



GROUP POLICIES

Whistleblowing Policy

Version – V3.2

Chief Executive's Endorsement

The Post Office Group is committed to doing things correctly. Our Values and Behaviours represent the conduct we expect. This Policy supports these to help us ensure that colleagues know how to report concerns regarding wrongdoing or dangerous practices and that they can do so without fear of recrimination.



[TOC \o "1-3" \h \z \u]

1. Overview

1.1. Introduction by the Policy Owner

The General Counsel has overall accountability to the Board of Directors for the implementation of controls ensuring Post Office meets its Whistleblowing obligations. Whistleblowing is an agenda item for the Audit and Risk Committee and the Post Office board is updated as required.

1.2. Purpose

This Policy has been established to set the minimum operating standards relating to the management of Whistleblowing throughout the Group¹. It is one of a set of policies which provide a clear risk and governance framework and an effective system of internal control for the management of risk across the Group. Compliance with these policies supports the Group in meeting its business objectives and to balance the needs of shareholders, ~~employees~~² and other stakeholders.

Commented [SS1]: Definition amended following legal review – see footnote 1

Commented [SS2]: Definition amended following legal review – see footnote 2

1.3. Core Principles

~~“Whistleblowing” refers to the act of exposing potential or actual wrongdoing and/or dangerous practices by reporting it either internally within an organisation, or to an external party. A whistleblower is a person who raises a genuine concern in relation to any wrongdoing, this includes criminal activity, regulatory breaches, miscarriages of justice, damage to the environment, financial impropriety, reputational damage, any breach of legal or professional obligations, dangers to health and safety and the deliberate attempt to conceal it. Whistleblowing is the reporting of suspected wrongdoing and/or dangerous practices within Post Office. This would include serious accidents, bribery, fraud, any criminal activity, regulatory breaches, miscarriages of justice, health and safety risks, damage to the environment, financial impropriety, reputational damage and/or any breach of legal or professional obligations.~~

In order to encourage Whistleblowing and provide appropriate protections to whistleblowers, the governance arrangements described in this Policy are based upon the following core principles:

- To encourage the reporting of any concerns as soon as possible in the knowledge that ~~Post Office will take~~ all concerns ~~will be taken~~^{raised} seriously and investigate ~~fully~~^d, and that ~~the~~ confidentiality ~~of all individuals~~ will be respected;
- To provide guidance as to how to raise those concerns;
- To provide whistleblowers reassurance that all ~~genuine~~ concerns are raised without fear of reprisals, even if they turn out to be mistaken;

¹ In this Policy “Post Office” and “Group” mean Post Office Limited and ~~any wholly owned subsidiary~~^{Post Office Management Services Limited.}

² ~~In this Policy “employee” means permanent staff, temporary including agency staff, contractors, consultants and anyone else working for or on behalf of Post Office. In this Policy “staff” means POL or Group’s permanent, temporary and fixed term employees, workers including temporary workers, agency workers (where the terms on which they are engaged are not substantially determined by them), contractors, consultants and anyone else working under a contract with Post Office, in all cases having regard to s.230(3) and s. 43K ERA 1996.~~

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- Post Office is committed to and oversees the implementation of the Policy in line with the Group's risk appetite. The Policy and associated procedures (set out or referred to in this document) are proportionate to the risks and complexity of the Group;
- Post Office undertakes a training and awareness program to ensure employees are aware of the Whistleblowing policy and procedure.

1.4. Application

This Policy is applicable to all ~~employees-staff~~ within the Group and outlines the manner in which Post Office will encourage, receive and investigate incidents of whistleblowing and the protections provided for whistleblowers by law.

In order to encourage reporting of wrongdoing, Post Office will, where appropriate, and to the extent possible, follow extend equivalent principles to encourage, receive and investigate incidents of whistleblowing by protection to Postmasters, Agent Assistants, and members of the public and will not subject any such persons to any detriment (including the termination of any contract or relationship with Post Office) for raising a genuine whistleblowing concern in an appropriate manner.

