

Xchanging Global Whistle Blowing Policy and Procedure

Xchanging Solutions Limited

Date: 07 November 2014

Version: 2014.4

Owner: Group Head of Legal/Group Head of Internal Audit

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1 SCOPE

Xchanging has a global policy to deal with whistle blowing process. This document outlines Xchanging's approach under the Public Interest Disclosure Act 1998, which provides protection for staff members who blow the whistle on wrongdoing in the workplace so that they cannot be made the subject of an unfair dismissal or be subject to detrimental treatment by their employer.

This policy applies to **all** full and part time employees, directors and officers, and all consultants and sub-contractors (hereafter collectively referred to as staff) working within Xchanging Plc and its subsidiaries. This policy applies to all staff regardless of what country they are working in. All staff members are required to ensure that they understand and adhere to this policy and all relevant business procedures.

What this policy is for:

This policy is intended to assist individuals who believe they have discovered malpractice or impropriety. The procedure outlined in Section 3 should be used by staff members wishing to raise or report concerns about wrongdoing such as:

- Financial malpractice, impropriety or fraud.
- Corrupt activities in violation of the UK Bribery Act and applicable anti-corruption laws.
- Criminal offences that have been committed, are being committed or are likely to be committed.
- A failure or a likely failure to comply with legal obligations.
- A failure or a likely failure to comply with information security policies.
- A miscarriage of justice has occurred or is likely to occur.
- A danger to the health and safety of any individuals, or the likelihood of such a danger.
- Damage or likely damage to the environment.
- Attempts to conceal any of these.

This applies whether or not the information is confidential and extends to malpractice occurring overseas as well as in the UK.

What this policy is not for:

- This policy is not designed to replace the grievance procedure that should be used to raise personal issues relating to job or employment.
- It is not designed to question financial or business decisions taken by Xchanging nor should it be used to reconsider any matters which have already been addressed under harassment, grievance, disciplinary or other relevant policies and procedures.

This policy should be read in conjunction with other Xchanging policies, and in particular, the **Ethical Business Code of Conduct** and the **Gifts and Hospitality Policy**. All Xchanging policies are available on Leapfrog.

This policy is non-contractual and does not constitute any part of your terms and conditions of employment. Xchanging reserves the right to review and revise the policy at any time without prior notice or consent.



2 POLICY

2.1 Overview

Xchanging is committed to conducting our business with honesty and integrity with the highest standards of openness, probity and accountability. An important aspect of accountability and transparency is a mechanism to enable staff to voice concerns internally in a responsible and effective manner, without fear of reprisal.

We anticipate that in most instances concerns can be raised with line management and/or HR. This policy covers those instances where, for whatever reason, staff members feel that their concerns cannot be raised in this manner.

2.2 What the law says

Whistle blowing is when a worker reports suspected wrongdoing at work. Officially this is called 'making a disclosure in the public interest'.

An employee cannot be dismissed because of whistle blowing, but will be protected by law as long as:

- the disclosure is about something listed in Section 1;
- the employee honestly believes what they are reporting is true and they think they are telling the right person; and
- the employee believes the disclosure is in the public interest.

Workers are protected from unfair treatment even if they blow the whistle on something that happened abroad. This includes when a different country's law has been or will be broken.

This procedure does not affect the duty of confidentiality that you owe the Company. Under this duty you may not disclose confidential information regarding the Company without the proper authority. Unless you are acting in accordance with applicable law and regulation, if you are unsure seek advice from the legal department or HR.



3 PROCEDURE

This procedure should be followed if you believe that Xchanging or any member of staff is intending to, has committed or has failed to take action which you reasonably believe will lead or amount to the outcomes of wrongdoing listed above.

3.1 Whistle Blowing Officers

The Company's whistle blowing officers are:

- Group Head of Internal Audit; and
- General Counsel and Group Company Secretary.

If the issue you wish to report concerns about either of these individuals, the report will automatically be sent to the Chairman of the Audit Committee.

Employees of Xchanging Solutions Limited also have the right to report concerns directly to the Chairman of the Xchanging Solutions Limited Audit Committee, as per the Indian Companies Act. Should you wish to exercise this right, direct access shall be provided.

3.2 Disclosure Procedure

3.2.1 A note on anonymity

It is important that these types of issues are dealt with quickly and sensitively. We do not encourage staff to make disclosures anonymously. Full investigation may be more difficult or impossible if we cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible and have been made in good faith.

However, if you disclose information in accordance with this procedure then **your identity will be kept confidential**, in so far as is reasonably practical. If it is necessary to disclose your identity, or your identity will become apparent through inference, you will be given notice of this by the relevant person(s). Concerns about possible reprisals should be discussed with the whistle blowing officers.

Note that in some countries, such as Spain, local law does not permit a person making a whistle blowing report to remain anonymous. If you are making a call from Spain, you will be required to disclose your identity. Your identity will still be kept confidential to the extent practical.



3.2.2 Initial Disclosure

3.2.2.1 Internal Disclosure

You should disclose the information promptly orally or in writing in the first instance to the next appropriate level of management or to HR.

If for whatever reason you feel you cannot, or it is inappropriate to, raise your concern with this group, you can use the Xchanging whistle blowing service, SpeakUp, which is an externally facilitated reporting service. The service is confidential, reliable, and provided by a reputable supplier. The service is available 24/7, in all countries where Xchanging has offices and is available in the majority of languages spoken by Xchanging employees.

You can make your disclosure in any one of three ways:

- by speaking to a call handler (toll free numbers in majority of jurisdictions);
- by recording a voice message through an interactive voice messaging service (IVM); or
- by using the web reporting tool.

See Appendix 1 for a list of all the relevant contact details.

