

discoverIE Group plc

French Whistleblowing Policy

1. ABOUT THIS POLICY

- 1.1 discoverIE Group plc (the “**Company**”) and its subsidiaries are committed to conducting their business with honesty and integrity, and we expect all Group Employees and Workers (as defined below) to maintain high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring and to address them when they do occur.
- 1.2 The purpose of this policy is to provide a procedure for reporting, investigating and addressing any wrongdoing in the workplace and affecting work activities. An extract from the legislation detailing the concerns that can be raised under this policy is set out at 2.1 below.
- 1.3 The aims of this policy are:
 - (a) To encourage Group Employees and Workers to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.
 - (b) To provide Group Employees and Workers with guidance on how to raise their concerns.
 - (c) To reassure Group Employees and Workers that they can raise genuine concerns, which are in the public interest, without fear of reprisals, even if they turn out to be mistaken, provided that their belief is reasonable and there is no malicious intent in the disclosure.
- 1.4 For the purposes of this policy, the term “Group Employees and Workers” means all members of personnel, as well as external and casual workers (e.g., consultants, contractors, interns and temporary workers).
- 1.5 This policy does not form part of any Group Employee’s or Worker’s contract of employment or engagement and the Company may amend it at any time in accordance with French law.

2. WHAT IS WHISTLEBLOWING?

- 2.1 Whistleblowing is the optional and voluntary disclosure of information which relates to suspected wrongdoing or dangers at work. This policy is intended to cover concerns which are raised in the public interest and may, at least initially, be investigated separately, but might then lead to the invocation of other policies, e.g. disciplinary. These concerns may include:
 - (a) A crime or misdemeanour;
 - (b) A serious and clear violation of an international commitment duly executed or approved by France;
 - (c) A serious and clear violation of a unilateral act of an international organization made on the basis of an international commitment duly executed;
 - (d) A serious and clear violation of the law or regulations;
 - (e) A threat or a serious harm for the public interest;

- (f) A behaviour or situation violating the in-house code of conduct, concerning bribery and trading in influence.
- 2.2 Concerns related to facts covered by the national defence secret, the medical secret or attorney/client relations are strictly excluded.
- 2.3 A whistleblower is a person who raises a genuine concern of which he/she has personal knowledge and which is, in the Group Employee's or Worker's reasonable belief, in the public interest, relating to any of the above. Any Group Employee or Worker who has genuine concerns relating to the suspected wrongdoing or danger affecting any of the Group's activities should report it in accordance with French law (see 8. below) and this policy. This policy is voluntary in nature. You are encouraged to raise concerns but you will not be penalised for not raising a concern.
- 2.4 Concerns raised will usually relate to the conduct of the Company or our employees, but they may sometimes relate to the actions of a third party, such as a customer or contractor. If so, we encourage you to raise any concerns you may have about a third party internally in accordance with the procedure set out in this policy.
- 2.5 This policy should not be used for complaints relating to a Group Employee's or Worker's personal circumstances, such as the way they are treated at work. In those cases, the Group Employee or Worker can refer to employee representatives and/or use the Grievance Procedures or Anti-Harassment and Bullying policy as appropriate.

3. RAISING A WHISTLEBLOWING CONCERN

- 3.1 We hope that in many cases you will be able to raise any concerns about wrongdoing and malpractice (including any supporting facts, information or, if any, supporting documents) with your line manager (whether immediate line manager or not) or employer. Your concern should be raised by email and should (i) describe the alleged facts objectively and (ii) provide supporting information or documents of these facts, if any, or (iii) set out the elements allowing an exchange of views with the recipient. You should only provide facts, information or documents strictly limited to the scope of this policy, connected with the concern raised and necessary to verify the facts alleged. Irrelevant facts and information will not be taken into account for reviewing the eligibility of the case. You must include the word "Whistleblowing" in the subject heading of your email so that the recipient knows that you are raising a concern under this policy. Your line manager and employer may be able to agree a way of resolving your concern quickly and effectively. Where appropriate, they will refer the matter to the Designated Officers (as defined below).
- 3.2 If you consider it more appropriate or easier to raise your concern (including any supporting facts, information or, if any, supporting documents) in the first instance, via the Group's confidential reporting line, Safecall, you may do so. Safecall provide an independent confidential reporting line where you can raise your concerns and be assured they will be fully addressed. Reports are handled by skilled staff and will be treated in complete confidence. All matters reported in this way will be referred to the Designated Officers. Safecall will not disclose your name to the Company if you wish to remain anonymous but please refer to section 4.6 below on anonymous reporting.

You can contact Safecall at any time on the Freephone number: 00800 72332255.

The Safecall line is available 24/7 365 days. Alternatively, Safecall can be contacted via the web www.safecall.co.uk/report.

However, the Company remains the entity responsible for the implementation of the whistleblowing policy.

