

Whistleblowing Policy

Introduction

ProCook is committed to the highest standards of openness, probity and accountability; and to safeguarding its assets. ProCook expects its staff and representatives to behave honestly and with integrity at all times in line with the Employee Handbook and actively encourages all its staff and other stakeholders to report if they think something is wrong.

The aim of this Policy is to encourage employees or other stakeholders who have any concerns about wrongdoing to raise their concerns at the lowest appropriate level and with their line management unless this is clearly inappropriate given the particular circumstances. It is also to encourage and enable employees or others to raise or report serious concerns within ProCook rather than ignoring a problem or blowing the whistle outside of the company.

ProCook is committed to:

- Seriously considering any concerns you raise with us
- Making sure that you are not penalised unfairly for raising your concerns, even if they turn out to be mistaken
- Where necessary, providing you with appropriate support and protection (including, for example, consideration of a move to a different work area, where necessary).

Reports made under the policy must be made in good faith. If a false complaint or one made in bad faith (e.g. out of spite or for personal gain) is submitted, action will normally be taken against the individual under ProCook's Disciplinary Policy.

What is whistleblowing?

Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work.

A whistle blower is a person who raises a genuine concern relating to any of the points noted in the next section. Any person with a genuine concern related to suspected wrongdoing or danger affecting any of our activities (a whistleblowing concern) should report it under this policy.

ProCook has a separate policy on Personal Harassment and a grievance procedure for HR related matters.

What should be reported?

Any serious concern that you have about our products or services, including actual or suspected wrongdoing.

The following list provides an indication of the types of issues that could be reported but it is not exhaustive:

- Financial malpractice, theft or fraud
- Actual or likely commission of a criminal offence
- Failure or likely failure to comply with a legal obligation
- Miscarriage of justice
- Danger to the health and safety of an individual
- Bribery or corruption
- Competition law infringement
- Financial fraud or mismanagement
- Any attempt to conceal any of the above.

How reports can be made

It is hoped that most problems or concerns will be dealt with as they arise, as part of the normal management process such as reporting the concern to their line manager, HR, Head of department or Store Manager.

It should be noted that the purpose of making a formal confidential or whistleblowing report is to try to achieve resolution when other processes are not possible.

A whistleblowing report can be made by email to our confidential inbox via speakup@procook.co.uk or by phone to the Company Secretary.

We will need you to provide details of your concern, such as date of incident or issue, what it was with a full description, where did it happen, how did it happen, who was involved and if possible, how it may be resolved etc so that it can be investigated.

It is preferable if the staff member reporting their concern provides their name and contact details, as this assists with the investigation.

ProCook appreciates that employees might want to raise their concerns confidentially, so that their identity is not revealed, particularly if there is a fear of reprisal. In those circumstances, we will make every effort to keep their identity confidential.

If it is necessary to disclose the identity of the employee, this will be discussed with them in advance.

However, an employee may wish to report their concerns anonymously. Anonymous reports can make proper investigation more difficult or even impossible if we are unable to obtain further information from the individual raising the concerns.

The email inbox and phone messages will be monitored by the Company Secretary and the People Director with oversight by the Chair of the Audit & Risk Committee.

Your message will be acknowledged within 48 hours and all matters will be assessed and appropriate action taken including investigation where required.

Where possible feedback will be provided to you.

Why we need this policy

ProCook is committed to the highest standards of openness and accountability. We welcome all feedback and the opportunity to improve both what we do and how we do it.

This policy is required to:

- Ensure that ProCook acts with the highest levels of integrity and probity
- Promote open channels of communication
- Enable concerns about poor practice, criminal activity, failures to comply with statutory obligations, miscarriages of justice, endangerment to health and safety, damage to the environment or covering up wrongdoing in any of the preceding categories to be reported, investigated and resolved through implementing additional controls to prevent reoccurrence.
- Provide protection to all who allege wrongdoing

- Ensure that the provisions of Public Interest Disclosure Action 1998 (PIDA) are enacted in the broadest possible way

Who is affected by this policy?

