

## 1. **Whistleblowing**

### 1.1 **Policy**

Great Portland Estates plc and its subsidiaries (the “Company”) encourages a free and open culture in its dealings between its officers, its employees and people with whom it engages in business and legal relations. In particular, the Company recognises that effective and honest communication is essential if malpractice is to be dealt with effectively and the Company’s success is to be achieved.

This whistleblowing policy (the “Policy”) is designed to provide guidance to those who work with or within the Company who may from time to time feel that they need to raise certain issues relating to the Company with someone in confidence. It is also designed to ensure employees and those who work with the Company are aware of the procedure to follow when reporting any conduct which they consider may amount to bribery under the Bribery Act 2010.

This Policy applies to employees of and all those who perform services for or on behalf of the Company. This Policy does not form part of any individual’s contract with the Company and the Company may amend it at any time. This policy is designed to conform to the guidance in the Public Interest Disclosure Act 1998 (PIDA) and the Company encourages individuals to raise concerns at the earliest possible stage and, if possible, internally in the first instance.

This procedure seeks to balance the need to provide safeguards for individuals who raise genuine concerns about malpractice against the need to protect other individuals and the Company against uninformed or vexatious claims.

### 1.2 **Procedure**

#### 1.2.1 **Matters for disclosure**

This Policy will apply in cases where you wish to make a disclosure of information which you reasonably believe tends to show that one of the following sets of circumstances exists, has existed or may occur within the Company and you reasonably believe that you are making your disclosure in the public interest:

- that a criminal offence has been committed, is being committed or is likely to be committed;
- that a person has failed, is failing or is likely to fail to comply with any legal obligation to which he or she is subject;
- that a miscarriage of justice has occurred, is occurring or is likely to occur;
- that modern slavery or human trafficking is occurring within the Company or the Company's supply chains;
- that the health and safety of any individual has been, is being or is likely to be endangered;
- that the environment has been, is being or is likely to be damaged;
- that a person acting on behalf of the Company has offered, promised or given a financial or other advantage to another person with the intention of inducing a person to improperly perform (or rewarding a person for improperly performing) a function of a public nature or any activity connected with a business, on behalf of a body (whether corporate or otherwise) or in the course of a person's employment;

- that a person acting on behalf of the Company has offered, promised or given a financial or other advantage to another person and the acceptance of the advantage would constitute the improper performance of a function of a public nature or any activity connected with a business, on behalf of a body (whether corporate or otherwise) or in the course of a person's employment; or
- that information tending to show any matter falling within any one of the preceding circumstances has been, is being or is likely to be deliberately concealed.

While it is not necessary that you prove the malpractice or misconduct that you are alleging, you must have a reasonable belief in its existence, and that you are making your disclosure in the public interest.

### 1.2.2 **Obligation to report bribery including own wrongdoing**

Please refer to the Ethics policy at [www.gpe.co.uk/about-us/governance-overview](http://www.gpe.co.uk/about-us/governance-overview) which sets out the Company's zero tolerance attitude to bribery, and sets out your obligation to prevent, detect and report bribery under this policy. This obligation extends to reporting any conduct, including of your own, which may fall within the definition of bribery set out in the sixth and seventh bullet points in paragraph 29.2.1.

## 1.3 **Procedure for employees to make a disclosure**

### 1.3.1 **Investigation**

If you wish to raise or discuss any issues which might fall into the categories listed in paragraph 29.2.1, you should contact the Company Secretary who will treat the matter in confidence. If you feel unable to raise these issues with the Company Secretary you should raise them with the Senior Independent Director. On receipt of the disclosure the Company will arrange a meeting with you as soon as possible to discuss your concern and may investigate the matter to assess what action (if any) should be taken. In certain circumstances the Company may consider it appropriate for you to bring a colleague to any meetings under this Policy, but any such companion must respect the confidentiality of your disclosure and any subsequent investigation. If it is likely that further investigation will be necessary you may be required to attend a disciplinary or investigative hearing as a witness. However, you will not be required to do this without your consent unless there are reasons to believe you may have been involved in misconduct or malpractice.

Appropriate steps will be taken to ensure that your working environment and/or working relationship is/are not prejudiced by the fact of your disclosure and, where appropriate and subject to any need for confidentiality, timely feedback will be provided.

If you have a personal interest in the matter you should inform the Company of this at the outset. If your concern falls more properly within the grievance procedure you will be informed and your concerns will be investigated under that process.

