

Whistleblowing Policy

Speaking Up

Introduction

Superdry (or the Company) 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 employees, former employees, customers, suppliers and contractors, shareholders, directors and the wider community 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 wrongdoing (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 report serious malpractice or wrongdoing ('blowing the whistle'). Here are some examples:

- 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 or relevant procedure in country. A grievance should be raised under the grievance procedure by first speaking with your Line manager or the HR department.

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, confidentially and thoroughly with no adverse consequences for you, or on your career.

We will respect the confidentiality of whistle blowers and we 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 where it is necessary and proportionate to enable an effective investigation, such as when we enlist the assistance of external professional advisers, or if the matter proceeds to Court. Where reporters have asked to remain anonymous, we will ensure they are kept informed of any instance which may require revealing the reporter's name.

We commit to protecting whistle blowers. Disciplinary action will be taken against anyone who takes retaliatory action against a whistle blower.

Disciplinary action will be also taken against anyone who makes 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, and 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 People Director (or another member of the HR Team) or the Company Secretary.

If you wish, you may come forward with a colleague, whose anonymity will also be protected. You do not have to make the disclosure yourself - you can ask to do it anonymously through your Line 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 to anyone else at Superdry, you can call Safecall on **0800 915 1571** at any time (please see the global telephone numbers appended to this policy). 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 (using interpreters wherever appropriate), 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.

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

Whether you raise a complaint using the internal process above, or if you choose to contact Safecall, your initial report will be acknowledged within **one week**. All Safecall reports are investigated fully by our HR team, and you will receive a report, including all actions taken, within **three months of us receiving your initial report**. We will also endeavour to keep

you updated on activity in relation to your report as the investigation is continuing, wherever we can.

Step 2

If you raise your concerns internally, the Head of Department will formally record the concerns raised.

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 for your name to 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. Where it is not appropriate for the Head of Department to conduct the investigation, a suitably 'qualified' investigating officer will be appointed. The investigating officer will take evidence in writing and will produce a formal report.

Step 4

Where appropriate, action will be taken as a result of the findings of this report. You will receive a report of the investigation and actions taken within 3 months. We will also endeavour to keep you updated on activity in relation to your report as the investigation is progressing, wherever we can.

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 People Director;

- speaking to our Audit Committee Chairman; or
- disclosure to a regulator or external body.

If you choose to take the step of disclosing information to an external body, the laws relating to whistleblowing to external parties vary depending on the country in which you live and you should refer to local requirements.

Keeping Records

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

Finding out more

For more information, contact the HR team.

You can seek confidential advice from:

- The General Counsel and Company Secretary, Ruth Daniels ruth.daniels@superdry.com; or
- The People Director cathryn.petchey@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 Superdry employees, you can contact our Audit Committee Chairman, Alastair Miller (Independent Non-Executive Director, Superdry plc), via Safecall, our whistleblowing line service provider. To do this, contact Safecall by telephone, and advise them that you wish to be put in contact with the Audit Committee Chairman on a confidential basis.

Reviewed and approved by the Audit Committee /Board on 3 December 2021

Whistleblowing procedure

