



## Policy & Procedure

# WHISTLEBLOWING POLICY

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## WHISTLEBLOWING POLICY (THE “POLICY”)

### Introduction

Millennium & Cophorne Hotels plc (“M&C” or “the Company”) and its subsidiaries (the “M&C Group”) seek to conduct its business honestly and with integrity at all times. However, we acknowledge that all organisations face the risk of their activities going wrong from time to time, or of unknowingly harbouring malpractice. Employees are often the first to realise that there may be something seriously wrong but do not express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Company. They may also fear harassment or victimisation. In these circumstances, it may be easier to ignore the concern rather than report what may just be a suspicion of malpractice.

M&C is committed to the highest possible standards in accordance with the Company’s Code of Ethics and Business Conduct (“Code”) and it is the responsibility of all employees, officers and directors to report any wrongdoing that falls short of these fundamental principles. We recognise that certain cases will have to proceed on a confidential basis and this Policy makes it clear that employees can do something without fear of reprisals. This Policy is intended to encourage and enable employees, officers and directors to raise serious concerns rather than overlooking a problem.

This Policy sets out the procedure by which you, as a employee, officer or director of a company within the M&C Group, can report concerns about workplace practices.

### 1. Aims and scope of this Policy

1.1. This Policy aims to:

- provide avenues for you to raise concerns and receive feedback on any action taken;
- allow you to take the matter further if you do not feel that your concerns were taken seriously by your immediate supervisor; and
- reassure you that you will be protected from reprisals or victimisation for whistleblowing made in good faith. Reasonable consideration will be given to requests for redeployment made by employees having made a report in accordance with this Policy.

1.2. This Policy should not be used for complaints relating to your own personal employment circumstances, such as the way you have been treated at work. There are existing procedures in place to enable you to lodge a grievance relating to your own employment.

1.3. This Policy is intended to cover concerns about malpractice, criminal or unethical conduct within the organisation as outlined below that affects or could affect, for example employees, customers, contractors, members of the public or other stakeholders.

That concern may be about an action that:

- is unlawful (including criminal offences or breaches of civil laws and regulations); or
- fails to comply with any professional standard or obligation; or
- falls below established standards or practice (including the violation of M&C’s policies and procedures or guidelines); or
- is outside the scope of an individual’s authority resulting in an unauthorised transaction; or
- results in the unauthorised disclosure of confidential or proprietary information; or

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- could damage the Company's reputation; or
- amounts to improper conduct or behaviour.

In addition, the concealment of any of the above conduct would fall within this Policy.

- 1.4. In the context of M&C's business, particular concerns which may fall within the terms of this Policy include, for example, breach of our code of conduct, confidentiality, the provision of negligent advice, financial fraud, questionable accounting or auditing matters, harassment occurring to others and health & safety.
- 1.5. Some types of criminal or unethical conduct that may cause a legal obligation on the part of the employee, and therefore the Company, to make a report include:
- market abuse (insider trading);
  - money laundering;
  - theft;
  - fraud or mismanagement;
  - bribery & corruption; and
  - serious irregularities in financial reporting.
- 1.6. This Policy is applicable to all colleagues working at any level within the M&C Group either at a corporate office or hotel that is owned and/or operated by the M&C Group. Those hotels which are owned but not operated by the M&C Group (e.g. Grand Hyatt Taipei or Millenium Hilton New York) are not covered under this Policy. Similarly, franchised hotels which are self managed by the franchisees or third party management companies are also excluded.

## 2. Confidentiality and anonymous reports

### 2.1. Confidentiality

M&C will do its best to protect your identity when you raise a concern and do not want your name to be disclosed. It must be appreciated that the investigation process may reveal the source of the information and a statement by you may be required as part of the evidence.

### 2.2. Anonymous Reports

The Company strongly encourages you to put your name to your report. M&C is committed to protecting employees who make reports under this Policy, so there should be no reason to report anonymously. An anonymous report means the complainant has not revealed his or her identity to the Company. In this respect, a report without the provision of contact details such as an email or telephone number or without the complainant's identity will be deemed an anonymous report. Please be advised that investigation of a report may be hindered if contact cannot be made with the complainant to obtain clarification or further information.

In addition, the Company is obliged and committed to respect the rights of all of its employees, officers and directors, including those against whom complaints are made and the right of such persons, in due course, to know the identity of their accusers. The identity would, however, not be disclosed unless it is necessary for the purpose of an investigation and/or subsequent action, and the complainant's identity never would be disclosed without prior discussion with such person.

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### 3. How to raise a concern

3.1. As a first step, you should seek to raise the concerns with your line manager, your human resource representative or the General Manager of your hotel. This depends, however, on the seriousness and sensitivity of the issues involved and who is thought to be involved in the malpractice. For example, if you believe that management is involved, you should approach the Group's head of Internal Audit, who reports independently to the Audit & Risk Committee of M&C.

