



## **DS Smith's "Speak Up!" policy**

**Version Control**

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## DS Smith's "Speak Up!" policy

DS Smith will build relationships based upon our core values – to be **Caring, Challenging, Trusted, Responsive** and **Tenacious** and will do so in a socially and environmentally responsible manner. All DS Smith employees and contingent workers (to the extent permitted by local law) are expected to conduct company business in a legal and ethical manner as detailed in our Code of Conduct.

For the purposes of this policy, 'contingent workers' is a collective term for all individuals who are providing services to the company that are not DS Smith employees.

Employees and contingent workers (to the extent permitted by local law), have a responsibility not only to be aware of the Code of Conduct but to bring to the attention of management any activity which is in violation of company policy or local law, or does not meet the high standards as set out in the Code of Conduct.

This "Speak Up!" document explains the policy and provides detailed information on the procedures for reporting breaches.

The policy has been implemented following consultation with works councils and other appropriate employee representative bodies.

In the first instance, you should report any problems or concerns to your line manager. If you are not comfortable doing this then there are three "Speak Up!" options available to you – you can make a report through a dedicated free phone line or a secure website (both maintained by Expolink, an independent third party). The phone and the website support the majority of languages spoken across DS Smith. Alternatively you can send an e-mail to the Group General Counsel and Company Secretary. We have recently updated the "Speak Up!" posters, which include details of the free phone number for your country and the website from Expolink, these should be displayed on noticeboards at all sites. All "Speak Up!" reports will be treated in the strictest confidence. Both the phone option and website are available 24-hours- a-day, seven days a week.

It is DS Smith's policy to build a climate where employees know that they will be supported if they report suspected breaches of our Code of Conduct to management.

Please read this document carefully. If you suspect that someone has violated the Code of Conduct, you are strongly advised to "Speak Up!" through the relevant channels. Where possible, you should try to provide evidence to support your suspicions.

I know I can rely on you to uphold our principles and values to ensure the future success of DS Smith.

Miles Roberts,

Group Chief Executive

## **DS Smith Workplace Malpractice Policy - "Speak Up!"**

DS Smith Plc and its subsidiaries ("DS Smith") are committed to the highest ethical standards in the way in which we engage with each other our customers, employees, contingent workers, shareholders, suppliers and other stakeholders. DS Smith's reputation is founded on our achievement of these high standards.

This policy is designed to provide a procedure to enable you to raise your concerns (to the extent permitted by local law and any applicable Collective Bargaining Agreements) should you have reasonable grounds to believe that an incident of work malpractice has occurred, is occurring, or is likely to occur within DS Smith. It applies to all employees, and contingent workers employed and engaged within DS Smith (to the extent permitted by local law).

We are committed to dealing responsibly, openly and professionally with any genuine concern employees and contingent workers may have about any practice, procedure or policy carried out by any officer or employee of DS Smith or its contractors, suppliers, agents or consultants, which may be a breach of rules, irregularity, malpractice, a danger to our employees or our customers, financial malpractice, breach of legal obligations or may damage the environment.

We encourage employees and those working with DS Smith in any other capacity to raise their concerns about any incidents of malpractice in the workplace at the earliest possible stage. Our approach to "Speak Up!" is to enable employees to raise their concerns internally or externally to disclose information they believe shows malpractice in the first instance.

This policy does not form part of any employee's contract of employment and DS Smith may amend it at any time, subject to any information/consultation obligations required by local law.

This policy is intended for complaints about malpractice and there is further guidance below about the types of matters that may constitute malpractice falling within the scope of this policy. It is not intended to replace local HR grievance policies or other complaints policies or procedures. If you are uncertain whether something is within the scope of this policy, you should seek advice from your line manager/HR manager.

### **Why should you "Speak Up!"?**

DS Smith employees and contingent workers (to the extent permitted by local law) are expected to act in accordance with the company values and business principles outlined in the Code of Conduct and supporting policies. This applies to corporate actions, such as when DS Smith tenders for a contract, as well as the individual actions of employees. Maintaining high standards means conducting business ethically and legally. Our adherence to these standards is a key component in building a reputation for excellence and integrity. The benefits of maintaining high standards of business conduct include:

- maintaining and enhancing trust, confidence and reputation
- more pleasant working conditions;
- improved facilities and equipment;
- competitive prices on goods and services; and/or

- increased safety and security.

Business conduct violations can result in serious consequences for individuals – even imprisonment under some circumstances. Companies may also be financially penalised through lawsuits and claims, resulting in fines and/or restrictions placed on business activities. But most importantly, you should care because violations of business conduct make everyone a victim. The negative impact on you personally and professionally can be severe.

