

# Lookers PLC

## Whistleblowing Policy

Policy Owner	Chief Risk Officer	
Policy Approver	Lookers PLC Board	
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## 1 Who this policy applies to?

### 1.1 Internal

This Level 2 Risk Policy applies to all colleagues (defined as including all: permanent and temporary staff, contractors, secondees and non-executive directors), across Lookers PLC and its appointed representatives.

### 1.2 External

This policy and the underlying reporting process are also applicable to external parties associated with Lookers PLC, or employees thereof. As such Lookers will accept new Whistleblowing reports as well as information relating to existing reports from external parties including:

- Shareholders
- Persons working under the supervision and direction of contractors, subcontractors, and suppliers
- Third persons connected to a Whistleblower, e.g. Colleagues, Relatives Friends or other “facilitators” who are assisting the reporter in the context of their report.

## 2 Why is this policy in place?

This Policy forms part of the Lookers PLC Enterprise Risk Management Framework. Whistleblowing is a Level 2 Risk Policy, it underpins the Regulatory Risk Policy. Regulatory Risk is designated as a principal risk for Lookers PLC.

It is our aim to create and nurture a culture that is open and supportive with a healthy speak up culture. We are committed to the highest possible standards of openness and accountability and there may be occasions when you become aware of or suspect wrongdoing within our company.

As such, we encourage our people to raise any concerns about any suspected wrongdoing in relation to our company 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.

We are committed to ensuring that there are internal mechanisms in place to enable you to raise any concerns you may have. You can report your concerns without fear of victimisation or subsequent discrimination or disadvantage. Our Executive and Non-Executive Directors support this policy and actively encourage you to raise any concerns without fear of reprisals.

## 3 What is Whistleblowing?

Whistleblowing is the term used when you pass on information or concerns that you have relating to suspected wrongdoing in relation to our company and are in the public interest.

It provides employees with a process to report concerns of wrongdoing and provides protection under law against being treated unfairly for reporting wrongdoing.

## 4 How is this policy applied?

### 4.1 When to use Whistleblowing

You should use this Level 2 Risk Policy when you genuinely believe that our company or a colleague has taken, is intending, or has failed to take action, which you reasonably believe will lead or amount to:

- A criminal offence (such as fraud);
- Financial mismanagement (such as fraud, stealing assets or the improper use of assets);
- Failure to comply with any legal obligations;
- A miscarriage of justice;
- Danger to the health and safety of an individual be they an employee or a customer;
- Damage to the environment; and/or
- The deliberate concealment of information relating to the concerns listed above.

These areas are known as “relevant failures”, and making a report about one of these under this Whistleblowing Policy will mean that the report is considered a “qualifying disclosure”, therefore providing the Whistleblower with protection under relevant law:

- Public Interest Disclosure Act 1998 (PIDA) – In the UK
- Protected Disclosures Act 2014 – In Ireland

\*All reports made under this Policy must be in the public interest, and never to address issues relating to your employment or own individual circumstances. Matters of a personal nature should be reported via the HR grievance process.

### 4.2 Implications of Raising Concerns

We are committed to good practice and high standards and we want to be supportive of you. If you raise concerns relating to any of the areas of wrongdoing set out in section 4.1 in good faith, you are protected by Legislation and should be assured that no action will be taken against you.

If you are found to be victimising a colleague for raising concerns under this Level 2 Risk Policy or you deter a colleague from using this policy to raise genuine concerns, you may be subject to formal action via the Disciplinary policy, up to and including dismissal.

Most concerns raised by our people are genuine. However, in rare circumstances, concerns may be raised which are malicious, vexatious, raised for personal gain or where there were no reasonable grounds for believing that the information was accurate. If you are found to be raising concerns on this basis, you may be subject to formal disciplinary action, up to and including dismissal.

### 4.3 Confidentiality and Anonymity

Lookers would like to assure all Whistle-blowers that any reports made will be treated confidentially. The reporting process also allows for Whistleblowers to make reports anonymously if desired. It is therefore vital that you maintain confidentiality when raising your concerns and throughout the process of any investigation.

Proper investigation may be more difficult or impossible if we cannot obtain further information from you and it is more difficult to establish the credibility of any concerns raised. Identifying yourself when making the whistleblowing report is your discretion.

Lookers is committed to ensuring that no whistle-blowers are subjected to retaliation because of their decision to make a report. However, if you are concerned about possible reprisals should your identity be revealed by raising your concerns, you can speak directly to the Head of Compliance, or the Lookers Motor Group Chair.

