

WHISTLEBLOWING POLICY

Introduction

1. This Policy defines the process that Phrase will follow where a member of our staff whistleblows and provides guidance to staff on the procedure for disclosing in relation to the matter.
2. We are committed to conducting our business with honesty and integrity, and we expect all staff to maintain high standards. We encourage staff to report any suspected wrongdoing as soon as possible.
3. This policy covers all employees, directors, officers, consultants, contractors, interns, casual workers, job applicants, volunteers and agency workers. We refer to this group as our “staff” throughout this Policy.
4. This policy does not form part of any employee's contract of employment and we may amend it at any time.

Scope of Policy

5. This Policy and its associated procedure is separate from other company policies and procedures designed specifically for dealing with matters such as:
 - Dignity and Respect
 - Discipline
 - Grievances
 - Misconduct
6. For example, the whistleblowing process should not be used by staff to report poor performance of a member of staff, or to deal with a team member's unexplained absences. The Company Handbook sets out separate processes to be followed in these circumstances.
7. As a result, there may be times when a disclosure made may (at least initially) be investigated under the procedure detailed in this document, such investigation may lead to invoking other policies and procedures, including those referred to in paragraphs above.

Types of Malpractice, Impropriety and Dangers Covered

8. This Policy is invoked where the person making the disclosure, (a) makes the disclosure in good faith, (b) reasonably believes that the information disclosed and any allegation contained in it are true, and (c) tends to show one or more of the following:
 - conduct that is an offence or a breach of law;
 - disclosures related to miscarriages of justice;
 - health and safety risks, including risks to the public as well as to other staff;
 - possible fraud and corruption;
 - sexual or physical abuse;
 - damaging the environment; or
 - other unethical conduct, such as covering up wrongdoing.
9. All concerns raised will be treated fairly and properly. It is ultimately the responsibility of the company to decide if a formal investigation should be conducted and for determining the nature of any actions which may follow as a result.
10. The Policy is not designed to permit or encourage the questioning of legitimate financial or business decisions properly taken by the company. Similarly, it may not be used to bring about the consideration (or reconsideration) of any matters of private interest to the individual concerned, which may be properly and appropriately addressed under other company procedures such as those referred to in above paragraphs.

SAFEGUARDS

Protection

11. The overall aim of the Policy is to ensure that the whistleblower and other persons covered by law will not suffer detriment or adverse treatment from the company as the employer, nor from fellow employees, as a result of making the disclosure. The whistleblower will be protected if a disclosure is made to the appropriate Designated Person set out in paragraph 21 below.
12. A disclosure will not necessarily qualify for protection if the whistleblower disseminates by the disclosure knowingly false information.
13. This Policy provides for whistleblowers to be supported, advised or represented by an individual they nominate, such as a workplace colleague or trade union official.

14. All reasonable steps will be taken to protect whistleblowers from bullying, harassment, demotion or reprisals. Any company staff member alleged to be involved in such conduct may be subject to disciplinary action in line with the company's disciplinary process.

Confidentiality

15. Irrespective of the reporting channel used, we will treat disclosures of information in a confidential and sensitive manner. The identity of whistleblowers and other persons covered by law will be kept confidential unless:

- it is required to carry out internal follow-up measures, subject to the whistleblower's written consent prior to each disclosure being made; or
- it is necessary to be disclosed to a relevant public authority.

If such a disclosure is made, the whistleblower will be notified in advance, together with the reasons why the disclosure is necessary. In the case of a disclosure to a public authority, the whistleblower will also be given the opportunity to comment on the information proposed to be disclosed.

Identification & Anonymous Allegations

16. As part of the initial disclosure, if the report is not anonymous, the whistleblower will be asked to provide certain identifying information. Individuals making disclosures under this Policy are encouraged to give this identifying information. The purpose of doing so would be to support any investigation into matters that have been raised and assist us in reaching a conclusion. Lack of available evidence may prevent us from being able to progress cases of whistleblowing. Anonymous disclosures are not as strong and may prove difficult to investigate but will be considered at the discretion of the company. In exercising this discretion, the factors to be taken into account will include the following:

- seriousness of the issues raised;
- credibility of the information disclosed;
- likelihood of confirming the information from other sources