- 3.3 If you consider it more appropriate to raise your concern (including any supporting facts, information or, if any, supporting documents) with the Designated Officers directly, you may do so via the email address below (as explained in 3.1 above). You must include the word “Whistleblowing” in the subject heading of your email so that the Designated Officers know that you are raising a concern under this policy.
- 3.4 The following persons are the Designated Officers under this policy and they are subject to a specific confidentiality obligation. They have direct access to the Chairman of discoverIE Group plc:

Greg Davidson	Group Company Secretary	Email: whistleblowing@discoverIEplc.com
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Only the Designated Officers have access to the email address specified above. If the Designated Officers change at any time, you will be notified of this.

- 3.5 If you are uncertain whether something is within the scope of this policy, you should feel free to seek advice from the Designated Officers.

4. CONFIDENTIALITY

- 4.1 We hope that Group Employees and Workers will feel able to voice whistleblowing concerns openly under this policy. All information provided by you, including your identity and personal data, will be treated on a strictly confidential basis. In order to protect this confidentiality, individuals taking part in the eligibility review or processing the concern raised, whether part of the Company and its subsidiaries or not, will (i) be limited in number, (ii) receive specific training and (iii) be subject to strict confidentiality obligations. These individuals receive all or part of the relevant data and information only if they need it to conduct a proper analysis of the case, within the remit of their respective and specific duties.
- 4.2 Confidentiality relies also on data security (authentication measures to access the information processed).
- 4.3 Your identity will be treated confidentially by the Designated Officer and by the persons specifically in charge of reviewing concerns raised by Group Employees or Workers to assess the eligibility of the concern or to further investigate it. Outside these persons, your identity may only be revealed where necessary with your approval (e.g., need to involve human resources to take appropriate measures, need to organize meetings between you and the specific services concerned or external investigation advisors). Your identity may however be revealed to the legal authorities.
- 4.4 The identity of the individuals concerned by the disclosure can be revealed only once the facts disclosed are established. Their identity may however be revealed in any case to the legal authorities.
- 4.5 You must treat your disclosure confidentially as well as the information you receive in relation to the possible investigations and make sure to store the relevant information and documents in a safe place.

- 4.6 We do not encourage staff to make disclosures anonymously. Proper investigation may be more difficult or impossible if we cannot obtain further information from you. However, if you do wish to make an anonymous report, we would recommend doing so via the external reporting line (details of which are set out in paragraph 3.2 above).
- 4.7 Anonymous reports will only be admissible if the seriousness of the facts is duly established with sufficient supporting details, but subject to preliminary examination by the Designated Officer, who will decide independently if the concern raised must be treated under this policy.

5. INVESTIGATION AND OUTCOME

- 5.1 Once you have raised a concern, the Designated Officers will confirm receipt of your concern by email within a week.
- 5.2 The Designated Officers will then arrange a meeting or a telephone call with you to discuss your concern as soon as possible. Following this meeting or telephone call, a written summary of your concern will be provided to you to ensure it has been accurately recorded. We will also aim to give you an indication of how we propose to deal with the matter and a proposed timeline.
- 5.3 The person who is the subject of the disclosure will be informed of the concern raised as soon as data concerning him/her is recorded. The individual will be informed of their right to access, rectify and to oppose the data processing pursuant to French law. The person who is the subject of the disclosure cannot however access the information related to the identity of the whistleblower. Information on the disclosure will be shared by email and will include (i) the identity of the entity responsible for the whistleblowing policy, (ii) the facts, (iii) the department which received the concern and (iv) the conditions for accessing and modifying the personal data processed. This email will be followed by a meeting or a telephone call and a copy of the policy will be delivered to this person, if not already provided. Should provisional measures be necessary, in particular to prevent the destruction of evidence, the person concerned will only be informed once these provisional measures have been implemented.
- 5.4 An initial assessment will be carried out by the Designated Officers and, where necessary, with the support of any individual in charge of reviewing concerns raised by Group Employees or Workers to determine their eligibility under the policy. You may be required to attend additional meetings or calls in order to provide further information. We will inform you of the outcome of our eligibility assessment by email and will provide you with further explanations in a meeting or by telephone. In the event that a concern is eligible for consideration under this policy, an investigation process shall be implemented where necessary (see 5.5 below). In the event that confirmed concern is not eligible for consideration under this policy, the information collected will be destroyed as explained in 7.4 below.
- 5.5 Once the eligibility of a concern has been confirmed, a proper investigation shall be implemented where necessary and you may be required to attend additional meetings or calls in order to provide further information.
- 5.6 In some cases, we may need to appoint an investigator or team of investigators with relevant experience of the subject matter (e.g. accounting, IT investigations). Your identity shall remain confidential and the investigation will be carried out in strict confidence. The investigator(s)

may make recommendations for change to enable us to minimise the risk of future wrongdoing.