#### 4.4 How to raise concerns

Concerns under this Level 2 Risk Policy should be raised in the first instance with your line manager. However, dependant on the seriousness and nature of the concern, this may be raised with the Head of Compliance, or Lookers Motor Group Chair.

1. You can raise your concerns in writing, giving the details of the background and history (including dates where possible) and stating the reason for your concern. You should send written concerns to the Head of Compliance, Compliance Department, Lookers plc, 3 Etchells Road, West Timperley, Altrincham, WA14 5XS or you can email [Whistleblowing@lookers.co.uk@looker.co.uk].
2. Alternatively, you can raise your concerns by leaving a message on the external 'Confidential Whistleblowing Hotline' which is open 24 hours a day, 7 days a week, 52 weeks of the year. The telephone number is: **0845 658 7169**.
3. You can also obtain confidential guidance on how to pursue matters from the Head of Compliance, or the Lookers Motor Group Board Chair, which can be facilitated by contacting The Chief Risk Officer.

#### 4.5 Investigating Whistleblowing Reports

To manage the investigation process effectively Lookers will:

1. Where the report being made is not anonymous we will acknowledge your concerns as soon as possible, at least within 7 days, after you have raised them with us.
2. In order to protect you and those accused under this policy, initial enquiries will be made to decide whether an investigation is appropriate and if so how it should progress. The overriding principles, which we will have in mind, are our customers, our people and the public's interest.
3. Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted.
4. Within a reasonable period of a concern being raised, and if possible within 14 days, the responsible person will write to you to:
  - Indicate how we will deal with the matter;
  - Give an estimate of how long it will take to provide a final response;
  - Advise whether any initial enquiries have been made;
  - Advise where you may obtain support;
  - Advise whether further investigation will take place and if not, why not.

5. If necessary, we may appoint a manager as an investigator, as appropriate, to investigate your concerns. The amount of contact between managers considering the issue and you will depend on the nature of the matter raised and the clarity of the information provided. We will not appoint a manager if they are part of the issue being raised or you felt you could not raise the issue with them.
6. Following the assessment, the issue may where appropriate be escalated to senior management and to the FCA/ CBI. This will include prompt reports to the FCA about each case Lookers contested but lost before an employment tribunal where the claimant successfully based all or part of their claim on either detriment suffered as a result of making a protected disclosure in breach of section 47B of the Employment Rights Act 1996 or being unfairly dismissed under section 103A of the Employment Rights Act 1996
7. All whistleblowing events and assessments will be recorded on the Whistleblowing register stored at Q:\Head Office Manchester\FCA Compliance. This file will be confidential with access only granted to the Head of Compliance and Financial Crime Manager.

Confidentiality may prevent us giving you specific details of the investigation outcome and/or any disciplinary action taken as a result, however we will advise you if this is the case. Details that can be fed back to the Whistleblower will be provided within 3 months of their initial report.

#### 4.6 Escalating your concerns

This Level 2 Risk Policy is intended to provide you with an avenue to raise your concerns and have them addressed. In most cases you should not find it necessary to alert anyone externally. However, if you are not satisfied with the outcome and consider it appropriate to take the matter outside the company, you can contact:

- The Lookers Motor Group Board Chair, who is an Independent Non- Executive Director, by contacting The Chief Risk Officer who will facilitate this.
- Protect (an independent whistleblowing charity) operates a confidential helpline: 0203 117 2520.

Remember that you have a duty of confidentiality to us. If you do take the matter outside of the company, care should be taken to ensure that there are no unnecessary disclosures of confidential and / or commercially sensitive or unrelated confidential information without the proper authorisation.

#### 4.7 Training

Lookers is committed to ensuring that all: Colleagues, Contractors, Secondees, Non-Executive undergo appropriate Whistleblowing related training (both on joining the firm and annually thereafter) to:

- Understand their obligations under this policy and the potential sanctions they may be subject to for non-compliance.
- Recognise potential instances of wrongdoing, understand how these should be handled and reported, and what information (if any) can be shared.
- Understand the importance of the Whistleblowing process and how to apply it effectively in order to raise genuine incidents of wrongdoing without fear of reprisal.