17. Phrase will keep the whistleblower's identity confidential subject to rules in paragraph 16 above.

Untrue Allegations

18. If an individual discloses information which shows or suggests malpractice but which is not then confirmed by subsequent investigation, no detrimental or disciplinary action will be taken. Where an individual is found to have made knowingly false allegations action

may be taken in line with the company disciplinary procedure, up to and including termination

PROCEDURE FOR MAKING A DISCLOSURE

Initial Steps

19. It is important that individuals disclose information at the earliest opportunity. For the avoidance of doubt, we recommend that the individual clearly states that the disclosure is being made under the Policy. It is not necessary to provide or wait for 'proof' of the suspected malpractice. The disclosure should contain as much detail as possible including, where applicable, the names of individuals and significant dates, locations or events.
20. Where two or more individuals are aware they have knowledge of the same information, they should each make a separate and individual disclosure to the company and they should not discuss the matter between them. Submission of joint disclosures may lead to allegations of collusion or of 'manufactured' information.
21. The procedure for making a disclosure is as follows:
 - The disclosure can be made orally (including in person), in writing, or by e-mail to at least one Designated Person listed on www.phrase.com/whistleblowing, who will usually be as follows:
 - i. for staff based in the Czech Republic, the Chief Financial Officer and / or the Chief People Officer;
 - ii. for staff based in Germany, the Chief Executive Officer and / or the Chief People Officer; and
 - iii. for staff based in any other jurisdiction, the Chief Executive Officer, the Chief Financial Officer, the Chief People Officer, and / or the General Counsel;
 - Phrase strongly encourages all disclosures to be made via its whistleblowing platform at: www.phrase.integrity.complylog.com. This platform allows whistleblowers to make disclosures in writing, to arrange for in-person meetings or telephone calls, and to send audio-messages. A disclosure can be submitted by accessing the platform at the link above, and following the steps provided.
 - i. If a person wishes to make the disclosure in person, they should reference this in the "description" box in the Case Details section. Please

ensure to provide contact details as part of your submission to enable the Designated Person to organise a time and place for the disclosure.

- ii. If a person wishes to make the disclosure orally, there is an option to record an audio file in the Case Details section. Alternatively, they should reference this preference in the “description” box of the Case Details section, ensuring that they have left contact details to enable the Designated Person to contact them by phone.
 - iii. Once the case has been submitted, a Token ID will be generated for the submitter to be able to follow up on the case, and to access the platform for possible communication via the integrated messaging system. The discloser should save this Token ID and secure it in a safe place. Without this Token ID, the discloser may need to resubmit their original case.
- If the whistleblower wishes to make their report in person, Phrase will arrange this meeting within 14 days of their request.

If the disclosure is about a Designated Person, or where they are otherwise considered to be conflicted or impartial, such person will cease to act as a Designated Person for the purposes of that specific disclosure. Phrase reserves the right to change the Designated Persons at its discretion from time to time.

Initial Consideration of the Information Disclosed

22. Phrase will acknowledge receipt of any disclosure within seven days of receipt (“**Date of Acknowledgement**”), unless the disclosure was made anonymously, and, where permitted under law, the whistleblower explicitly asks not to be informed, or the acknowledgement would conflict with the protection of the whistleblower’s identity. The Designated Person will undertake an initial consideration of the information and assess the extent to which it provides a *prima facie* indication of malpractice.
23. If, on the basis of the initial consideration, the Designated Person decides that the disclosure either does not provide a *prima facie* indication of malpractice and/or is wholly without substance or merit, no further action will be taken. The whistleblower (unless made anonymously) will be informed of this decision, with the reasons, within seven days of the Date of Acknowledgement unless this person explicitly asks not to be informed or the acknowledgement would conflict with the protection of this person’s identity. Where required under law, the Designated Person will also inform the whistleblower the possibility of notifying the relevant public authority.
24. If the Designated Person decides that the disclosure does provide a *prima facie* indication of malpractice but of a nature which does not fall within the scope of the Policy, the Designated Person will arrange for the matter to be considered and progressed as appropriate under a different policy and/or procedure. The decision of the

Designated Person will be notified to the whistleblower (unless made anonymously), with the reasons, within seven days of the Date of Acknowledgement.

