

WHISTLE BLOWING POLICY

INTRODUCTION

The Board and Chief Executive of Photo-Me International plc are firmly committed to maintaining the highest standards of ethics, honesty, openness and accountability, and recognises that all employees have an important role to play in achieving this goal.

Everyone, at one time or other, may have concerns about what is happening at work. Usually these concerns are easily resolved. However, when these concerns are about breaches of the law, serious misconduct by another person, health and safety or financial misconduct, it is often difficult to know what to do.

Employees may feel that speaking up in such circumstances would be disloyal to their colleagues or to the Company itself, or they may feel that their concerns will not be taken seriously. Perhaps there is the worry that they will be victimised, bullied or even dismissed.

Photo-Me does not believe that it is in anybody's interest for employees with knowledge of wrongdoing to remain silent.

The Board takes all malpractice very seriously, whether it is committed by senior management, staff, suppliers or contractors. This policy sets out the procedure by which you can raise such concerns. All matters will be treated in confidence.

The policy has been drawn up in consultation with our Internal and External Auditors, and reflects current industry best practice. It is designed to protect those raising a genuine concern from suffering detriment (including unfair dismissal) as a result, in compliance with the Public Interest Disclosure Act 1998. It means that if you believe there is wrongdoing or malpractice in your workplace (e.g. improper, illegal or negligent behaviour by anyone), you can report this by following the correct processes, and your employment rights are protected.

Whistle-blowers are protected for public interest, to encourage people to speak out if they find malpractice in an organisation or workplace.

The Whistle Blowing policy is not a substitute for Photo-Me's grievance procedure which should be used where appropriate.

Policy Statement

Photo-Me wishes to encourage an open culture in all its dealings between staff, managers and all people with whom it comes into contact. Effective and honest communication is essential if malpractice is to be effectively dealt with. The procedure below provides guidelines to all Photo-Me staff and 'workers' who feel they need to raise certain issues in relation to Photo-Me, in confidence. The policy is applicable to staff and 'workers' of all Photo-Me Group Companies in the UK. ('Worker' has a special wide meaning in the case of whistleblowing. As well as employees it includes, agency workers and people who aren't employed but are in training with employers. Some self-employed people may be considered to be workers for the purpose of whistleblowing.

The Public Interest Disclosure Act 1998 (PIDA - the 'Whistle Blowing Act') sets out a framework to promote the responsible and protected disclosure of concerns on the following matters:

- that a criminal offence has been committed, is being committed or is likely to be committed
- that a person has failed, is failing or is likely to fail to comply with legal obligations to which they are subject
- that a miscarriage of justice has occurred, is occurring or is likely to occur
- that the health and safety of an individual has been, is being or is likely to be endangered
- that the environment has been, is being, or is likely to be damaged

- that information tending to show any matter falling within the areas above has been, is being, or is likely to be deliberately concealed.

The procedure is not a channel for staff to raise matters in relation to their terms and conditions of employment.

The procedure allows individuals to have their concerns treated in confidence. All concerns must be raised in good faith. Anyone who abuses the procedure (for example by maliciously raising a concern they know to be untrue) will be subject to disciplinary action, as will anyone who victimises a colleague who raises a concern through this procedure.

In addition, if the employee does not follow the PIDA provisions, then he/she will not be protected by it.

Photo-Me's Assurance To You

Your protection:

You are protected as a whistle-blower if you:

- are a 'worker'
- honestly believe that malpractice in the workplace is happening, has happened in the past or will happen in the future. You are protected even if you are blowing the whistle on malpractice that took place overseas, or where the law applying to the malpractice is not a UK law.
- believe that their disclosure is in the public interest (a 'qualifying disclosure')
- reveal it to the right person, and in the right way (making it a 'protected disclosure')

Your confidence:

Photo-Me will not tolerate the victimisation of anyone raising a genuine concern and anyone responsible for such conduct will be subject to disciplinary action, which may, in extreme cases, lead to summary dismissal.

You may decide that you want to raise a concern in confidence. Therefore, if you ask for your identity to be protected, it will not be disclosed without your consent. If a situation arises where it is not possible to deal with the concern without revealing your identity (for instance because your evidence is needed in court), there will be a discussion as to whether and how we can proceed.