## 5 Roles & Responsibilities

The Lookers Risk Management Framework Policy outlines the three lines of defence model adopted across the business, with the following high-level split of Whistleblowing responsibilities:

### 1st line of Defence

- The Group HR Manager has day-to-day operational responsibility for this policy and must ensure that all managers and other staff who may deal with concerns or investigations under this policy receive regular and appropriate training.
- The manager in receipt of the complaint must report concerns raised to the Head of Compliance who will keep a record along with the outcome (not breaching confidentiality).
- Managers have a specific responsibility to ensure the fair application of this policy and all of our people are responsible for supporting colleagues and ensuring its success.
- Human Resources will ensure any settlement agreement with a colleague (defined as including all: permanent and temporary staff, contractors, secondees and non-executive directors) that makes clear that nothing in such an agreement prevents a worker from making a protected 'whistleblowing' disclosure.
- All colleagues must complete all designated Whistleblowing training.
- All colleagues must report concerns of wrongdoing via the Whistleblowing process.

### 2nd Line of Defence (Head of Compliance/Financial Crime Manager/Chief Risk Officer)

- The Head of Compliance has overall responsibility for the maintenance of this Level 2 Risk Policy.
- The Head of Compliance will provide a report at least annually to the Lookers Board on the operation and effectiveness of this Policy in relation to the oversight of whistleblowing.
- The Head of Compliance will manage the mailbox for any whistleblowing reports made via the 'Confidential Whistleblowing Hotline'.
- Provide SME support into any report that involves Whistleblowing related activity.
- The Financial Crime Manager is the nominated delegate in the absence of the Head of Compliance.
- A representative of the 2<sup>nd</sup> Line of Defence will provide a quarterly update on any Whistleblowing reports received to the Lookers Motor Group Chair.
- In addition should any new Whistleblowing Report be received, that is perceived to represent a potential significant risk to the business, a specific notification will be made to the Lookers Motor Group Chair as soon as is practically possible.

### 3rd Line of defence (Internal Audit)

- Responsible for conducting independent assurance work to validate that the controls operated by Lookers are adequate for the purposes of meeting this Policy.

### Lookers Motor Group Chair

- Responsible for being the independent nominated non-executive to oversee the implementation and effectiveness of this Policy. The Chair is also a member of the Lookers PLC Audit & Risk Committee and a non-executive Board member.

## 6 Key Accountabilities

Members of the Executive are accountable for ensuring that all aspects of Lookers business activities for which they are responsible are fully compliant with this Level 2 Risk Policy. Below outline specific accountabilities by job role and governance committees.

### Head of Compliance:

- Setting and maintaining a compliant Whistleblowing Policy, which is independent and effective

- Act as the recipient of all whistleblowing reports and provide oversight and support to the business in the investigation and reporting of the incident
- Provide timely escalation of whistleblowing reports to the Whistleblowing Champion for independent assessment and oversight

**Financial Crime Manager:**

- Delegate in the absence of the Head of Compliance

**Non-Executive Director/Chair of Board Risk Committee:**

- Act as the final point of adjudication in relation to either: a) interpretation of the policy, or b) the granting/refusal of any waivers/risk acceptances as proposed.
- Acting as Whistleblowing Champion, with sufficient independence and authority.
- Ensure that a nominated delegate is available to the business in their absence

## 7 Policy Governance

This Policy is owned by the Head of Compliance, on behalf of the Chief Risk officer. The following governance applies:

- This policy is considered in detail by the PLC Audit & Risk Committee and then recommended to the PLC Board for approval.
- It will be reviewed on at least an annual basis to ensure that they remain fit for purpose.
- The policy will be updated (and re-approved/adopted as above) on an ad-hoc basis in response to any material changes to UK Law and regulation or any material change to the Lookers Regulatory Risk Operating Model or Governance Framework, at the discretion of the Head of Compliance.

## 8 Breaches

Compliance with this policy is mandatory. Any actual or suspected breach of this policy must be reported to the Head of Compliance as soon as possible and in all cases within 2 business days of detection, and subsequently be logged by the Head of Compliance within 5 business days.

Failure to comply with all or specific parts of this policy may:

- Constitute a criminal offence punishable on conviction by either a fine, imprisonment or both.
- Form the basis for civil (enforcement) action against Colleagues (including both executive and non-executive management) potentially resulting in formal reprimands; fines and/or permanent or temporary disbarment from employment in Financial Services.
- Potentially constitutes gross misconduct under their contract of employment and may result in disciplinary action up to and including dismissal/termination of contract.

## 9 Record Keeping

All Whistleblowing records will be retained for a period of at least five years from the date of receipt.

## 10 Related Documents

The following documents should be read in conjunction with this policy:

- Regulatory Risk Policy