedure

You may report the concern online or by telephone via the confidential Group ethical reporting line which can be accessed at [www.melrose.ethicspoint.com](http://www.melrose.ethicspoint.com) (the "Ethics Hotline").

5.3 Please note that it is easier for us to investigate a concern if we know the identity of the reporter. Where allegations are made anonymously, we may be unable to obtain further information from you which may affect our ability to investigate fully and effectively.

The Ethics Hotline should not be used with malicious intent or in bad faith, for example with the intention of harassing, intimidating, humiliating or seeking to instigate unwarranted disciplinary action against another person. Any person using the Ethics Hotline in this way may be subject to disciplinary action themselves.

The Ethics Hotline is also not an appropriate channel through which to raise concerns of an individual or personal nature, for example relating your terms of employment, performance-related issues or disagreements with your managers or colleagues. Concerns in relation to such

matters should be raised according to the relevant local HR procedures. You can also raise concerns in relation to such matters anonymously by emailing [HR.hotline@gknaerospace.com](mailto:HR.hotline@gknaerospace.com).

## **6. WHAT WILL HAPPEN FOR STAFF ONCE YOU HAVE MADE THE DISCLOSURE?**

### **6.1 Initial Assessment**

6.1.1 The person to whom you make your disclosure will discuss your concerns with you. You may be asked to put your concern in writing and/or clarify your concerns before the meeting. If your concern is raised via the Ethics Hotline, your concern will initially be assessed to determine whether it falls under the scope of the whistleblowing policy. If it does not fall under the definition of “whistleblowing”, you will be informed and your concern will be triaged to the HR team so that they can take appropriate next steps .

### **6.2 Investigations**

6.2.1 Investigations will be conducted in a fair and unbiased manner and in accordance with the Company’s investigation protocols.

6.2.2 If a concern reported appears to be substantively similar to a concern that has already been reported and offers no further information, we may elect to close the matter without further investigation.

6.2.1 We will aim to keep you informed of the progress of the investigation and its likely timescale. However, the need for confidentiality may prevent the Company from giving you specific details of the investigation or actions taken.

### **6.3 Outcome**

6.3.1 Following completion of the investigation, findings will be communicated to you as soon as possible, and as appropriate to any individual(s) involved. There may be circumstances where it is not appropriate for you to be provided with information on the outcome of an investigation or actions that may have been taken as a result of the concerns you raised. There is no right of appeal in relation to the outcome of whistleblowing investigations.

6.3.2 In circumstances where you make a disclosure in relation to wrongdoing or dangers at work with which you have been personally involved, the Company will view the fact of the disclosure positively and, and at the Company’s sole discretion acting within its powers, you may receive a lighter sanction than if you had decided to keep quiet. For the avoidance of doubt nothing in this paragraph 6.3.2 shall apply to sanctions that are or may be imposed by external authorities.

6.3.3 Where appropriate, the Company will refer matters to external authorities. In some circumstances, the Company may need to make such a referral without your knowledge or consent.

## **7. STAFF CONFIDENTIALITY**

7.1 Every effort will be made to ensure that your identity will not be disclosed, unless:

7.1.1 disclosure is necessary for the purpose of the investigation;

7.1.2 disclosure is necessary to comply with a legal obligation;

7.1.3 your identity is already within the public domain; or

7.1.4 your identity needs to be disclosed to professional advisers, on a strictly confidential basis, for the purpose of obtaining further advice.

7.2 If there are any other circumstances where your identity needs to be revealed outside of the circumstances listed above, where possible, the matter will first be discussed directly with you.

7.3 Except as provided for in paragraph 8 below, to ensure that no investigation is jeopardised, you will also be expected to keep the fact that you have raised a concern under this policy confidential unless and until you are informed otherwise.

## **8. EXTERNAL DISCLOSURES**

8.1 The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying wrongdoing or danger in the workplace.

The law recognises, however, that in certain circumstances it may be appropriate to report your concerns to a relevant external body, such as a government agency or regulator, although we encourage you to raise the matter internally and seek advice before reporting a concern to anyone external. Please note that it will very rarely (if ever) be appropriate to alert the media

## **9. PROTECTION FROM DETRIMENT OR RETALIATION FOR STAFF**

9.1 We understand that whistleblowers might be worried about possible repercussions. We aim to encourage openness and support staff who raise concerns under this policy, even if they turn out to be mistaken.

