

POLICY Whistleblowing



Document File Name

LEG-003 Whistleblowing Policy V3 190110



Date Approved by Owner/Revisions made

January 2019, V3

Subject to change. This policy should be reviewed annually but may be amended or replaced at any time.



Owner

Department: Legal

Position: General Counsel



Applies to

Unless otherwise indicated, this policy applies to all staff, officers, directors, consultants, contractors, part or fixed-term employees, casual and agency staff and volunteers (collectively referred to as “staff” in this document. They do not form part of the terms of your contract.



Jurisdictional Coverage

All

Mandatory

Breaches of this policy may result in disciplinary action, up to and including dismissal.

1. POLICY STATEMENT

- 1.1. The Company is committed to conducting the business of the Company and its subsidiaries (together, the Group) with honesty and integrity. All members of staff are expected to maintain high standards in accordance with applicable laws and regulations and the Group Code of Conduct. 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 or to address them when they do occur.
- 1.2. The aims of this Policy are:
 - (a) To encourage staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated confidentially, as appropriate, and that anonymity, if requested, will be respected.
 - (b) To provide staff with guidance as to how to raise those concerns.
 - (c) To reassure staff that they should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken.
- 1.3. It is each employee's responsibility to understand and follow the laws and regulations that apply to the Group's business and to consult with the Whistleblowing Officer or the General Counsel if any uncertainty arises as to how they apply, or any other question about laws or regulations arises. Failure to follow this Policy may result in disciplinary action. This Policy does not form part of any employee's contract of employment and it may be amended at any time.

2. WHO IS COVERED BY THIS POLICY?

- 2.1. This Policy applies to all individuals working at all levels within the Group, including Genel directors, officers, employees, contract employees, and agents ("Associates").

3. WHAT IS WHISTLEBLOWING?

- 3.1. Whistleblowing is the disclosure of information that relates to suspected wrongdoing or dangers at work. This may include:
- 3.2. criminal activity;
- 3.3. miscarriages of justice;
- 3.4. danger to health and safety;
- 3.5. damage to the environment;
- 3.6. failure to comply with any legal or professional obligation or regulatory requirements;
- 3.7. modern slavery or human trafficking;
- 3.8. bribery;
 - (a) financial fraud or mismanagement;
 - (b) negligence;
 - (c) breach of our internal policies and procedures (including the Group's Code of Conduct);
 - (d) conduct likely to damage the Group's reputation;
 - (e) unauthorised disclosure of confidential information;

Whistleblowing Policy

- (f) any conduct that may have a detrimental effect on the well-being of staff or us; and
 - (g) the deliberate concealment of any of the above matters.
- 3.9. A whistleblower is a person who raises a genuine concern in good faith relating to any of the above. If you have any genuine concerns related to reasonably suspected wrongdoing or danger affecting any of our activities (a whistleblowing concern) you should report it under this Policy.
- 3.10. This Policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work.
- 3.11. If you are uncertain whether something is within the scope of this Policy you should seek advice from the Whistleblowing Officer or the General Counsel whose contact details are at the end of this Policy.

4. RAISING A WHISTLEBLOWING CONCERN

- 4.1. We hope that staff will feel able to voice whistleblowing concerns openly, and in many cases you will be able to raise any concerns with your line manager. You may tell them in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively. In some cases they may refer the matter to the Whistleblowing Officer.
- 4.2. However, where the matter is more serious, or you feel that your line manager has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact one of the following:
- (a) The Whistleblowing Officer, Stephen Mitchell.
 - (b) Our whistleblowing hotline which includes multiple channels for reporting and can be anonymous if desired:
 - (i) Secure website
 - (ii) Telephone (via interactive voicemail or a call handler)
 - (iii) Post
 - (iv) Email
 - (v) Fax

Contact details are set out at the end of this Policy.