- 5.7 We will aim to keep you informed of the progress of the investigation and its likely timescale. The Designated Officers will arrange a meeting or telephone call with you to let you know the outcome of the investigation. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation (e.g. in case of a criminal offence being investigated by the French authorities in parallel) or any disciplinary action taken as a result. In any case, you should treat any information about the investigation as confidential.
- 5.8 If we conclude that a whistleblower has made false allegations maliciously, or with a view to personal gain, the whistleblower will be subject to disciplinary action pursuant to French law. Any such abusive use of this procedure may expose you to legal proceedings, in addition to disciplinary sanctions.

6. FURTHER ACTIONS YOU MAY CONSIDER

- 6.1 While we cannot always guarantee the outcome you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this policy, you can help us achieve this.
- 6.2 If your concern has not been handled under this policy within a reasonable time by the Company, French law recognises your right to make disclosures to the legal authorities, the administrative authorities or to the professional orders.
- 6.3 If you have made disclosures to the French authorities or professional orders but do not receive a reply following a 3-month period, you are entitled to make a public disclosure.
- 6.4 In the case of an immediate and serious danger or a situation likely to have irreversible consequences, you do not need to have raised a report under this policy before making a direct disclosure to the French authorities or professional orders or before making a public disclosure.

7. PROTECTION AND SUPPORT FOR WHISTLEBLOWERS

- 7.1 It is understandable that whistleblowers are sometimes worried about possible repercussions. We aim to encourage openness and will support Group Employees and Workers who raise genuine concerns under this policy, even if they are mistaken. This policy is designed to offer protection to those Group Employees and Workers who disclose such concerns provided that the disclosure is made:

- (a) in the reasonable belief of the Group Employee or Worker that the disclosure shows malpractice or impropriety;
- (b) in circumstances where the Group Employee or Worker has personal knowledge of the facts disclosed;
- (c) with no view to personal gain; and
- (d) in accordance with this policy.

It is important to understand that, to the extent permitted by applicable law, no protection from internal disciplinary procedures is offered to those who choose not to use this procedure or who abuse this procedure.

- 7.2 Whistleblowers under this policy must not suffer any detrimental treatment as a result of raising a concern. Detrimental treatment includes (but is not limited to) dismissal, disciplinary actions, threats or other

unfavourable treatment connected with raising a concern. If you believe that you have suffered such treatment you should inform the Designated Officers. If the matter is not remedied or you are not happy with the way in which your concern has been handled, you should raise it formally with the Designated Officers.

- 7.3 You must not threaten or retaliate against whistleblowers in any way. If you are involved in such conduct, you may be subject to disciplinary action.
- 7.4 The elements that may identify you and the individuals concerned within the framework of a report:
- (a) Will be destroyed without delay if the concern is not eligible under this procedure or stored after anonymization;
 - (b) Will be destroyed or stored after anonymization when there is no case within two months of the end of the eligibility or investigation steps; and
 - (c) If any, will be kept until the end of any disciplinary and/or legal proceedings whether against the individual(s) concerned by the disclosure or the whistleblower(s) who raised the concern.
- 7.5 The destruction of data is performed by the person responsible for processing such data. The data will be stored using a distinct IT system with restricted access and such data will not be retained for any longer than is legally required.

8. THE LAW

- 8.1 This procedure is intended to complement any local legislation which protects Group Employees and Workers making disclosures about certain matters of concern.
- 8.2 Individuals who are identified through a concern raised under this policy are hereby informed of their right to access, modify and oppose the processing of their personal data if the information is inaccurate, incomplete, ambiguous or out of date, in accordance with French law. You can exercise your rights by contacting the Group Company Secretary via email: greg.davidson@discoverieplc.com or at the below address:
- discoverIE Group plc
2 Chancellor Court
Occam Road
Surrey Research Park
Guildford GU2 7AH
- 8.3 Should the Company need to transfer personal data outside the European Union (e.g. identities, duties, contact details, facts, information gathered, investigation reports, and consequences of the disclosure), it will strictly comply with Article 5 of the CNIL's resolution n°2017-191 to ensure sufficient protection of the personal data.
- 8.4 The Company will comply with French law and regulations, in particular with the Law n°2016-1691 dated December 9, 2016 relating to transparency, anti-bribery and modernization of the economy, the decree n°2017-564 dated April 19, 2017 relating to ethics alerts, the Law n°78-17 relating to the protection of personal data and the CNIL's resolution n°2017-191 relating to the authorization of automatic processing of personal data within the frame of ethics alerts (AU-004).

9. ENTRY INTO FORCE OF THE POLICY

- 9.1 The implementation of this policy is subject to prior information and consultation of staff representatives (if any), and to applicable filings with the labour inspection and the labour tribunal. The policy shall be notified to the CNIL in accordance with the frame of the authorization AU-004 mentioned above.
- 9.2 This policy will enter into force on January 1, 2018.
- 9.3 The policy will be available on the company premises and delivered to Group Employees and Workers through various means (e.g. Internet, email).

Approved by the Board of discoverIE Group plc

March 2019