In view of the protection afforded to a member of staff raising a bona fide concern, it is preferable if the individual puts his/her name to any disclosure. This policy does not cover the situation where information about malpractice is received anonymously, although discretion will be used in the investigation of such information.

Modern Slavery and Human Trafficking

Photo-Me International plc and all Associated Subsidiaries are committed to complying with the Modern Slavery Act 2015 and therefore issues periodic statements in accordance with the law which sets out Photo-Me international plc's actions to understand and comply with all potential modern slavery risks related to its business and to put in place steps aimed at ensuring that there is no slavery or human trafficking in its own business and its supply chains. The statements relate to actions and activities for each relevant financial year and are available on the Company's website.

Photo-Me International plc and its Associated Subsidiaries recognises that they each have a responsibility to take a robust approach to slavery and human trafficking. We are committed to improving our practices to combat slavery and human trafficking and to preventing slavery

and human trafficking in our corporate activities, as well as ensuring that our supply chains are free from slavery and human trafficking.

How to Raise Your Concern

Step 1: Line Manager

If you have a concern about malpractice (defined in the Policy Statement), we hope you will feel able to raise it firstly with your line manager, or a more senior manager. This may be done orally or in writing. It will help if you state the facts of the matter clearly, and you can outline how you would like it to be investigated. If you have a direct or personal interest in the matter, you must also tell us at this stage.

Step 2: Alternative Internal Contacts

If you feel unable to raise the matter with someone in your immediate line management, for whatever reason, please contact any one of the following:

Del Mansi
Group General Counsel
Del.Mansi@photo-me.com

Peter MacKay
Head of Group HR
Peter.Mackay@photo-me.com

Gabriel Pirona
Group CFO
Gabriel.Pirona@photo-me.com

If you want to raise the matter in confidence, we will ensure that practical measures are put in place to protect your identity. We will contact you by the most secure means. We will not disclose your identity without your consent, unless we are required to do so by law.

Step 3: Blowing the whistle to a prescribed person

You can tell the prescribed person or body only if you think that Photo-Me:

- will cover it up
- would treat you unfairly if you complained
- hasn't sorted it out and you've already told us

If you decide to blow the whistle to a prescribed person rather than your employer, you must make sure that you've chosen the correct person or body for your issue.

You can find the complete list of prescribed person here:

<https://www.gov.uk/government/publications/blowing-the-whistle-list-of-prescribed-people-and-bodies--2>

Getting Independent Advice

Public Concern at Work

If you are unsure about whether or not to follow the Photo-Me Whistle Blowing policy, or you want further independent advice, you may contact Public Concern at Work. This is a completely independent charity which specialises in providing free and confidential legal advice on how to raise a concern about serious malpractice at work.

Public Concern at Work will also help to advise you on whether a circumstance can be properly reported to an additional outside body such as the police.

Telephone: 020 7404 6609

Fax: 020 7403 8823

Email: whistle@pcaw.co.uk

Website: www.pcaw.co.uk

How Photo-Me Will Handle the Matter

Once you have reported your concern, Photo-Me will look into it to assess initially what action should be taken. The Company will undertake to supply a response within a time span that shall be mutually agreed by both parties. You may be asked how you think the matter might best be resolved. If your concern falls more properly within the general grievance procedure, we will tell you.

Photo-Me will institute the appropriate enquiries and / or investigations. We will:

- decide whether a full investigation is necessary
- decide how best this investigation should be undertaken
- internally (by management, internal audit or personnel)
- externally (by our external auditors, or the police, for example)
- tell you who is handling the matter and how you can contact them
- say whether your further assistance may be requested
- and, if you request, you will be written to, with a summary of your concern and an outline of how Photo-Me proposes to handle it.

While the purpose of this policy is to enable Photo-Me to investigate possible malpractice and take appropriate steps to deal with it, we will give you as much feedback as we properly can. If requested, we will confirm our response to you in writing. Please note, however, that we may not be able to tell you the precise action we take where this would infringe a duty of confidentiality owed by us to someone else, or where we may be subject to any legal constraints.

If You Are Dissatisfied and Wish to Appeal

If you are unhappy with Photo-Me's response, remember you can go to the other levels and bodies detailed in this policy. The matter will be handled fairly and properly, and by correctly using this policy, you will help us to achieve this

**Modified
20 March 2017.**