

# **Sequa Petroleum N.V.**

## **Group Whistleblowing Policy**

### **Introduction**

Sequa is committed to the highest standards of openness, probity and accountability. An important aspect of this is a mechanism to enable third parties, as well as staff and other members of the Company, to voice concerns in a responsible and effective manner.

An email account has been set up for issues to be raised, by either third parties or staff. However, particular issues apply where staff wish to raise issues.

It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employer's affairs. Nevertheless, where an individual discovers information which they believe shows serious malpractice or wrongdoing within the organisation then this information should be disclosed internally without fear of reprisal, and there should be arrangements to enable this to be done independently of line management (although in relatively minor instances the line manager would be the appropriate person to be told).

In the UK, the Public Interest Disclosure Act, which came into effect in 1999, gives legal protection to employees against being dismissed or penalised by their employers as a result of publicly disclosing certain serious concerns. The Company has endorsed the provisions set out below so as to ensure that no members of staff should feel at a disadvantage in raising legitimate concerns. Outside the UK, the company will apply the principles in this Policy to the extent they are consistent with local law.

This policy is designed to enable employees of the Company to raise concerns internally and at a high level and to disclose information which the individual believes shows malpractice or impropriety. This policy is intended to cover concerns which are in the public interest and may at least initially be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary. These concerns could include:

- Financial malpractice or impropriety or fraud
- Failure to comply with a legal obligation or Statutes
- Dangers to Health & Safety or the environment
- Criminal activity
- Improper conduct or unethical behaviour
- Attempts to conceal any of these

### **Safeguards**

This policy is designed to offer protection to those employees of the Company who disclose such concerns provided the disclosure is made in good faith and in the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety and if they make the disclosure to an appropriate person (see below). It is important to note that no protection from internal disciplinary procedures is offered to those who choose not to use the procedure. In an extreme

case malicious or wild allegations could give rise to legal action on the part of the persons complained about.

The Company will treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required. This policy encourages individuals to put their name to any disclosures they make. Concerns expressed anonymously are much less credible, but they may be considered at the discretion of the Company. In exercising this discretion, the factors to be taken into account will include the seriousness of the issues raised, the credibility of the concern and the likelihood of confirming the allegation from attributable sources.

If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. In making a disclosure the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them, disciplinary action may be taken against that individual.

### **Procedure for Making a Complaint**

On receipt of a complaint of malpractice, the member of staff who receives and takes note of the complaint, must pass this information as soon as is reasonably possible, as per below:

- Complaints of malpractice will be investigated by the General Counsel and Company Secretary (who shall normally be the Investigating Officer) and two Directors, who shall not be the subject of the complaint). In such cases, the complaint should be passed to the Chief Executive Officer for referral.
- In the case of a complaint, which is in any way connected with but not against the Director, the General Counsel and Company Secretary will nominate a senior manager to act as the alternative investigating officer.
- Complaints against the Chief Executive officer should be passed by the General Counsel and Company Secretary to the Chairman of the Supervisory Board ("Chairman") who will nominate an appropriate investigating officer.
- The complainant has the right to bypass the line management structure and take their complaint direct to the Chairman. The Chairman has the right to refer the complaint back to the General Counsel and Company Secretary if he/she feels that the management without any conflict of interest can more appropriately investigate the complaint.

If there is evidence of criminal activity then the General Counsel and Company Secretary will consider informing the police if appropriate. The Company will ensure that any internal investigation does not hinder a formal police investigation.

## **Timescales**

Due to the varied nature of these sorts of complaints, which may involve internal investigators and / or the police, it is not possible to lay down precise timescales for such investigations. The investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

The investigating officer, should as soon as practically possible, send a written acknowledgement of the concern to the complainant and thereafter report back to them in writing the outcome of the investigation and on the action that is proposed. If the investigation is a prolonged one, the investigating officer should keep the complainant informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded.

All responses to the complainant should be in writing and sent to their home address.

## **Investigating Procedure**

The investigating officer will normally follow these steps:

- Full details and clarifications of the complaint should be obtained.
- The investigating officer should inform the member of staff against whom the complaint is made as soon as is practically possible. The member of staff will be informed of their right to be accompanied by a trade union or other representative at any future interview or hearing held under the provision of these procedures.
- The investigating officer should consider the involvement of the Company auditors and the Police at this stage and should consult with the Chairman / Chief Executive Officer
- The allegations should be fully investigated by the investigating officer with the assistance, where appropriate, of other individuals / bodies.
- A judgement concerning the complaint and validity of the complaint will be made by the investigating officer. This judgement will be detailed in a written report containing the findings of the investigations and reasons for the judgement. The report will be passed to the Chief Executive or Chairman as appropriate.
- The Chief Executive Officer / Chairman will decide what action to take. If the complaint is shown to be justified, then they will invoke the disciplinary or other appropriate Company procedures.
- The complainant should be kept informed of the progress of the investigations and, if appropriate, of the final outcome.
- If appropriate, a copy of the outcomes will be passed to the Company Auditors to enable a review of the procedures.

If the complainant is not satisfied that their concern is being properly dealt with by the investigating officer, they have the right to raise it in confidence with the Chief Executive Officer / Chairman, or one of the designated persons described above.

If the investigation finds the allegations unsubstantiated and all internal procedures have been exhausted, but the complainant is not satisfied with the outcome of the investigation, the Company recognises the lawful rights of employees and ex-

employees to make disclosures to prescribed persons (such as the Health and Safety Executive, the Audit Commission, or the utility regulators), or, where justified, elsewhere.

On behalf of the Management Board  
of Sequa Petroleum N.V.

Jacob Broekhuijsen  
Chief Executive Officer

15 January 2015