Process for investigation of disclosures made within the scope of the Whistleblowing Policy

25. If the disclosure provides a *prima facie* indication of malpractice, the Designated Person will decide on the form of investigation to be undertaken. This will be either to:
- investigate the matter internally;
 - refer the matter to the External Auditors; or
 - refer the matter directly for external investigation by an appropriate public body.
26. Where the matter is to be the subject of an internal investigation, the Designated Person will not conduct it but will appoint an Investigating Officer to do so on the company's behalf.

Investigation

27. The Investigating Officer will be appointed from inside (or, if necessary, from outside) the company, and the appointment will be with reference to the appropriate knowledge, experience and skills required based on the nature of the disclosure. The Investigating Officer will play no part in any decisions which are to be taken in response to the findings, and will have no involvement with nor responsibility for any other procedures which may be invoked as an outcome of the investigation.
28. A decision of the Designated Person under paragraphs 23 – 26 and, where applicable, the identity of the person appointed to conduct the investigation, will be notified to whistleblower (unless made anonymously), with the reasons, within ten days of the Designated Person of the Date of Acknowledgement.
29. The Investigating Officer will determine the scope of the investigation, supported, if necessary, by an appropriate member of Human Resources. Investigations will be conducted as sensitively and speedily as possible and with no presumption of guilt, whilst having proper regard to the nature and complexity of the disclosure and the need for thoroughness. A written record will be kept of the investigation.
30. If necessary for internal follow-up measures and if the whistleblower agrees to it, the Investigating Officer may become aware of an identity and interview and/or seek a written statement from the whistleblower and any other individuals considered to be relevant to the investigation. A workplace colleague or trade union representative may accompany any individual being interviewed, should they so wish.

31. The individual(s) against whom the disclosure is made will be notified of the investigation after it has commenced and once it is in the initial stage. They will be informed verbally, which will be followed up in writing, of the evidence supporting the disclosure and will be invited to comment before the investigation is concluded or any further action is taken. The person(s) against whom the disclosure is made will be notified of any next steps in writing, by or on behalf of the Designated Person.
32. Where the initial stage of the investigation of the disclosure provides reasonable grounds for suspecting staff of involvement in any malpractice or impropriety, the Designated Person will advise the company on how to prevent any further loss, danger, damage or harm. This may require the suspension, on full pay, of the individual(s) against whom the allegations have been made, in line with the company Disciplinary Process. It may be necessary to plan the timing of suspension to prevent the suspects from destroying or removing evidence that may be needed to support disciplinary or criminal action. Before any suspension is made it should be discussed and agreed with Human Resources.

Findings and Feedback

33. At the conclusion of the investigation, the Investigating Officer will provide a report to the Designated Person. The Designated Person will evaluate the outcome of the investigation and will decide accordingly. It will also make a recommendation to the relevant functions for corrective action to be taken to address the issues. If the recommendation involves the adoption of disciplinary measures, it will be forwarded to HR for evaluation.
34. The Designated Person will, taking into account any need for confidentiality, inform the whistleblower of the outcome of the investigation and what action, if any, has been taken or is to be taken. If no action has been or will be taken the individual who made the disclosure will, subject to issues of confidentiality, be informed in writing of the reasons for the outcome. The individual(s) against whom allegations were made will also be informed in writing that no action has been or will be taken. The Designated Person will seek to disclose their findings to the whistleblower (unless made anonymously) within a reasonable period of time, but no later than 30 days after the report is made. Where permitted by law, no disclosure will be made to the whistleblower if they have explicitly asked not to be informed, or where such disclosure would conflict with the protection of the whistleblower's identity. Where required under law, the Designated Person will also inform the whistleblower the possibility of notifying the relevant public authority.

Right of Review

35. If the whistleblower believes that the company's handling of the disclosure was flawed on the ground(s) that:

- the procedures have not been followed properly; and/or
- there is evidence of prejudice or bias in the handling of the case; and/or
- there is further evidence of alleged malpractice that was not available at the time of the original disclosure,

there will be a right of review **on the above grounds only** to the Chair of the Board. The request for review must be made to the Designated Person within 30 days of the individual being sent details of the outcome of the investigation.