Employees and contingent workers are strongly encouraged to report any concerns about malpractice as set out below or any suspected breach of the Code of Conduct (to the extent it is applicable to them and permitted by local law) using one of the "Speak Up!" options outlined on the posters and in this policy.

### Malpractice

Employees and contingent workers (to the extent permitted by local law) are encouraged to raise their concerns internally about malpractice, in good faith, on an impartial basis and along with all specific and relevant information (where known) which may include:

1. the committing, or likely committing, of a criminal offence; or
2. a failure to comply with any domestic or international legal or regulatory obligation; or
3. endangering the health and safety of any individual; or
4. threat or severe damage to the public interest; or
5. harassment of employees or contingent workers (to the extent that there is a local bullying and harassment policy any complaints should be raised in accordance with that policy); or
6. damage to the environment; or
7. a miscarriage of justice; or
8. fraud or financial irregularity; or
9. facilitating tax evasion; or
10. blackmail, corruption or bribery; or
11. Slavery and Human Trafficking; or
12. deliberate concealment relating to any of the acts or failures to act described in 1 to 12; or
13. any other material breaches of DS Smith's policies and procedures.

For DS Smith it does not matter in which country the malpractice occurs and you are encouraged to raise any suspicion of malpractice or breach of obligations, including those set out in applicable local law. Malpractice is defined slightly differently in various jurisdictions in which we operate, for example under Article 1(d) of the Whistleblowers Authority Act in the Netherlands (*Wet Huis voor Klokkeluiders*) or the Monetary or Financial Code or the General Regulation of the Financial Markets Authority (*Autorité des Marchés Financiers/AMF*) in France).

In so far as a suspicion of malpractice falls within number 11 above (Slavery and Human Trafficking), your local HR team can provide details of the reporting process applicable to you.

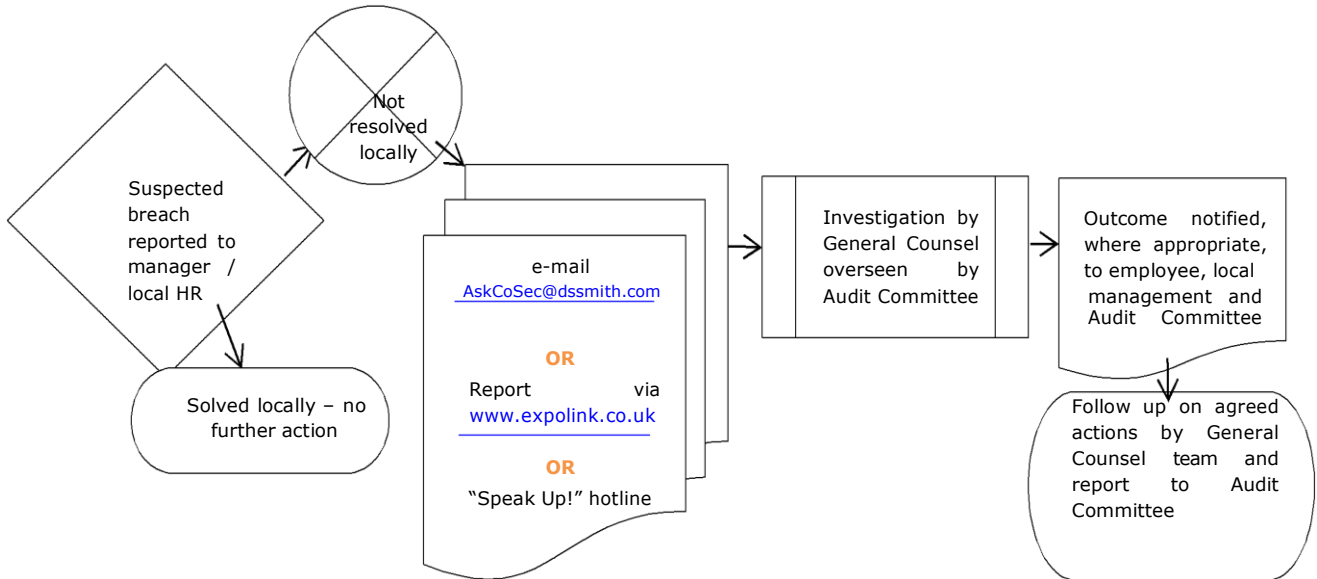
**Making a report - how can I help maintain high standards of business conduct?**



It is our primary aim to prevent workplace malpractice from occurring. If it does happen however, it is our objective to prevent any reoccurrence. We will investigate reported issues and take appropriate actions.

Every employee and contingent worker can play an important role in helping us meet the behavioural standards reflected in DS Smith's "Speak Up!" Policy. When you raise an issue, we can look into the matter, take timely and appropriate action and make changes where necessary.

