



## **SERIOUS CONCERNS POLICY**

Marshalls wishes to create a working environment where everybody feels able to raise legitimate concerns about any wrong-doing without fear of criticism, discrimination or reprisal.

### **Who does the policy apply to?**

This policy applies to employees of any Marshalls group company ('Marshalls') and all other people working for Marshalls under any other type of contract.

### **Good faith**

All concerns must be reported in good faith. It is important that the person making the allegation genuinely and reasonably believes it to be true. Allegations which are not made in good faith may result in disciplinary action being taken.

Providing the allegation is judged to have been made in good faith, if, after investigation, it is found to be untrue, the person who raised the concern will not be subject to any form of disciplinary action or criticism.

### **Disclosures**

Set out below are examples of wrong-doings which will be covered by this policy. These wrong doings may have happened in the past, may currently be happening or may be likely to happen:

- a criminal offence has been committed;
- there has been a failure to comply with legal obligations;
- a miscarriage of justice has occurred;
- the health or safety of someone is being endangered or harmed;
- the environment is being damaged;
- fraud, corruption, bribery or other financial irregularity is occurring;
- confidential or commercially sensitive information is being used improperly;
- a conflict of interest or unethical behaviour or malpractice has occurred;
- inside information on dealing in the shares of Marshalls plc or of any other company is being used improperly;
- there is a breach of another Group policy (such as bullying and harassment) or Code of Conduct;
- there has been a failure to disclose information or documents have been improperly destroyed which should be disclosed to others in the group or to appropriate regulators; and
- there has been deliberate concealment of any of the above.

## **How to raise concerns**

If individuals have a serious concern which they wish to raise, they must do so by following this policy. The earlier the disclosure is made the better.

Every disclosure under this policy will be treated seriously and will be fully investigated. In the first instance an individual should speak, as soon as possible, to his or her immediate line manager, or if that is not considered appropriate because of the nature of the concern it may be referred to any of his or her business' finance director, financial controller or (where applicable) human resources manager.

If none of the above are appropriate (for example, if the concern related to one of those people), the individual may contact:

**Louise Furness**  
Group HR Director  
01422 314774  
louise.furness@marshalls.co.uk

**Cathy Baxandall**  
Group Company Secretary  
01422 314767  
cathy.baxandall@marshalls.co.uk

If, in extremely rare instances it would not be appropriate to contact these people, an email should be sent to:

**Graham Prothero**  
Chairman of the Audit Committee  
Graham.prothero@gallifordtry.co.uk

## **Procedure**

Marshalls recognises the sensitivity of raising such issues and we undertake to treat details of individuals who report matters with the utmost confidence. All concerns raised under this policy will be investigated.

Once a disclosure has been made, the issue will be investigated and the person who made the disclosure will be kept informed of progress.

It is not appropriate to set a timeframe by which such investigations will be completed as the diverse nature of the possible types of disclosure makes this unworkable. However, Marshalls will deal with all disclosures in a timely manner.

The person(s) making the disclosure will be advised of the outcome of the investigation as soon as practicable. If the person making the disclosure is not satisfied that the investigation or the outcome has fully addressed their concerns, they may request that the matter be referred to the Chairman of the Audit Committee or, if it would not be appropriate to contact him (for example if the concern arises from a decision he has made), the Chairman of the Board.

## **Confidentiality**

Every effort will be made to keep the identity of any person who has raised concerns in accordance with this policy confidential. However, in certain circumstances, his or her identity may need to be disclosed, but this will only happen when it is absolutely necessary. While investigations are ongoing, the person raising concerns should also keep the fact that they have done so, and the subject of their concerns, confidential.

## **No reprisals for making a disclosure under this policy**

Provided the concern is raised in good faith, no action will be taken against any individual under this policy, nor will there be any threat to his or her career prospects. Retaliation against or victimisation of anyone who raises a concern will not be tolerated and will be regarded as a potentially serious disciplinary offence which, subject to investigation, may lead to dismissal.

Any attempt by anyone in the Company to deter an individual from making a disclosure or to victimise, harass or discriminate against an individual for making a disclosure, perceived or actual, will also be regarded as a potentially serious disciplinary offence.

## **Grievance procedure**

This policy is not designed to replace the grievance procedure which should be used by individuals if they have a personal grievance.


## **Who will not be protected by this policy?**

The following people will not be protected by this policy:-

- Individuals whose disclosures are not made in good faith;
- Individuals who do not reasonably believe the allegation to be true;
- Individuals who make the disclosure principally for the purpose of obtaining payment or personal gain;
- Individuals who make the disclosure principally with malicious intent;
- Individuals who do not raise their concerns in accordance with this policy before making a disclosure to an external party

Where a criminal offence has clearly been committed and there is a duty to report it to the police or other enforcement agency immediately, individuals who do so will continue to be protected by this policy but should also raise their concerns as soon as practicable under the policy (unless they are advised by the police or the relevant enforcement agency not to do so in order not to prejudice criminal investigations or proceedings).

If there is any doubt as to how to proceed, please contact any of the people named above who will be able to provide guidance.



Martyn Coffey  
June 2018