



# **NextPharma Whistleblowing Policy**

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## 1. Overview

At NextPharma we are guided by our company values. These values are the foundation of how we conduct ourselves and interact with each other, our clients, employees, suppliers, shareholders and other stakeholders. The Company is committed to ensuring corporate compliance and promoting ethical corporate culture by observing the highest standards of fair dealing, honesty and integrity in our business activities.

## 2. Purpose

The policy has been put in place to ensure any concerns raised regarding any misconduct or improper state of affairs or circumstances in relation to the Company's business are dealt with effectively, securely, appropriately, and in accordance with local law.

The Company encourages the reporting of any instances of suspected unethical, illegal, corrupt, fraudulent or undesirable conduct involving the Company's business and provides protections and measures to individuals who make a disclosure in relation to such conduct without fear of victimisation or reprisal.

This policy will be provided to all employees and officers of the Company upon commencement of their employment or engagement.

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## 3. Scope

This policy applies to any person who is, or has been, any of the following with respect to the Company:

- Employee;
- Officer;
- Director;
- Contractor (including sub-contractors and employees of contractors); Supplier (including employees of suppliers);
- Consultant; Auditor; Associate

This policy is intended to apply to the above persons in all countries in which the Company operates a business.

## 4. Reportable Conduct

You may make a report or disclosure under this policy if you have reasonable grounds to believe that a Company director, officer, employee, contractor, supplier, consultant or other person who has business dealings with the Company has engaged in conduct, provided the individual raises the concern in good faith and in accordance to the policy (Reportable Conduct) which is:

- Dishonest, fraudulent or corrupt;
- Illegal (such as theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage to property);
- Unethical including any breach of the Company's policies such as the Code of Conduct;
- Oppressive or grossly negligent;
- Potentially damaging to the Company, its employees or a third party;
- Misconduct or an improper state of affairs;
- A danger, or represents a danger to the public or financial system;
- Harassment, discrimination, victimisation or bullying.
- Any disclosures that do not fall within the definition of Reportable Conduct, will not qualify for protection under this policy. It will be at the Company's discretion whether it considers there is a reasonable suspicion that the Reportable Conduct is occurring and/or whether the conduct constitutes "misconduct or improper state of affairs" under this policy.

For the avoidance of doubt, Reportable Conduct does not include personal work-related grievances. A personal work-related grievance is a grievance about any matter in relation to a staff member's current or former employment, having implications (or tending to have implications) for that person personally and that do not have broader implications for the Company. Examples of personal work-related grievances are as follows:

- An interpersonal conflict between the staff member and another employee;
- A decision relating to the engagement, transfer or promotion of the staff member;
- A decision relating to the terms and conditions of engagement of the staff member;
- A decision to suspend or terminate the engagement of the staff member, or otherwise to discipline the staff member.

Personal work-related grievances should be reported to your manager or in accordance with the Company's Grievance Policy.

## 5. Raising a Concern

The Company relies on its employees maintaining a culture of honest and ethical behaviour. Accordingly, if you become aware of any Reportable Conduct, it is expected that you will raise a concern under this policy. Provided the individual raises a concern in good faith it does not matter if they are mistaken. If they raise a concern in accordance with the whistleblowing policy, they will not be at risk of losing their job or suffering any form of reprisal as a result.

There are several ways in which you may report or disclose any issue or behaviour which you consider to be Reportable Conduct.

### **Internal Reporting**

You may disclose any Reportable Conduct to the Whistleblower Helpline Convercent via phone, online or with the help of the HR colleagues at your relevant site.

You are also encouraged to contact the above Whistleblower Helpline to obtain any additional information you may require before making a disclosure or for any clarification regarding this policy.

The Whistleblower Helpline will safeguard your interests and will ensure the integrity of the reporting mechanism.

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### **Anonymity**

When making a disclosure, you may do so anonymously. With the Whistleblower Helpline our Legal & Compliance Team is able to get in contact with you – even if you make a disclosure anonymously. This helps the Company to investigate and get more information on the case.

## 6. Investigation

The Company will investigate all matters reported under this policy as soon as practicable after the matter has been reported. The Legal & Compliance Team will investigate the matter and where necessary, appoint an external investigator to assist in conducting the investigation. All investigations will be conducted in a fair, independent and timely manner and all reasonable efforts will be made to preserve confidentiality during the investigation.

If the report is not anonymous, the Legal & Compliance Team will contact you, by your preferred method of communication, to discuss the investigation process and any other

matters that are relevant to the investigation.