The flow chart below summarises the "Speak Up!" options for reporting any suspected breach of the Code of Conduct



Confidentiality will be maintained throughout the whole process

### **Who can you contact?**

If you have a concern about workplace malpractice, you should initially discuss it with your Line Manager, HR Manager or Employee Representative. He or she will attempt to resolve the matter as promptly as is reasonably practicable.

To the extent permitted by local law and in all circumstances where it is required by local law, your name will be kept confidential by those investigating your concerns and will not be disclosed to the subject of your complaint. To the extent there is an absolute requirement that your identity is kept confidential, any breach of this by those investigating your concerns will be treated very seriously.

There may be circumstances where you feel unable to approach your Line Manager, HR Manager or Employee Representative and in these circumstances you can raise concerns (to the extent permitted by local law) via the external helpline. This confidential helpline is run in line with DS Smith Group Data Protection Policy

by Expolink Europe Limited ("Expolink"), our third party provider, to ensure that concerns about malpractice in the workplace are properly raised and addressed. Expolink can be contacted on a free phone number (see posters or Plexus for the appropriate number for your country) or visit the Expolink website [www.expolink.co.uk](http://www.expolink.co.uk). Expolink supports all the languages spoken across DS Smith. Alternatively you can contact the Group General Counsel and Company Secretary at [AskCoSec@dssmith.com](mailto:AskCoSec@dssmith.com).

Provided local law permits, you may remain anonymous\*, but you will be encouraged to provide your name and contact details to help facilitate the effectiveness of the subsequent investigation and to keep up to date with progress.

Any personal data collected will be processed in accordance with applicable local data protection laws. To the extent permitted by local law, you may request access to personal data collected about you, you may also object to or request amendments to your personal data and you should refer to the Data Protection Policy for details on how to do this.

### **What will happen next?**

Following an investigation, if the concern raised is found to be valid, we may make specific findings and take appropriate actions. Sometimes the matter may need to be referred on or further investigation may be needed. For example, we may take one or more of the following steps (this is a non-exhaustive list):

- Refer the matter to DS Smith General Operational Committee with a view to conducting an internal investigation;
- Refer the matter to a technical expert;
- Refer you to the local grievance procedure;
- Refer the matter to the Board of Directors;
- Refer the matter to the appropriate external regulatory body for further investigation;



To the extent that any members of the Audit Committee are located in the USA and there are data transfers in the USA, adequate safeguards have been put in place to address European data protection requirements.

\*Anonymous reporting is not currently permitted in Spain.

The recipient of your notification will acknowledge receipt without undue delay, and your local HR team can provide details of any additional notification protocols applicable to you not set out in this policy. We will aim to keep you informed of the progress of the investigation, its likely timescale and any resulting action, either directly or via Expolink, unless there are exceptional circumstances, for example, if reporting back to you would prejudice a trial. You should treat any information about the investigation as confidential.

If you are dissatisfied with the way the disclosure has been dealt with, you should raise your concern in writing through your local line manager or by telephone to Expolink and your concerns will be investigated.

The internal notification procedure set out in this policy should be used to report all concerns about workplace malpractice except where local law requires concerns which are dangerous or create a risk of irreversible damage to be reported directly to the relevant public authority and precludes you from also reporting them internally.

Generally, if the reported concern is considered unfounded and does not lead to investigation, any personal information received from that report will promptly be destroyed. If an investigation is launched, any personal information will be destroyed or archived in accordance with the DS Smith Group Document Retention Policy.

### **Confidentiality**

Provided any concerns you raise relate to malpractice and are not out of malice or with a view to personal gain and you have reasonable grounds for believing your concerns to be true the following will apply:-

- DS Smith would only disclose an employee's identity (if known and to the extent permitted by local law) if necessary to comply with a legal or regulatory obligation or where legally permitted in the public interest. It may, in certain limited circumstances, become necessary to identify them or become possible for third parties to deduce your identity. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you (to the extent required by local law).
- DS Smith will take all reasonable steps to ensure the employee is not subjected to any harassment, victimisation, retaliation, discrimination or disciplinary action as a result of raising the action.
- So far as possible, and in accordance with our Data Protection Policy, any supporting evidence relating to the disclosure will be kept secure at all times.

### **Unfounded Allegations**

No action will be taken against an employee if they make an allegation under this policy in good faith and the allegations are not validated by the subsequent investigation. However, malicious or unfounded allegations may result in disciplinary action.

## **Responsibility**

All those persons referred to within the scope of this policy are required to be familiar with the terms of this policy.

Individual managers are responsible for ensuring that this policy is communicated and applied within their own area. Any queries on the application or interpretation of this policy must be discussed with the Group General Counsel and Company Secretary prior to any action being taken.

Adopted by the Board

4<sup>th</sup> September 2018