

Benevolent^{AI}

WHISTLEBLOWING POLICY

1. INTRODUCTION

- 1.1 BenevolentAI (the “**Company**”) and its subsidiaries (together, the “**Group**”, “**we**”, “**us**” or “**our**”) are committed to conducting its business to the highest standards with honesty and integrity at all times.
- 1.2 All staff (as defined below) have an important part to play in ensuring we deliver on this commitment. This whistleblowing policy (“this **Policy**”) forms part of each Group company’s system of internal control and governance.
- 1.3 The establishment of this Policy is in accordance with best corporate practice.
- 1.4 All organisations face the risk of things going wrong or of unknowingly harbouring malpractice. The Company believes it has a duty to identify such situations and take the appropriate measures to remedy the situation. By encouraging a culture of openness within our organisation, and providing staff with a proper reporting channel, we believe we can help prevent malpractice – prevention is better than cure.
- 1.5 This Policy is not contractual and does not form part of any employee’s contract of employment. The Company may vary or amend this Policy at its discretion and may apply it as far as practicable in the circumstances.

2. AIMS OF THIS WHISTLEBLOWING POLICY

- 2.1 The aims of this Policy are to: (i) encourage staff members to report suspected wrongdoing in the Company’s business as soon as possible, in the knowledge that concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected; (ii) ensure that staff feel confident that they can raise genuine concerns without the fear of reprisals, victimisation, discrimination or disadvantage, even if they turn out to be mistaken; and (iii) provide staff with guidance as to how to raise their concerns.
- 2.2 By encouraging a culture of openness, we want to encourage you to report issues which concern you at work. You may be worried that by reporting such issues you will be opening yourself up to victimisation or detriment, or risking your job security; that is quite understandable. However, we will support staff who raise genuine concerns in good faith under this policy. Provided you are acting in good faith, and you have reasonable grounds to believe the information you report is covered by the legislation and true at the time of reporting, it does not matter if you are mistaken.
- 2.3 By knowing about malpractice at an early stage, we stand a good chance of taking the necessary steps to safeguard the interests of all employees and protect the organisation. In short, please, do not hesitate to “blow the whistle” on malpractice.
- 2.4 This Policy sets out the procedure that should be followed when reporting such concerns.

3. WHO DOES THIS POLICY APPLY TO?

This Policy applies to all individuals working for a Group company, including all officers, consultants and employees (whether temporary or permanent) and whether on part-time or fixed-term contracts. All such persons are referred to in this Policy as “staff”. All third-party partners, suppliers, outsourced providers and appointed representatives of

the Company should have regard to the Policy, and are required to conduct themselves in a manner that is consistent with the requirements of this Policy.

4. WHAT IS WHISTLEBLOWING?

4.1 Whistleblowing is the disclosure of information which relates to suspected wrongdoing or damages at work, this may include but is not limited to:

- (a) failure to comply with any applicable legal obligations;
- (b) a criminal offence;
- (c) a miscarriage of justice;
- (d) health and safety breaches;
- (e) breach of Company policies (e.g., acceptance of bribes, insider dealing);
- (f) bribery, corruption, financial fraud or financial mismanagement;
- (g) inappropriate marketing and selling practices or other conduct or behaviour likely to damage the Company's business, reputation or financial standing;
- (h) incorrect reporting;
- (i) facilitation of tax evasion;
- (j) unauthorised disclosure of confidential information;
- (k) modern slavery and related offences;
- (l) bullying, discrimination (sexual) harassment, aggression; or
- (m) information evidencing the above being, or having been, concealed.

A "whistleblower" is an individual who raises a genuine concern in relation to any of the above. However, this is not an exhaustive list, therefore if there is anything else that you think we should be aware of please use the procedure outlined in this Policy. By knowing about malpractice at an early stage we can take the necessary steps to safeguard the interests of everyone and our organisation.

4.2 This Policy should not be used for complaints relating to personal circumstances, for example, matters relating to career progression, remuneration and awards, working patterns or workloads or a staff member's employment rights. In these cases, our normal procedures should be used through engagement and escalation to line management.

4.3 If a member of staff is unsure whether something is within the scope of this Policy they should seek advice from their line manager or the Whistleblowing Officers (as defined in Section 6.3(d) of this Policy), whose contact details are at the end of this Policy, and who will advise accordingly.

