Serious Concerns Policy

Policy for Employees

Policy Overview

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

The policy has been designed to provide clear guidance to management and employees to ensure everybody feels able to raise legitimate concerns about any wrong-doing without fear of criticism, discrimination or reprisal. This is sometimes described as "whistleblowing".

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Name of responsible reviewer:	Group Legal

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Version/Issue No	Type of Change	Date	Description of Change
V1: Issue 1	Comprehensive Review	Dec 19	Incorporating Whistleblowing Service
V1: Issue 2	Annual Review	Oct 20	Review
V1: Issue 3	Annual Review	Oct 21	Review. Considering Whistleblowing Directive.
V1: Issue 4	Annual Review	Oct 22	Review
V1: Issue 5	Annual Review	Oct 23	Review. Marley integration proposed in 2024
V1: Issue 6	Annual Review	Oct 24	Review. Add tax evasion. Integrate Marley
V1: Issue 7	Annual Review	Oct 25	Review. Minor changes.
V1: Issue 8	Annual Review	Oct 26	Review,

When this document is viewed as a paper copy, the reader is responsible for establishing that it is the most current version.

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Policy for Employees

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. This is sometimes described as “whistleblowing”.

Who does the policy apply to?

This policy applies to employees of any Marshalls group company (‘Marshalls’ or ‘Group’) 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 or report genuinely and reasonably believes it to be true. Allegations or reports 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.

Identifying and disclosing a Serious Concern

Set out below are examples of wrong-doings which will be covered by this policy (this is not an exhaustive list, and this policy also covers all other wrong-doings that affect Marshalls, its employees, customers, suppliers, shareholders and the wider community). 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;
- any form of bullying, harassment or discrimination;
- the environment is being damaged;
- fraud, corruption, bribery, tax irregularity (including tax evasion or anything contravening the Group’s Tax Policy) 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 or the Marshalls 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; or

- 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.

There are a number of ways in which you can report a serious concern:-

1. by calling or contacting the independent whistleblowing service operated by Safecall (telephone number 0800 915 1571: web address www.safecall.co.uk/report). This service is completely independent of Marshalls and allows such matters to be reported at any time, anonymously if preferred, to an experienced individual who may, where appropriate, offer guidance, advice and support. Further details are on your site notice board and available via the intranet;

2. if you are comfortable doing so, you may raise matters in the first instance with your immediate line manager. You should tell them that you are raising the matter under the Serious Concerns Policy and that it should be investigated; and

3. if you would rather not deal with your line manager (for example, because of the nature of the concern or because the concern relates to that individual) and you cannot for any reasonuse the Safecall service, you may raise your concern directly with :

Shiv Sibal
Chief Legal Officer & Company Secretary
shiv.sibal@marshalls.co.uk

If, in extremely rare instances it would not be appropriate to raise the matter with any member of Marshalls' management, you may refer the matter directly to the Board by emailing:

Paul Inman
Non-Executive Director and Chair of the Audit Committee
legal@marshalls.co.uk

Where a matter is raised with a line manager or other individual in a particular business area, the person receiving the Serious Concern must immediately report the concern to the Chief Legal Officer & Company Secretary. Such reports are made in strictest confidence and any written material containing personal data must be appropriately encrypted, in accordance with the Group's Data Protection policies.

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. If the report is made via Safecall, they will liaise with the discloser to keep them informed of the progress of the investigation and the outcome.

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 is committed to dealing with all disclosures in a timely manner.

The Chief Legal Officer & Company Secretary will give guidance to the line manager and any person charged with investigating the concern. This will ensure there is a consistent and appropriate response to matters raised, and that the investigation is monitored and followed up in a timely way.

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 Chair of the Audit Committee or, if it would not be appropriate to contact that person (for example if the concern arises from a decision they have made), the Chair 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, their 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 their 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 Group 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; and
- 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).

Recording Serious Concerns

Matters that are reported and investigated under the Serious Concerns Policy will be recorded and reported to the Audit Committee. All reports and records will maintain the confidentiality and protected nature of the disclosures.

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

Simon Bourne
Chief Executive Officer

October 2026