Whether you call the hotline, use the IVM or submit an online report, you will be given a unique case number which you can use to check back on the status of your disclosure. Your report will be sent to Xchanging's whistleblowing officers (see Section 3.1) within one business day. Reports requiring translation may take a further two business days to be sent to Xchanging.

In addition the Chairman of the Xchanging Group Audit Committee will receive regular updates on information disclosed.

At all times, complete discretion will apply regarding the number of individuals involved in reviewing the disclosure.

3.2.2.2 External Disclosure

You may also disclose information to appropriate regulatory bodies (e.g. the UK Financial Conduct Authority, the Health and Safety Executive, the London Stock Exchange, or national equivalent bodies. If you make such a disclosure you should provide as much information as you can, and where possible, supporting evidence.

3.2.3 Investigation

Xchanging will promptly investigate your allegation and take whatever action it considers is appropriate. This may involve interviews with other staff members where corroborative evidence is required in order to take further action. Your assistance may be required during the investigation. If you have chosen to remain anonymous, Xchanging will try to obtain further information from you through the SpeakUp service, but it will not attempt to establish your identity. Xchanging will aim to provide feedback to you via SpeakUp within ten business days.

If you reasonably believe that the nature of your concern relates to one of the areas outlined above, and you disclose this information to the appropriate person in good faith, no action will be taken against you for making the disclosure. Any detriment that you suffer from Xchanging as a consequence of a disclosure would be a breach of the Public Interest Disclosure Act 1998.



3.2.4 Outcome

Xchanging will provide a written response outlining the investigation process and the outcome of any disclosure. The Xchanging Group Audit Committee retains the right to determine the appropriate course of actions based upon the investigation report.

You will be informed of the outcome as soon as it is practically possible to do so, through the medium you selected to make your disclosure. If you made a web report, you will be able to read the report online, whereas if you made a call a call handler will read out the report to you.

3.3 Abuse of Process

If you are found to be victimising another member of staff for using this procedure or deterring a member of staff from reporting their concerns under this procedure, you will be subject to disciplinary action which could lead to termination of your employment.

If your disclosure is found to be malicious or there were no reasonable grounds for you believing that the information supplied was accurate, the disciplinary procedure may be invoked which could lead to termination of your employment.

3.4 Conclusion

You should consider the Whistle Blowing policy if you believe that Xchanging or any member of staff has committed, or not taken action that you believe could result in wrongdoing of the sort listed in Section 1.

If so, you should disclose this information promptly (orally or in writing) to the next appropriate level of management, or to HR. If you feel unable to raise your concern at this level, you should disclose the information as set out in Section 3.2.2 above.

If appropriate, you should disclose information to appropriate regulatory bodies.

Xchanging will promptly investigate your allegation and take whatever action in considers is appropriate. Your assistance may be required during the investigation and you will be informed of the outcome as soon as it is practically possible to do so.



APPENDIX 1: CONTACT DETAILS

- A. To speak to a call handler or to leave a voice mail on the IVM use the below numbers.
To use the IVM service you will need this access code: 92420

Country	Freephone
Australia	1 800 230731
China	10800 440 0163 (TELECOM) 10800 744 0163 (UNICOM)
France	0800 918 215
Germany	0800 180 0094
India	000800 440 1102
Italy	800 920 034
Japan	00531 44 0046
Malaysia	1 800 81 2300
Singapore	800 4481 398
Spain	900 811 498
UAE	8000 441 4669
UK	0800 097 0026
USA	1 866 516 3413

- B. To leave a message on the web reporting tool, access the following website and when prompted, use the access code 92420:

www.speak-up.info/xchanging



APPENDIX 2: DEFINITIONS

“Bribery Act” means the UK’s Bribery Act 2010, which sets out a range of criminal offences in connection with corrupt payments to public officials and private parties anywhere in the world. It expands the range of organisations and individuals subject to UK corruption law, defines a much wider range of activities as criminal behaviour and increases the maximum penalty for certain offences from seven to ten years imprisonment, with an unlimited fine.

“Company” means Xchanging plc and its subsidiaries.

“Public Interest Disclosure Act 1998” is the legislation that provides protection for staff that blow the whistle on wrongdoing in the workplace so that they cannot be made the subject of an unfair dismissal or be subject to detrimental treatment by their employer.

“Staff” refers to all full and part time employees, directors and officers, and all consultants and sub-contractors of and to the Company.

“Whistle blower” means a person who raises a genuine concern in good faith relating to the above.

“Whistle blowing” means the disclosure of information which relates to suspected wrongdoing or dangers at work.



APPENDIX 3: REVISION HISTORY & APPROVAL STATUS

Revision history

Version	Date	Author Name	Brief description of Revision
1.0	23/09/10	A.Pattico	Incorporating provisions relating to The UK Bribery Act 2010
1.1	24/09/10	E.Cooke	Review and Revise
1.2	24/09/10	J.Seddon	Review and Revise
1.3	29/10/10	E. Cooke	Review and Revise based on regional feedback.
1.4	22/11/10	E. Cooke	Review and Revise based on regional feedback.
1.5	21/03/11	G. Ikonomou	Review and Revise based on CFO/CEO feedback.
1.6	23/09/11	E. Darke	Review and Revise based on organisational change.
1.7	01/11/11	G. Whitaker	Review and Revise
1.8	29/11/12	S. Tyllesley	Review and Revise
2.0	01/11/13	A. Myburgh	Review and Revise
2014.1	06/05/14	A. Myburgh	Revised to reflect implementation of whistleblowing hotline.
2014.2	07/05/14	S. Tyllesley	Review and Revise
2014.4	05/11/14	S. Tyllesley	Update for XSL

Version	Date	Author Name	Brief description of Revision
2014.2	30/07/14	Board of Directors	

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