Commented [S53]: Section amended following legal review, particularly in relation to reports from non-employees

1.5. Legislation

The Group seeks to comply with all relevant UK legal and regulatory requirements including (but not limited to) the following legislation as amended or supplemented from time to time:

- Employment Rights Act 1996
- Public Interest Disclosure Act 1998

1.6. Protecting the Whistleblower (Your Legal Rights)

Post Office has a statutory obligation to protect whistleblowers and will support any individual person who raises genuine concerns under this Policy in an appropriate manner, even if they turn out to be mistaken. In respect of a certain class of person (broadly "staff" as defined under this policy) Post Office has a statutory obligation not to subject such persons to detriment or to dismiss them for whistleblowing.

Where a member of staff is subject to a Post Office settlement agreement, any clauses within it will not prevent the member of staff from whistleblowing. This should in any event be made clear by the terms of the settlement agreement itself and staff should receive independent advice in relation to those terms when entering into a settlement agreement.

Post Office will, at all times, respect the confidentiality and protect the whistleblower's identity, however:

- It may be necessary in the course of an investigation to share this information with a relevant stakeholder (e.g. an investigator).
- There is no requirement for a whistleblower to provide personal contact information, but not providing this information may reduce Post Office's ability to undertake a thorough investigation into the concerns raised.

Post Office will take all reasonable steps to ensure that whistleblowers do not suffer any detrimental treatment as a result of raising a genuine concern in an appropriate manner. Detrimental treatment includes disciplinary action, dismissal, threats or other unfavourable treatment connected with raising a concern. Serious action, typically

Commented [S54]: Section amended generally following legal review and recommendations from Internal Audit

disciplinary action, is likely to be taken against any individual who threatens or retaliates against whistleblowers in any way.

If a whistleblower believes that they have suffered any such treatment, they should inform the Whistleblowing Officer immediately. The Whistleblowing Officer should take steps to address any victimisation, which may include working with the HR team to put appropriate measures in place. If the matter is not addressed the whistleblower (where they are staff) should raise it formally using Post Office's Grievance procedure.

In all cases the whistleblower's concerns will be treated sensitively and in confidence.

1.7 The Whistleblowing Officer

Post Office has appointed the General Counsel as the Whistleblowing Officer who can be contacted on [HYPERLINK "mailto:whistleblowing@GRO"]

The role of the Whistleblowing Officer is to receive all internal reports raised, regardless of the channel used, review any concerns raised and determine the best course of action, if any. They may ask for further information in order to make this decision.

The Whistleblowing Officer is also responsible for ensuring that reports are investigated and responded to in a timely manner. They are responsible for determining the appropriate parties who should investigate the allegations raised, taking into account the sensitivities and seriousness of the report and the need to protect the whistleblower.

The Whistleblowing Officer is also responsible for identifying key trends or issues, and providing assurance to the Board that the policy is complied with.

1.8 How to Report Whistleblowing

Post Office supports and promotes a number of ways to provide reporting mechanisms:

- Direct to the Whistleblowing Officer ([HYPERLINK "mailto:whistleblowing@GRO"])
- Via a complaint to a front line team, e.g. customer complaints, NBSC and Grapevine. These may be verbal or written communications.
- Contacting the "Speak Up" line, a confidential reporting service which is run by an independent company NAVEX Global (formerly Expolink Europe Ltd)

Contact details for the Speak Up line are:

- [HYPERLINK "https://wrs.expolink.co.uk/postoffice"] which is a secure on-line web portal

What should be reported?