### 1.3.2 External disclosures

PIDA encourages disclosure internally in the first instance and in most cases you should not find it necessary to alert anyone externally. However, if you are concerned at the Company's response, potential response or lack of response you may make such a disclosure, or if you do not believe the relevant failure is the legal responsibility of the Company, if appropriate, to a body prescribed for the purpose under PIDA. A list of such bodies and the matters for which they have been prescribed can be found at

<https://www.gov.uk/government/publications/blowing-the-whistle-list-of-prescribed-people-and-bodies--2> or accessed through the whistleblowing section of the FCA website, <https://www.the-fca.org.uk/whistleblowing>. You must reasonably believe that your disclosure is in the public interest, the allegations are substantially true and that the malpractice falls within the area for which the prescribed organisation is responsible. The legislation does also allow disclosure externally to other persons in more limited circumstances.

### 1.3.3 Disciplinary Procedure

Where you reasonably believe that your disclosure is in the public interest and the information disclosed and any allegations contained in it tend to show that the relevant offence or issue exists, no disciplinary action will be taken against you, nor will you be subjected to any other detriment, on the grounds of your disclosure made in accordance with this Policy. However, if any disclosure is made in breach of this Policy (for example it concerns information which you do not reasonably believe points to an offence being committed, or if the disclosure is made to the press for personal gain), then such a disclosure may constitute a disciplinary offence for the purposes of the Company's Disciplinary Policy and Procedures and may constitute gross misconduct leading to summary dismissal.

If you fail to comply with your obligation to report any knowledge of or suspicion (where you have reasonable grounds for your belief) of bribery, then this failure may constitute a disciplinary offence for the purposes of the Company's Disciplinary Policy and Procedures and will be dealt with in accordance with that policy.

Any employee who is found to have subjected a "Whistleblower" to any detriment – including threats, bullying or other forms of retaliation or unfavourable treatment – because he or she has raised those concerns will be subject to disciplinary action. The Company will take a strict approach to serious breaches of this policy, which will be dealt with under the Company's Disciplinary Policy and Procedures, and may be treated as gross misconduct leading to summary dismissal.

## 1.4 Procedure for agency workers, contractors and those otherwise engaged by the Company

### 1.4.1 Investigation

If you wish to raise or discuss any issues which might fall into the categories listed in paragraph 29.2.1, you should contact the Company Secretary who will treat the matter in confidence. If you feel unable to raise these issues with the Company Secretary you should raise them with the Senior Independent Director. On receipt of the disclosure the Company will arrange a meeting with you as soon as possible to discuss your concern and may investigate the matter to assess what action (if any) should be taken. In certain circumstances the Company may consider it appropriate for you to bring a colleague to any meetings under this

Policy, but any such companion must respect the confidentiality of your disclosure and any subsequent investigation. If it is likely that further investigation will be necessary you may be required to attend a disciplinary or investigative hearing as a witness. However, you will not be required to do this without your consent unless there are reasons to believe you may have been involved in misconduct or malpractice.

Appropriate steps will be taken to ensure that your working environment and/or working relationship is/are not prejudiced by the fact of your disclosure and, where appropriate, timely feedback will be provided.

If you have a personal interest in the matter you should inform the Company of this at the outset.

#### **1.4.2 Disclosures to bodies external to the Company**

It will usually be most appropriate to make any disclosure to the Company in the first instance however, if you are concerned at the Company's response or lack of response, or if you do not believe the relevant failure is the legal responsibility of the Company, you may make such a disclosure, if appropriate, to a body prescribed for the purpose of receiving disclosures on certain matters under PIDA. A list of such bodies and the matters for which they have been prescribed can be found at <https://www.gov.uk/government/publications/blowing-the-whistle-list-of-prescribed-people-and-bodies--2> or accessed through the whistleblowing section of the FCA website, <https://www.fca.org.uk/firms/whistleblowing>. You must reasonably believe that your disclosure is in the public interest, the allegations are substantially true and that the malpractice falls within the area for which the prescribed organisation is responsible. The legislation does also allow disclosure externally to other persons in more limited circumstances

#### **1.4.3 Consequences of failure to comply with obligation to report bribery**

If you fail to comply with your obligation to report any knowledge of or suspicion (where you have reasonable grounds for your belief) of bribery to the Company in accordance with this procedure, then this failure will be addressed between you and the Company and may result in the termination of your relationship with the Company.

#### **1.4.4 Detriment**

Any worker, contractor or person otherwise engaged by the Company found to have subjected a "Whistleblower" to any detriment – including threats, bullying or other forms of retaliation or unfavourable treatment - because he or she has raised such concerns, may have their relationship with the Company terminated.