9.2 If you raise a concern under this policy, you will not be dismissed or be subjected to any other detriment or retaliation, such as harassment or victimisation, as a result. If you believe that you have suffered a detriment or retaliation within the workplace as a result of raising concerns under this policy, you should raise a formal grievance under the grievance procedure. These protections will not be available if an investigation under this policy concludes that a disclosure has been made maliciously.

## **10. REPORTS FROM THIRD PARTIES**

10.1 As noted above, the Company wishes to support disclosures from third parties (e.g. customers, suppliers, counterparties) of any circumstances or conduct that the third party believes the Company should be aware of.

10.2 Third parties are welcome to contact, in confidence, the Group Company Secretary at [Company.Secretary@melroseplc.net](mailto:Company.Secretary@melroseplc.net).

## **11. NOTICE REGARDING US FEDERAL CONTRACTS**

11.1 Further to the provisions in paragraph 8, the following notice, required pursuant to FAR 52.203-17 (Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights) and DFARS 252.203-7002 (Whistleblower Protections for Contractor Employees), is provided for all employees whose work supports U.S. Federal contracts and/or US Federal Defense contracts.

11.2 For contracts that are in support of U.S. Defense programmes, compliance with the DFARS Whistleblowing Provisions are required. In addition to the recognised disclosure avenues available under the FAR, for U.S. Defense Programmes, disclosure can also be made by individuals in accordance with the terms of this policy, most notably by using either Option 1 or Option 2 as detailed in paragraph 5 of this Policy.

11.3 GKN Aerospace and its subcontractors are prohibited from discharging, demoting, or otherwise discriminating against an employee as a reprisal for disclosing, to any of the entities listed at

paragraph 11.4 of this subsection, information that the employee reasonably believes is evidence of gross mismanagement of a Federal or Department of Defense contract, a gross waste of Federal or Department of Defense funds, an abuse of authority relating to a Federal or Department of Defense contract, a substantial and specific danger to public health or safety, or a violation of law, rule, or regulation related to a Federal or Department of Defense contract (including the competition for or negotiation of a contract). A reprisal is prohibited even if it is undertaken at the request of an executive branch official, unless the request takes the form of a non-discretionary directive and is within the authority of the executive branch official making the request.

11.4 Entities to whom disclosure may be made.

- (i) A Member of Congress or a representative of a committee of Congress.
- (ii) An Inspector General (where it relates to a Federal contract), or an Inspector General that receives funding from or has oversight over contracts awarded for or on behalf of the Department of Defense (where it relates to a Department of Defense contract).
- (iii) The Government Accountability Office.
- (iv) A Federal employee responsible for contract oversight or management at the relevant agency (where it relates to a Federal contract), or a Department of Defense employee responsible for contract oversight or management at the relevant agency (where it relates to a Department of Defense contract).
- (v) An authorized official of the Department of Justice or other law enforcement agency.
- (vi) A court or grand jury.
- (vii) A management official or other employee of the contractor or subcontractor who has the responsibility to investigate, discover, or address misconduct.

11.5 An employee who initiates or provides evidence of contractor or subcontractor misconduct in any judicial or administrative proceeding relating to waste, fraud, or abuse on a Federal or Department of Defense contract shall be deemed to have made a disclosure.

11.6 The Procurement function shall also ensure that:

11.6.1 FAR 52.203-17 is included in all subcontracts with suppliers whose efforts support a U.S. Federal Contract; and

11.6.2 DFARS 252.203-7002 is included in all subcontracts with suppliers whose efforts support a U.S. Federal Defense Contract.

**12. MISCELLANEOUS**

12.1 Nothing in this Policy restricts your right to: (a) report to, communicate with, or participate in investigations by any US government agency without prior authorization or notice to the Group, and to receive any related monetary award; and (b) engage in legally protected activity, including protected activity under US labor law.