Whistleblowers should raise a concern if they are aware of, or suspect, certain wrongdoing which affects others (e.g. customers, members of the public, colleagues or the Post Office). The following lists some examples (this is a non-exhaustive list) of situations where an individual may raise a concern:

- Where Post Office or the Group is in breach of any legal obligation to which it is subject (usually a statutory rather than a contractual legal obligation)
- Financial Crime including Fraud, Money Laundering and financing of terrorism,
- Giving, offering or taking of bribes,
- Financial mismanagement, Tax evasion and Misreporting
- Racial, sexual, disability or other discrimination (Improper Behaviour) ,
- Practices that could put individuals or the environment at risk,

Commented [SS5]: Added following legal review

- Breach of Post Office internal policies and procedures
- Concerns about slavery or human trafficking³, and
- Any conduct likely to damage Post Office's reputation

This policy should not be used by staff wishing to raise complaints relating to their own personal circumstances, such as the way they have been treated at work. Grievances and matters such as bullying and harassment should be raised in accordance with the procedures set out in the appropriate HR policy.

If an individual is uncertain about whether something is within the scope of this Policy they should seek advice from the Whistleblowing Officer, whose contact details are set out in this Policy.

1.9 Responding to Whistleblowing Reports

In all instances any whistleblowing reports, regardless of reporting method, will be responded to within 5 working days and passed onto the Whistleblowing Officer.

All reports will be fully reviewed and investigated and any information, including emails, or records of telephone calls, letters, or any other form of communication stored securely and confidentially.

The time frame for investigating the reports raised is dependent on the nature of the report and the investigation required, however, the whistleblower will be given feedback via the reporting channel they have used, or have given the Whistleblowing Officer permission to use (Speak Up line, e-mail or phone call) during the investigation and once it has been concluded.

The whistleblower may be kept informed of any action taken, however, this information may be limited if it is required to keep the confidence of other people.

Where a report received is anonymous, whistleblowers will not ordinarily be able to receive feedback and details of action - any action taken to look into a report by taken by Post Office may be limited.

Commented [S56]: Added for clarity from Internal Audit recommendation

1.10 External Disclosures

The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases individuals should not find it necessary to alert anyone externally.

However, the law recognises that in some circumstances it may be appropriate for individuals to report their concerns to an external body such as a regulator. It will rarely, if ever, be appropriate to alert the media at least without informing Post Office or an external agency first and usually in that order.

We strongly encourage individuals to seek advice before reporting a concern to anyone external. The independent Whistleblowing charity, Protect (formerly Public Concern at Work) have a list of prescribed regulators for reporting certain types of concerns. Their contact details are as follows:

Helpline: GRO

Commented [S57]: Added following legal review

³ More information in relation to Modern Slavery can be found here - [HYPERLINK "http://corporate.postoffice.co.uk/slaverystatement"]

E-mail: [HYPERLINK "mailto:whistle@ [GRO]"
Website: [HYPERLINK "http://www.pcaw.org.uk/advice"]-line/ee.uk

Commented [SS8]: Updated contact details

Public Concern at Work Protect operates free, confidential advice to people concerned about crime, danger or wrongdoing in the workplace. All Protect advisors are legally trained and supervised by qualified lawyers and their advice is fully confidential and subject to legal privilege. All information, including emails, or records of telephone calls, letters, or any other form of communication with Protect advisors is stored in a fully encrypted format.

Commented [SS9]: Updated information from Protect website

Post Office Money Services (POMS) is directly regulated by the Financial Conduct Authority (FCA), Post Office Limited is an appointed representative of Bank of Ireland (UK) Limited. As such individuals may decide to whistleblow directly to the FCA, and can do so by using one of the following channels.

Helpline: [GRO]
E-mail: [HYPERLINK "mailto:whistle@ [GRO]"
Website: [HYPERLINK "http://www.fca.org.uk/site-info/contact/whistleblowing"]
Address: Intelligence Department (Ref PIDA), Financial Conduct Authority, 12 Endeavour Square, London, E20 1JN
Intelligence Department (Ref IDA), Financial Conduct Authority, 25 the North Colonnade, London E14 5HS

Commented [SS10]: Updated contact details

Whistleblowing concerns usually relate to the conduct of our staff, but they may sometimes relate to the actions of a third party, such as a customer, supplier, agent, Postmaster or service provider. In some circumstances the law will protect individuals if they raise the matter with the third party directly. However, we encourage individuals to report such concerns internally in the first instance.