Directors, staff, supply partners and any other agent or supplier working for or on behalf of ProCook.

Responsibilities under this policy

Board members:

- Must ensure that ProCook is compliant with UK law and regulation
- Set the tone and influence the culture of ProCook
- Must enable management to implement appropriate procedures to receive and investigate allegations of malpractice
- Must assure themselves of the adequacy of this policy via regular review and at least annual consideration by the Board of its effectiveness in practice, through a review of the whistleblowing activity report which will summarise the monitoring activity.

Executive Management Team:

- Must ensure that all staff, including temporary staff, consultants and contractors are aware of this Policy and must ensure that the terms of this Policy are included in any contractual arrangements
- Must provide as many avenues as possible, both formal and informal, to enable individuals to come forward and “blow the whistle”
- Must protect anyone who blows the whistle internally or externally from any reprisal or victimisation provided that the allegation is made in good faith and in harmony with ProCook’s Whistleblowing procedures
- Must ensure that sufficient resources are available to enable all allegations are thoroughly and objectively investigated to a satisfactory conclusion.

Staff:

- Must remain aware of and compliant with this Policy and all associated procedures implemented by management to enable this Policy
- Should promptly report any actual or suspected issue whether formally or informally in accordance with this policy

Chair of Audit & Risk Committee:

- Ensures that this Policy and associated procedures are communicated and adhered to
- Maintains policies and procedures for responding to and investigating allegations of fraud or irregularity
- Depending on the nature of the report, undertakes or commissions investigations into reported irregularities.

The investigation

Once an employee has raised a concern under this policy, an investigator will be appointed by CFO. That investigator may need to hold a meeting with the employee to request further information about their concerns.

Where possible, the employee will be kept informed of the progress of the investigation. Sometimes the need for confidentiality may prevent us giving the employee specific details of the investigation or any disciplinary action taken as a result. Employees should treat any information about the investigation as confidential.

Outcome of the investigation

If the investigation finds that the employee's concerns are well founded, appropriate action will be taken. It may not be appropriate to keep the whistle blower informed of the final action.

If it is found that the matter requires external reporting it may be required that the whistle blower waives their confidentiality.

Non-compliance

ProCook

Failure to comply with this Policy may result in the ProCook breaching UK law, UK Corporate Governance regulations and contractual requirements; and may also expose the ProCook to unnecessary commercial or reputational risk.

Individual

The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace in good faith.

If it is found that an individual reported a matter maliciously or in bad faith the individual will be subject to disciplinary procedures.

In most cases an individual should not find it necessary to alert anyone externally, however, the law recognises that in some circumstances it may be appropriate for an individual to report concerns to an external body such as an external auditor.

It will very rarely if ever be appropriate for an individual to alert the media. 'Leaking' confidential information (e.g. to the press or other media) is never justified and is inconsistent with your role and your contractual duty of confidentiality. If you are found to have 'leaked' information you will not be protected by the PIDA legislation. You are also likely to face disciplinary action which could lead to your dismissal.

It is strongly encouraged that an individual seeks advice before reporting a concern to anyone external. The independent whistleblowing charity, Protect, operates a confidential helpline. Their contact details are at the end of this policy.

Review and revision

This Policy will be reviewed annually by the Board. Any revisions will be notified via internal communications.

Independent quality reviews will be undertaken by ProCook's internal auditors and, where necessary, this Policy will be updated or amended to incorporate feedback and/or operational changes.

Further reading

Legislation

- Fraud Act 2006
- Bribery Act 2010
- Public Interests Disclosure Act (PIDA) 1998

Guidance

- Protect - An independent Charity to support “Whistleblowers” who can provide confidential external support and advice. Protect - Speak up stop harm (protect-advice.org.uk) (tel: 020 3117 2520).

Approved by: Board of Directors

Date: 27 June 2023