

Nichino Europe Co. Ltd
Whistleblowing Policy
1 February 2022

1. Introduction

Employees, workers or contractors (“colleagues”) may, in properly carrying out their duties, have access to, or come into contact with, information of a confidential nature. Their terms and conditions provide that except in the proper performance of their duties, employees are forbidden from disclosing, or making use of in any form whatsoever, such confidential information.

However, the law allows colleagues to make a ‘protected disclosure’ of certain information. In order to be ‘protected’, a disclosure must relate to a specific subject matter (clause 2) and the disclosure must also be made in an appropriate way (clause 3). Whistleblowing protection is confined to a disclosure which, in the reasonable belief of the colleague making the disclosure, is made in the public interest.

Nichino Europe Co Ltd (“the Company”) is committed to compliance with the Bribery Act 2010. The Company actively encourages a culture of honesty and openness and therefore all colleagues are required to bring up to their manager or other designated person any issue that, in the colleagues’ opinion, might constitute bribery or corruption.

For employees, this policy is in addition to the guidance contained in the Company’s Employee Handbook.

2. Specific Subject Matter

If a colleague becomes aware of information which they reasonably believe tends to show one or more of the following:

- 2.1 That a criminal offence has been committed, is being committed or is likely to be committed.
- 2.2 That a person has failed, is failing or is likely to fail to comply with any legal obligation to which he is subject.
- 2.3 That a miscarriage of justice that has occurred, is occurring, or is likely to occur.
- 2.4 That the health or safety of any individual has been, is being, or is likely to be, endangered.
- 2.5 That the environment, has been, is being, or is likely to be, damaged.
- 2.6 That information tending to show any of the above, is being, or is likely to be, deliberately concealed.
- 2.7 That the business or any associated person has been, is being, or is likely to be receiving or offering bribes.
- 2.8 That any foreign official has been, is being, or is likely to be bribed or offered facilitation payment by the company or any associated person.

they must use the Company’s disclosure procedure as set out below.

3. Disclosure Procedure

- 3.1 Information which a colleague reasonably believes tends to show one or more of the above should promptly be disclosed to their line manager or a Director so that any appropriate action can be taken.
- 3.2 If it is inappropriate to make such a disclosure to their line manager or a Director, the colleague should speak to the General Counsel.
- 3.3 Colleagues will suffer no detriment of any sort for making such a disclosure in accordance with this procedure.
- 3.4 However, failure to follow this procedure may result in the disclosure of information losing its 'protected status.'
- 3.5 For further guidance in relation to this matter or concerning the use of the disclosure procedure generally, colleagues should speak in confidence to the General Counsel.
- 3.6 If the colleague wishes to make their disclosure on an anonymous basis or feels uncomfortable contacting a member of the Company's staff as detailed above, they can do so by contacting the neutral contact point following the below procedure:

Public interest disclosure (Whistle blower) - NEUTRAL CONTACT POINT

- Procedure:-
 - Make a report to the neutral contact point – Quentin Golder | Partner | Corporate | Birketts LLP | www.birketts.co.uk
 - Direct: +44 (0)1223 326586 | Mobile: +44 (0)7983 385839
 - Quentin-Golder@birketts.co.uk

If the issue identified by a staff member involves a Director of the Company, this should be referred to Birketts using the contact details above. Birketts will liaise with Nihon Nohyaku Co. Ltd, the parent company, and specifically the Director for Compliance.

Queries and reports will remain confidential save where Birketts have a mandatory reporting obligation imposed by law.

This policy has been approved & authorised by:

**The Board of Nichino
Europe Co., Ltd**