4.4 Reports that are false and made with the intention of malicious intent or consequences will be treated under the relevant Group company's performance management and/or disciplinary measures.

5. OUR GUARANTEE

- 5.1 We are committed to this Policy. We will treat your concern seriously and act according to this Policy. You will not be asked to prove anything. If you ask for a matter to be treated privately and confidentially, we will respect your request and as far as possible only make disclosures with your consent. You will be given feedback on any investigation and we will be sensitive to any concerns you may have as a result of any steps taken under this Policy.
- 5.2 **Provided that** at the moment of the reporting, you have reasonable grounds to believe that the information you report is covered by the legislation, and that it is true, we undertake to:
- (a) protect you against all forms of retaliation, such as dismissal, demotion, intimidation and blacklisting;
 - (b) provide you with appropriate support measures, notably independent information and advice and legal aid; and
 - (c) ensure you have access to appropriate remedial measures, such as interim relief and immunity from liability for breaching a non-disclosure provision in your contract.
- 5.3 You must not threaten, retaliate against or otherwise victimise whistleblowers in anyway. If you are involved in such conduct, you may be subject to disciplinary action.

6. RAISING A WHISTLEBLOWING CONCERN

6.1 How to raise your concern internally

6.2 **In normal circumstances tell your immediate line manager:** If you are concerned about any form of malpractice you should normally first raise the issue with your immediate line manager. There is no special procedure for doing this – you can tell that person about the problem or put it in writing if you prefer.

6.3 **If you feel unable to tell your immediate line manager:** Where the matter is more serious, or a whistleblower feels that their immediate line manager has not addressed their concern, or a whistleblower prefers not to raise it with them for any reason (including if the matter concerns the whistleblower's immediate line manager), the whistleblower should contact one of the following:

- (a) the Group's whistleblowing email (see Section 11 below);
- (b) the General Counsel; and/or
- (c) the SVP, People,

together, being the "**Whistleblowing Officers**" whose contact details are set out in the Section 11 of this Policy.

7. HOW THE COMPANY WILL RESPOND

- 7.1 After you have raised your concern, we will acknowledge receipt thereof within 7 (seven) days.

7.2 We will then decide how to respond in a responsible and appropriate manner under this Policy. Usually this will involve making internal enquiries first, but it may be necessary to carry out an investigation at a later stage which may be formal or informal depending on the nature of the concern raised and may involve the Company’s auditors or our professional advisers.

7.3 As far as possible, we will keep you informed of the decisions taken and the outcome of any enquiries and investigations carried out. You should receive feedback from us within 3 (three) months following the acknowledgment of receipt of your report (or following the lapse of the 7 (seven) day period in Section 7.1 above). However, we will not be able to inform you of any matters which would infringe the duty of confidentiality owed to others.

7.4 If you are not satisfied with the way your concern has been handled, you can raise it with any of the Whistleblowing Officers. Alternatively, you may contact the CEO if you believe your matter has not been adequately addressed.

8. CONFIDENTIALITY

8.1 At all stages of the whistleblowing procedure, as laid out by this Policy, we will ensure the confidentiality of your identity (and that of any third party mentioned in your report), and prevent access thereto by non-authorised staff members.

8.2 Your identity may only be disclosed by us where this is a necessary and proportionate obligation imposed by UK laws or any other applicable law, in the context of investigations by national authorities or judicial proceedings, including with a view to safeguarding your rights of defence. In such case, you will be informed before your identity is disclosed, unless such information would jeopardise the related investigations or judicial proceedings.

8.3 When informing you, we will send you an explanation in writing of the reasons for the disclosure of the confidential data concerned.

9. PERSONAL DATA

Any processing of personal data carried out by any Group company over the course of the whistleblowing procedure, as laid out under this policy, shall be carried out in compliance with the provisions of the Data Protection Act 2018 and General Data Protection Regulation (GDPR – Regulation (EU) 2016/679).

10. PUBLICATION

This Policy is available on the Company’s intranet, Confluence and website.

11. QUESTIONS AND CONTACT DETAILS

In case of any questions in relation to this policy, please contact any of the Whistleblowing Officers.

The Group whistleblowing email	whistleblowing@benevolent.ai
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