- 4.3. Pursuant to the Anti-Bribery Policy any Associate who learns of possible bribery involving Genel must report his or her concerns immediately.
- 4.4. Regardless of what channel you use to report a concern, a written summary and case will be created and tracked until it is resolved and closed. If you utilize the anonymous features of the whistleblowing hotline, the call handler may request additional information and will be able to communicate with you regarding the status of the report. If you choose not to remain anonymous, a meeting will be arranged by the relevant person within the Company responsible for handling the matter with you as soon as possible to discuss your concern.

5. EXTERNAL DISCLOSURES

- 5.1. The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases, you should not find it necessary to alert anyone externally.
- 5.2. Whistleblowing concerns are more likely to relate to the conduct of our staff, but they may sometimes relate to the actions of a third party, such as a customer, supplier, joint venture partner or service provider. We strongly encourage you to report such concerns internally before raising them in good faith with any third party. You should utilize one of the channels for reporting set out in paragraph 4 for guidance.

6. INVESTIGATION AND OUTCOME

- 6.1. Once you have raised a concern, we will carry out an initial assessment to determine the scope of any investigation (if any) and determine who will be the relevant Company personal responsible for the investigation. The General Counsel will be responsible for review and investigation of allegations of potential violations of law. If appropriate, we will inform you of the outcome of our assessment. You may be required to attend additional meetings in order to provide further information.
- 6.2. In some cases we may appoint an internal or external investigator or team of investigators including staff with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable us to minimise the risk of future wrongdoing.
- 6.3. We will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality and legal considerations may prevent us giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.
- 6.4. It is a very serious matter to raise a concern which is known to be false and if we conclude that a whistleblower has made false allegations maliciously, in bad faith or with a view to personal gain, we may conclude that such action amounts to gross misconduct and the whistleblower may be subject to disciplinary action up to and including dismissal.

7. IF YOU ARE NOT SATISFIED

- 7.1. 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 to achieve this.
- 7.2. If you are not happy with the way in which your concern has been handled, you may contact the chairman of the Audit Committee, whose contact details are set out at the end of this Policy.

8. PROTECTION AND SUPPORT FOR WHISTLEBLOWERS

- 8.1. It is understandable that whistleblowers are sometimes worried about possible repercussions. We encourage openness and will support staff who raise genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- 8.2. If you have made a protected disclosure under this Policy, you will not be subject to any detrimental treatment by your employer as a result of raising a concern in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Whistleblowing Officer immediately.

Whistleblowing Policy

8.3. Staff must not threaten or retaliate against whistleblowers in any way. Victimising or deterring a member of staff from raising a matter of concern will be regarded as misconduct and may lead to disciplinary action.

9. RESPONSIBILITY FOR THE SUCCESS OF THIS POLICY

9.1. The Board of directors has overall responsibility for this Policy and for reviewing the effectiveness of actions taken in response to concerns raised under this Policy.

9.2. The Whistleblowing Officer has day-to-day operational responsibility for this Policy and should ensure that all managers and other staff who may deal with concerns or investigations under this Policy receive regular and appropriate training.

9.3. The Whistleblowing Officer, in conjunction with the Board of Directors, should review this Policy from a legal and operational perspective at least once a year.

9.4. All staff are responsible for the success of this Policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Staff are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board of Directors.

9.5. Training on this Policy may be provided, as appropriate, at each new employee's induction training and through periodic training for all employees. This Policy will be available on the Group's intranet.

10. CONTACTS

Whistleblowing Officer	Stephen Mitchell +44 20 7659 5116 stephen.mitchell@genelenergy.com
Whistleblowing Confidential Telephone Hotline	
Turkey Kurdistan Malta Morocco Somaliland	International Call Collect Number (call charges are reversed so that they are payable by the Company) 00 8000 738 3773
United Kingdom	0808 123 4567
Website	www.intouchfeedback.com/genel
General Counsel	Stephen Mitchell +44 20 7659 5116 stephen.mitchell@genelenergy.com
Chairman of the Audit Committee	George Rose +44 20 7659 5100 george.rose@genelenergy.com