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2. Risk Appetite and Minimum Control Standards

2.1. Risk Appetite

Risk Appetite is the extent to which the Group will accept that a risk might happen in pursuit of day to day businesses transactions. It therefore defines the boundaries of activity and levels of exposure that the Group are willing and able to tolerate.

The Group takes its legal and regulatory responsibilities seriously and consequently has⁴:

- **Tolerant risk appetite** for Legal and Regulatory risk in those limited circumstances where there are significant conflicting imperatives between conformance and commercial practicality
- **Averse risk appetite** for litigation in relation to high profile cases/issues
- **Averse risk appetite** for litigation in relation to Financial Services matters
- **Averse risk appetite** for not complying with law and regulations or deviation from business' conduct standards for financial crime to occur within any part of the organisation
- **Averse Risk Appetite** in relation to unethical behaviour by our staff.

The Group acknowledges however that in certain scenarios even after extensive controls have been implemented an action may still sit outside the agreed Risk Appetite.

2.2. Policy Framework

Post Office has established a suite of policies and procedures, on a risk sensitive approach which are subject to an annual review. The policy suite is designed to comply with applicable legislation and regulation. The Whistleblowing Policy should be considered and read in conjunction with other policies where relevant. These may include the Financial Crime Policy, the Anti-Bribery & Corruption Policy, Health & Safety Policies and HR Policies where relevant.

2.3. Who Must Comply?

All third parties who do business with the Group, including consultants, suppliers and business and franchise partners, will be required to agree contractually to this policy or have their own equivalent policy.

Any investigations will be carried out in accordance with the Investigations Policy which is available on the Post Office Intranet

⁴ The Risk appetite was agreed by the Groups Board January 2015

2.4. Minimum Control Standards

A minimum control standard is an activity which must be in place in order to manage the risks so they remain within the defined Risk Appetite statements. There must be mechanisms in place within each impacted business unit to demonstrate compliance. The minimum control standards can cover a range of control types, i.e. directive, detective, corrective and preventive which are required to ensure risks are managed to an acceptable level and within the defined Risk Appetite.

The table below sets out the relationships between identified risk and the required minimum control standards in consideration of the stated risk appetite. The subsequent pages define the terms used in greater detail:

Risk Area	Description of Risk	Minimum Control Standards	Who is responsible	When
Receipt and investigation of whistleblowing reports	Failure to meet legal and regulatory requirements	Directive Control: Post Office must nominate a Whistleblowing Officer to receive reports, ensure that all reports are fully investigated and that any appropriate corrective action is undertaken.	Post Office CEO and Board	Ongoing
		The Whistleblowing Officer must provide a whistleblowing report to the R&CC and ARC at least annually.	Whistleblowing Officer	Annually
		Any serious whistleblowing concerns must be promptly escalated to the Chairman of the Post Office Audit and Risk Committee.	Whistleblowing Officer	Ongoing
		Preventative Control: All employees are trained and the policy is available to them	Whistleblowing Officer	Training must be provided at least annually

Risk Area	Description of Risk	Minimum Control Standards	Who is responsible	When
		The Whistleblowing Officer must ensure that appropriate arrangements are in place to ensure that whistleblowing reports are addressed promptly including during absences	Whistleblowing Officer	Ongoing
		Communications and awareness provided to all employees and Policy document published on the Intranet.	Head of Financial Crime	Annually
Breach of confidentiality	Failure to ensure confidentiality for the whistleblower	Preventative Control: Whistleblowing Policy	Whistleblowing Officer	Ongoing
		Confidential Speak Up line reports are shared only with the Whistleblowing Officer and nominated deputies	Whistleblowing Officer	Ongoing
		Whistleblowing email inbox with access inbox access is restricted to the Whistleblowing Officer and nominated deputies	Whistleblowing Officer	Ongoing
		Whistleblowing Officer must put arrangement in place to protect the confidentiality of the whistleblower during investigations	Whistleblowing Officer	Ongoing
		Corrective Control: All incidents of breaches are escalated to the Whistleblowing Officer to review and take necessary actions.	Whistleblowing Officer	Ongoing