Where you have chosen to remain anonymous or you have asked to stay anonymous the Legal & Compliance Team will conduct the investigation based on the information provided to it.

Where possible, the Legal & Compliance Team will provide you with feedback on the progress and expected timeframes of the investigation. The person against whom any allegations have been made will also be informed of the concerns and will be provided with an opportunity to respond (unless there are any restrictions or other reasonable bases for not doing so).

To the extent permitted by law, the Legal & Compliance Team may inform you and/or a person against whom allegations have been made of the findings. The Company will document the findings in a report, however any report will remain the property of the Company and will only be shared with you or any person against whom the allegations have been made if the Company deems it appropriate.

## **7. Protection of Whistleblowers**

Victimising or harassing anyone who has raised a concern in good faith and in accordance with the policy will not be tolerated.

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If at any stage you experience harassment or victimisation for raising a genuine concern please contact a more Senior Manager as soon as possible. However, whilst this would be rare, it is important to point out that raising a knowingly false or malicious concern would be a very serious misuse of our whistleblowing arrangement.

### **Protection from Legal Action**

You will not be subject to any civil, criminal or administrative legal action (including disciplinary action) for making a disclosure under this policy or participating in any investigation.

Any information you provide will not be admissible in any criminal or civil proceedings other than for proceedings in respect of the falsity of the information.

### **Protection against Detrimental Conduct**

The Company (or any person engaged by the Company) will not engage in 'Detrimental Conduct' against you if you have made a disclosure under this policy.

Detrimental Conduct includes actual or threatened conduct such as the following (without limitation):

- Termination of employment;
- Injury to employment including demotion, disciplinary action;
- Alternation of position or duties;
- Discrimination;
- Harassment, bullying or intimidation;
- Victimisation;
- Harm or injury including psychological harm;
- Damage to a person's property;
- Damage to a person's reputation;
- Damage to a person's business or financial position; or
- Any other damage to a person.

The Company also strictly prohibits all forms of Detrimental Conduct against any person who is involved in an investigation of a matter disclosed under the policy in response to their involvement in that investigation.

The Company will take all reasonable steps to protect you from Detrimental Conduct and will take necessary action where such conduct is identified. If appropriate, the Company may allow you to perform your duties from another location or reassign you to another role (at the same level) or make other modifications to your workplace or your duties to protect you from the risk of detriment.

### **Protection of Confidentiality**

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All information received from you will be treated confidentially and sensitively. You will not be required to provide your name when making a disclosure. If you report on an anonymous basis, you will still qualify for the protections in this policy. If you make a disclosure under this policy, your identity (or any information which would likely to identify you) will only be shared if:

- You give your consent to share that information; or
- The disclosure is allowed or required by law (for example where the concern is raised with a lawyer for the purposes of obtaining legal advice)
- We believe your safety or that of another person is at risk; or
- Where you raise a very serious issue and we cannot take it further without revealing your identity. In such cases we will discuss with you and seek to agree how the matter should best proceed.

Where it is necessary to disclose information for the effective investigation of the matter, and this is likely to lead to your identification, all reasonable steps will be taken to reduce the risk that you will be identified. For example, all personal information or reference to you witnessing an event will be redacted from any report, you will be referred to in a genderneutral context, where possible you will be contacted to help identify certain aspects of your disclosure that could inadvertently identify you. Any disclosure under this policy will also be handled and investigated by qualified staff.

The Company will also take the following measures for protecting your identity:

- All paper and electronic documents and other materials relating to disclosures will be stored securely;
- Access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- Only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of your identity (subject to your consent) or information that is likely to lead to your identification;
- Communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff; and
- Each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorized disclosure of your identity may be a criminal offence.

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If you are concerned that your identity has been disclosed in relation to a disclosure, and without your consent, you should inform the Data Protection Officer.

## **8. Support available**

Where appropriate, the Company may also appoint an independent support person from the Human Resources team to deal with any ongoing concerns you may have.

## **9. Other matters**

Any breach of this policy will be taken seriously and may result in disciplinary action, up to and including termination of employment.

In so far as this policy imposes any obligations on the Company, those obligations are not contractual and do not give rise to any contractual rights. To the extent that this policy describes benefits and entitlements for employees, they are discretionary in nature and are also not intended to be contractual. The terms and conditions of

employment that are intended to be contractual are set out in an employee's written employment contract.

The Company may unilaterally introduce, vary, remove or replace this policy at any time. Employees are encouraged to read this policy in conjunction with other relevant Company policies, including:

- Code of Conduct
- Grievance Policy



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