3.2. Concerns are better raised in writing. You are invited to set out the background and history of the concern, giving names, dates and places where possible, and the reason why you are particularly concerned about the situation. You can write to the following **email** address:

[Business.integrity@millenniumhotels.com](mailto:Business.integrity@millenniumhotels.com)

All emails to this address are monitored by the Group's head of Internal Audit.

3.3. If you do not feel comfortable putting your concern in writing or are not able to do so, you can dial the following hotline **[star]\*6000** at any of the **telephones** at our hotels and offices (if in the United Kingdom) and leave a voice message stating clearly your name, contact telephone number (including country and area codes if applicable), where you are from and a brief description of your concern.

Alternatively if it is not convenient for you to use the hotel or office telephone or you are located outside of the United Kingdom, you may call the hotline directly. The hotline is set up in the United Kingdom and the number to dial is **[IDD access code]+44 20 316 21 233**.

### 4. How M&C will respond

4.1. Whether any action will be taken, or the scope of any action, will depend on a number of factors, such as the information provided and the nature and severity of the concern and issue raised. In summary, the matters raised may:

- be investigated internally;
- be referred to the police or other law enforcement or regulatory authorities or relevant professionals or experts (e.g. forensic personnel);
- be referred to the Company's external auditor; and/or
- form the subject of an independent inquiry; or
- no action may be taken at all if none is deemed necessary.

4.2. In order to protect individuals and the Company, initial enquires will be made to decide whether an investigation is appropriate and, if so, what form it should take. Concerns or allegations which fall within the scope of specific procedures will normally be referred for consideration under those procedures.

4.3. Some concerns may be resolved by agreed action without the need for investigation.

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- 4.4. Within ten working days of a concern being received, M&C will write to you acknowledging that the concern has been received and, where appropriate, indicating how it proposes to deal with the matter.
- 4.5. The amount of contact between the officers considering the issues and you will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, further information will be sought from you.
- 4.6. If you make a report under this Policy in good faith, but it is not confirmed by subsequent investigation, no action will be taken against you. **If, however, you make allegations that are in bad faith, malicious, frivolous or simply to cause anger, irritation or distress, appropriate disciplinary action may be taken against you.**

**5. Protection and support for whistleblowers**

No member of staff who raises genuinely-held concerns in good faith under this procedure will be dismissed or subjected to any unwarranted disciplinary action or victimisation as a result of such action. Workers who victimise or retaliate against those who have raised concerns under this Policy will be subject to disciplinary action.

**6. Report escalation and investigation procedure**

- 6.1. The Company will endeavor to handle all whistleblowing reports in a consistent and transparent manner and ensure that reports from whistleblowers are professionally and independently addressed, assessed and investigated in accordance with this Policy. In order to do so, if a whistleblowing report has not been made to the head of Internal Audit as set out in Section 3 (How to raise a concern) above, then the recipient of such report shall immediately forward the report to the head of Internal Audit. **The recipient of any such report must maintain its confidentiality, and under no circumstances should the recipient of such report take any action or initiate an investigation on his or her own accord.** Any investigation should be initiated or directed only by the head of internal Audit in accordance with this Policy.
- 6.2. The head of Internal Audit shall maintain an ongoing log to record each report received, which log generally will include information such as the date and time of the report, the name of the complainant, details of the alleged infringing behavior and the mode of reporting.
- 6.3. Once the Company's head of Internal Audit has received a report, he or she will, to the extent appropriate, immediately discuss the incident with the Group Chief Executive Officer and the Chair of Audit & Risk Committee to agree the course of action to be taken.
- 6.4. Results and conclusions of any investigation shall be reported to and may be discussed with the full Audit & Risk Committee and, if necessary (giving due regard to confidentiality), other members of M&C's Board of Directors and management team.
- 6.5. Whistleblowing reports that relate to the head of Internal Audit should be reported to the Chairman of the Company's Audit & Risk Committee or to the Company Secretary.

**7. Maintenance and communication of this Policy**

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- 7.1. The Company Secretary is responsible for maintaining, reviewing and updating this Policy, subject to the review and endorsement of the Audit & Risk Committee of M&C, and for issuing an annual circular to all employees reminding them that the Policy is in place.
- 7.2. A copy of the Policy shall be kept on file in each department across the Group and the head of each department must ensure ready access to the Policy by employees when required.
- 7.3. In addition, the Policy shall be posted on employee notice boards and on the global (and each regional) intranet for transparency and ease of access by employees.
- 7.4. This Policy shall be included in the training material or orientation/induction packs for all new employees.

**Endorsed by the Audit & Risk Committee of the Board of Directors  
of Millennium & Copthorne Hotels plc on 27 October 2015**

**Last Updated: 27 October 2015**

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