Risk Area	Description of Risk	Minimum Control Standards	Who is responsible	When
Incorrect handling of whistleblowing report	An individual may raise a whistleblowing report with other individuals in the Group. Details may then be shared with various stakeholders before being passed onto the Whistleblowing Officer	Preventative Control: Training provided to contact teams to identify potential whistleblowing reports and ensure these are correctly handled, e.g.: <ul style="list-style-type: none"> • Grapevine, • NBSC, • Customer Support, and • Executive Correspondence Team. 	Whistleblowing Officer	Annually
		Communications and awareness provided to all employees and Policy document published on the Intranet.	Head of Financial Crime	Annually
		Corrective Control: All incidents of breaches are escalated to the Whistleblowing Officer to investigate and take appropriate actions.	Whistleblowing Officer	Ongoing
Insufficient Information	Failure to capture/report sufficient information about the issue may mean that the underlying issue cannot be properly investigated and resolved	Directive Control: Individuals are encouraged to report issues and provide full information and their contact details, where they feel able to do so	Whistleblowing Officer	Ongoing
		Corrective Control: All reports, including those where insufficient information has been provided and no further action was taken are recorded on the Whistleblowing	Whistleblowing Officer	Ongoing

Risk Area	Description of Risk	Minimum Control Standards	Who is responsible	When
		database, which is reviewed for trends and issues.		
The 'Speak Up' Service	Failure to effectively record whistleblowing reports and pass onto the Whistleblowing Officer, due to factors such as resource or IT failure.	Preventative Control: The Whistleblowing Officer must review the effectiveness of the service provided by NAVEX GlobalExpolink Europe Ltd (formerly known as InTouch MCS LtdExpolink Europe Ltd) at least annually.	Whistleblowing Officer	Annually
		The Whistleblowing Officer must review the effectiveness of the processes operated by each of Grapevine, NBSC, Customer Support, and The Executive Complaints Team at least annually to ensure that whistleblowing reports are identified and communicated promptly.	Whistleblowing Officer	Annually
Treatment of Whistleblowers	Breach of whistleblowing guidelines such that a whistleblower suffers prejudice, detriment or dismissal as a result of making a whistle blowing report	Preventative Control Training must be provided to all people managers as part of their induction process as a manager and on appointment to Post Office	Whistleblowing Officer and HR Training Manager	Ongoing
		Annual training must be provided to all Post Office staff to remind them of the protections available to whistleblowers and the	Whistleblowing Officer and HR Training Manager	Ongoing

Commented [SS12]: Reflects change of name

Risk Area	Description of Risk	Minimum Control Standards	Who is responsible	When
		importance of identifying and reporting wrongdoing The Code of Business Standards must refer to the whistleblowing policy and must be provided to all new joiners as part of their induction programme.	Whistleblowing Officer and HR Training Manager	Ongoing

3. Definitions

3.1. Definitions

Grapevine

24/7 Security Support Centre provided by Kings Ltd. Grapevine provide security advice and record all security incidents across the business, this includes burglaries, robberies and the reporting of suspicious activity.

Telephone Number: [GRO]

E-mail: [HYPERLINK "mailto:grapevine.admin@GRO"]

NBSC

Network Business Support Centre (NBSC) is a helpline and the first port of call for Post Office branches if they have any operational query or require assistance.

Telephone Number: [GRO]

E-mail: [HYPERLINK "mailto:nbscenquiries@GRO"]

Customer Support Team

Complaints handling team based in Chesterfield. The team address complaints reported into Post Office via various channels, including post and telephone.