36. The Chair of the Board will determine if the request for review meets the ground(s) as set out above.
37. If any ground for review is not made out, the Chair of the Board will inform the complainant in writing of this decision, with the reasons, within seven days of making the decision. This decision shall be final and shall be reported to the Designated Person.
38. If there is ground(s) for a review, the Chair of the Board will appoint a lay member of executive management who has had no previous involvement in the case to undertake the Review. A report of the outcome, with any recommendations, shall be sent to the complainant, by the Chairman of the Board within a reasonable period of time, but no later than 30 days after receipt of the request for review by the whistleblower. The Chairman of the Board shall decide what further action, if any, shall be taken in response to such recommendations. Its decision in this respect shall be final.

Timeline Extensions

39. The Designated Person may seek to extend the timelines under Paragraphs 35 and 38 by a period of up to 30 days on a maximum of two separate occasions (in each case), where:
 - a. it is reasonably determined that the case is factually or legally complex; or
 - b. the whistleblower requests an extension.
40. If the Designated Person seeks to extend such timelines, they must notify the whistleblower in writing on each occasion (unless made anonymously), explaining the reasons for the extension and advising of the new proposed deadline. The whistleblower has the right to object to the extension, and the Designated Person will take any such objections into consideration in good faith before making their final decision.

Reporting of Outcomes

41. A record of all disclosures, the identity of the whistleblower (where relevant) and any subsequent actions taken will be retained by the Designated Persons for the period legally required under law. If a period of time is not prescribed under law, a record will be maintained for five years. Any correspondence regarding the outcome of the disclosure may be included in the personal file of the individual(s) against whom the disclosure was made.
42. A report of the outcomes of any investigation will be made to the Board - in detail where the issue falls within its purview, and in summary in other cases - as a means of allowing the Board to monitor the effectiveness of the procedure. If the report includes the identity of the whistleblower, their consent must be obtained before the report is delivered to the Board.

Fraud

43. If an individual wishes to report an alleged fraud or other financial impropriety and considers that the Whistleblowing Policy is not relevant/appropriate in the specific instance, the report may be made to the CFO.

External Advice and Support for Whistleblowers

44. Following the conclusion of all the procedures set out in this Policy, if the whistleblower believes that the appropriate action has not been taken, or regardless of the outcome of the investigation, employees can also, either directly, after having filed an internal report or without filing an internal report, file a report with the relevant public authority. Details of some of these relevant public authorities are contained in Schedule 1 of this Policy.

Schedule 1 Relevant Public Authorities

In the Czech Republic:

- Ministry of Justice
- Other appropriate body under Czech or EU law

In Germany:

- The European Anti-Fraud Office (OLAF)
- The European Aviation Safety Agency (EASA)
- The European Maritime Safety Agency (EMSA)

- The European Medicines Agency (EMA)
- The European Securities and Markets Authority (ESMA)
- The External Reporting Office (externe Meldestelle) established at the Federal Department of Justice (Bundesamt für Justiz)
- The Federal Cartel Office (Bundeskartellamt), for Reports concerning the area of cartel and competition law
- The Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) for Reports concerning specific infringements in the financial services sector
- Other appropriate body under German or EU law

In the United Kingdom

- Commissioners for HM Revenue and Customs
- Competition and Markets Authority
- National Crime Agency
- The Director of the Serious Fraud Office
- The Environment Agency
- The Health & Safety Executive
- The Information Commissioner
- The Secretary of State for Business and Trade
- Other appropriate body under the laws of the United Kingdom

In the United States:

- Department of Justice
- Environmental Protection Authority
- Federal Bureau of Investigation
- Federal Trade Commission
- Internal Revenue Service
- Occupational Safety and Health Administration
- Other appropriate body under US State or Federal law

In Ireland:

- Commission of the Competition and Consumer Protection Commission
- Office of the Director of Corporate Enforcement
- Office of the Revenue Commissioners
- The Data Protection Commission
- The Health and Safety Authority
- Other appropriate body under Irish or EU law

In Spain:

- Agencia Española de Protección de Datos (Spanish Data Protection Agency)
- Agencia Estatal de Administración Tributaria, AEAT (Spanish Tax Administration Agency)
- Comisión Nacional de los Mercados y la Competencia (Spanish National Markets and Competition Commission (CNMC))
- Labour and Social Security Inspectorate
- Oficina Nacional de Lucha contra el Fraude) (National Anti-fraud Office) (ONLF)
- Other appropriate body under Spanish or EU law

More information can be obtained on these external reporting channels on the relevant authorities' websites.