

Whistleblowing Policy

Speaking Up

Introduction

Superdry is committed to the highest legal, moral and ethical standards, and all employees are expected to share this commitment. We take our responsibilities to our customers, suppliers, shareholders and employees very seriously.

At Superdry, we want to operate in a climate of openness and honesty, with the aim of protecting ourselves against instances of serious malpractice or wrongdoing. We all have a responsibility to maintain high standards. Should you believe serious malpractice or wrongdoing is taking place, you should feel able to disclose your concerns and **'speak up'** (whistle blow) safe in the knowledge that we will investigate the issue independently, with no adverse impact on you. The whistleblowing procedure has been set up to give you this comfort if you believe that there has been or continues to be a serious malpractice or wrongdoing, which the company should be aware of.

What is whistleblowing?

Whistleblowing is the disclosure of information which relates to suspected wrong-doing (usually a breach of a legal, statutory or regulatory requirement, or unethical or immoral behaviour) that cannot or has not been dealt with via normal business processes, such as informing your line manager.

When should I 'blow the whistle'?

You must have reasonable grounds on which to base your allegation, if you intend to notify of a serious malpractice or wrongdoing ('blowing the whistle'). Here are some examples of serious malpractices:

- a criminal offence, or breach of civil law (including an incident under the Bribery Act);
- failure to comply with legal and regulatory obligations or with professional or ethical standards (such as bullying, racial or sexual harassment or other inappropriate behaviour);
- a miscarriage of justice;
- endangerment of the health and safety of any person;
- environmental damage;
- deliberate concealment of any malpractice;
- causing damage to the company, harming its reputation or brand; and
- infringing the interests of customers.

Please note that whistleblowing is not a replacement for the grievance procedure. Any grievance about you personally should be raised under the grievance procedure – please contact the HR department for further information about this.

Confidentiality

Our commitment to honest dialogue helps protect us against instances of serious malpractice. We want you to feel able to disclose any concerns you have about the way we do business and have put in place this procedure to make sure any disclosures are dealt with promptly, independently and thoroughly with no adverse consequences for you, or on your career. In order to be protected from disciplinary action for breach of confidence, you should follow the whistleblowing procedure set out below.

We will respect the confidentiality of those raising the issue and will also expect all parties involved to be bound by the need for confidentiality while the procedures are in operation. We may, however, need to

reveal the names of individuals involved when we enlist the assistance of external professional advisers or if the matter proceeds to court.

Your protection will also depend on:

- who you talk to;
- whether we owe a duty of confidentiality to any other person; and
- whether the disclosure is already the subject of an investigation.

Disciplinary action will be taken against anyone deliberately raising false and/or malicious allegations.

The whistleblowing procedure

Step 1

You should raise your complaint in the first instance with your Line Manager, who will then raise the matter, confidentially, with the Head of Department or relevant Director, who will request a meeting with you in order to ascertain the key facts of the complaint. If for some reason you would prefer your Line Manager/Head of Department or Director not to be told, you may raise the matter directly with the HR Director or Company Secretary.

If you wish, you may come forward with a colleague. You do not have to make the disclosure yourself - you can ask to do it anonymously through your manager. However, should the disclosure result in Court proceedings your identity may need to be revealed to the Court.

If you are not comfortable reporting your concern to your line manager or anyone else at Superdry, you can call Safecall on **0800 915 1571** at any time. Safecall is an independent provider of a confidential reporting line where you may raise your concerns and be assured that they will be fully addressed. All calls are treated with the utmost confidentiality by independent and highly trained staff, who will only disclose your name to Superdry if you are comfortable with this. You can also contact Safecall online via www.safecall.co.uk/reports or at supergroup@safecall.co.uk.

If you raise a concern via Safecall, they will liaise with the Company Secretariat team, who will ensure that the report is dealt with by the right people, in a confidential and appropriate manner and in the spirit of whistleblowing best practice.

Step 2

If you raise your concerns internally, the Head of Department will formally record the concerns raised and issue a reference number.

Usually within 5 days of raising the initial concern, you will meet with the Head of Department. This and subsequent meetings can be held off work premises to protect your identity and you can be accompanied by a colleague or Employee Representative. You must provide further details and demonstrate you have reasonable grounds for believing serious malpractice is taking place. The Head of Department will let you know the timetable for the investigation and provide a written summary of the meeting. You and the Head of Department should sign this document, which will be treated as strictly confidential. You can ask that your name be omitted from the record, but you will be kept informed of progress and may be asked to attend further meetings. The Head of Department will, as far as possible, keep your identity and involvement confidential (only

disclosing it where and to persons necessary for the proper reporting and investigation of the matter).

Step 3

The Head of Department will assume the role of investigating officer and will conduct an investigation. Where it is not appropriate for the Head of Department to conduct the investigation, he will appoint a suitably 'qualified' investigating officer. The investigating officer will take evidence in writing and produce a formal report.

Step 4

Where appropriate, action will be taken as a result of the findings of this report. As a minimum, you will receive a verbal report on the findings, any recommendations and proposed action.

Step 5

If, following the resolution of the process outlined in steps 1-4, you are not satisfied the complaint has been resolved, you may wish to escalate the matter to an appropriate regulator or external body. You should inform the Head of Department in writing that you intend to make a disclosure to an external party.

Different ways to raise a concern

Using the whistleblowing procedure is the best way to get your concerns investigated promptly and thoroughly. However, the options listed below are also available to you:

- taking confidential legal advice;
- speaking to our General Counsel and Company Secretary or HR Director;
- speaking to our Audit Committee Chairman; or
- disclosure to a regulator or external body.

Disclosure in other cases: if you reasonably believe that we would act against you if you made a disclosure, or you have previously disclosed the information to us, then you will be protected should you disclose the information to an external body as long as:

- you make the disclosure in good faith;
- you reasonably believe the disclosure is substantially true; and
- you do not make the disclosure for personal gain.

In addition, disclosure to an external body must also meet one of the following pre-conditions:

- You reasonably believe that you would be victimised if you raised the matter internally;
- You reasonably believe that the disclosure relates to a criminal offence and therefore should be reported in accordance with this policy;
- You reasonably believe the evidence is likely to be concealed or destroyed;
- Your concern has already been raised with us and was not dealt with to your satisfaction;
- Your concern is of an 'exceptionally serious' nature; or
- You have suffered identifiable detriment.

Keeping records

Records of any whistleblowing disclosure will be kept for a minimum of 6 years.

Finding out more

For more information, contact HR.

You can seek confidential advice from:

- The General Counsel and Company Secretary, Ruth Daniels (ruth.daniels@superdry.com); or
- The HR Director, Guy Youll (guy.youll@superdry.com);

If you wish to discuss any aspect of this policy or for further information please contact:

- The Deputy Company Secretary, Carolyn Pollard (carolyn.pollard@superdry.com);

If you wish to raise a concern in complete confidence and without the involvement of any members of Superdry staff, you can contact our Audit Committee Chairman, Alastair Miller (Independent Non-Executive Director of the Board of Superdry plc), via Safecall, our whistleblowing line service provider. To do this, contact Safecall either by telephone or by email as above, and advise them that you wish to be put in contact with the Audit Committee Chairman on a confidential basis.

Reviewed and approved on 29 July 2020

Whistleblowing Procedure