E-mail: [HYPERLINK "mailto:customercare@GRO"]

Executive ~~Complaints~~ Correspondence Team

This team handles all complaints addressed directly to the Group Executives. The team liaise with various stakeholders within the business in order to resolve complaints.

E-mail: [HYPERLINK "mailto:flagcaseadvisor@GRO"]

4. Where to go for help

4.1. Additional Policies

This Policy is one of a set of policies. The full set of policies can be found at:

[HYPERLINK
"https://poluk.sharepoint.com/sites/thehub/SitePages/Key%20policies.aspx?web=1"]

4.2. How to raise a concern

Any Post Office employee who suspects that there is a breach of this Policy should report this without any undue delay. Whistleblowing can be reported via the following channels:

- Their line manager,
- A senior member of the HR Team, or
- If either or both are not available, staff can contact the Post Office's Whistleblowing Officer, who can be contacted by email at: [HYPERLINK "mailto:whistleblowing.GRO"] or by telephone on: [GRO]
- Alternatively staff can use the Speak Up service available on: [GRO] or via the secure on-line web portal: [HYPERLINK "https://wrs.expolink.co.uk/postoffice"]

In some instances it may be appropriate for the individual to report in the form of a complaint to Grapevine, the Customer Support Team or the Executive Correspondence Team.

4.3. Who to contact for more information

If you need further information about this Policy or wish to report an issue in relation to this Policy, please contact the Policy sponsor or Policy owner.

Commented [VC13]: Should we rename this section as it is fairly similar to "1.8 How to Report Whistleblowing". Possible "How to report policy breaches?"

5. Governance

5.1. Governance Responsibilities

As at the date of approval of this Policy, the General Counsel is both the Policy Sponsor and Policy Owner, responsible for oversight of the Policy.

The Audit and Risk Committee are responsible for approving the Policy and overseeing compliance.

The Board is responsible for setting the Group's risk appetite.

6. Control

6.1. Policy Version

Date	Version	Updated by	Change Details
April 2016	1.4	Jane MacLeod	Sponsors review and sign-off
August 2017	1.5	Vitor Camara	Annual Review and update.
September 2017	1.6	Thomas Richmond	POL R&CC approval
September 2017	2	Thomas Richmond	Final version approved
June 2018	2.1	Vitor Camara	Annual review and update.
July 2018	2.2	Sally Smith	POL R&CC approval
July 2018	2.3	Sally Smith	POL ARC approval
September 2018	2.4	Sally Smith	POMS ARC approval
September 2018	3	Vitor Camara	Final Version approved
June 2019	3.1	Sally Smith	Annual review and update
<u>June 2019</u>	<u>3.2</u>	<u>Sally Smith</u>	<u>Incorporating legal review comments</u>

6.2. Policy Approval

Group Oversight Committee: Risk and Compliance Committee and Audit and Risk Committee

Committee	Date v. 3.0 Approved
POL R&CC	10 th July 2018
POL ARC	31 st July 2018
POMS ARC	20 th September 2018
<u>Committee</u>	<u>Date Approved</u>
<u>POL R&CC</u>	
<u>POL ARC</u>	
<u>POMS ARC</u>	

Policy Sponsor: Group Director of Legal, Risk-Compliance & Governance

Policy Owner: Whistleblowing Officer

Policy Author: Head of Financial Crime

Next review: July 2020

Company Details

Post Office Limited and Post Office Management Services Limited are registered in England and Wales. Registered numbers 2154540 and 08459718 respectively. Registered Office: Finsbury Dials, 20 Finsbury Street, London EC2Y 9AQ.

Post Office Management Services Limited is authorised and regulated by the Financial Conduct Authority (FCA), FRN 630318. Its Information Commissioners Office registration number is ZA090585.

Post Office Limited is authorised and regulated by Her Majesty's Revenue and Customs (HMRC), REF 12137104. Its Information Commissioners Office registration number is Z4866081.