

# WHISTLEBLOWING POLICY

(ADOPTED BY THE BOARDS OF BOWLEVEN PLC AND EUROIL LIMITED ON 30 JUNE 2011)



**Whistleblowing** a. Bringing an activity to a sharp conclusion as if by the blast of a whistle (OED) b. Raising concerns about misconduct within an organisation or within an independent structure associated with it (Nolan Committee) c. Giving information (usually to the authorities) about illegal or underhand practices (Chambers) d. Providing a safe alternative to silence (Public Concern at Work) e. (origins) Police constable summoning public help to apprehend a criminal; signal to stop work in the industrial age; referee stopping play after a foul in football



**Bowleven plc**  
**50 Lothian Road**  
**Festival Square**  
**Edinburgh**  
**EH3 9WJ**  
**Tel: 0131 524 5678**  
**Fax: 0131 524 5690**  
**[www.bowleven.com](http://www.bowleven.com)**

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## **1. Introduction**

- 1.1 Bowleven plc and its subsidiaries, including EurOil Limited ("the Group") seek to conduct their business with the highest standards of honesty and integrity at all times. The Group encourages the highest standards of openness and accountability. We expect all staff to maintain such standards and to report any wrongdoing or malpractice that falls short of this principle and of which you may become aware. We also recognise that at one time or another, you may have genuine concerns about what is happening at work.
- 1.2 Whistleblowing is the disclosure of information by an employee or worker about some danger, fraud or other illegal or unethical conduct in the workplace. The Employment Rights Act 1996 (as amended by the Public Interest Disclosure Act 1998) sets out how workers should make disclosures concerning workplace malpractice and gives legal protection to employees who blow the whistle.
- 1.3 The aim of this policy is to inform you how to disclose genuine concerns about things at work and to ensure that you can be confident that you can raise any matters of genuine concern without fear of reprisals, in the knowledge that they will be taken seriously, and that matters will be investigated appropriately and regarded as confidential.
- 1.4 This policy is for guidance only and does not form part of your contract of employment.

## **2. Scope**

This policy applies to every person working for the Group, including contractors, wherever you are located.

## **3. Relevant Disclosures**

- 3.1. In general terms, this policy can be used to report actions or omissions that may be:
  - Illegal;
  - contrary to the Group's established policies or procedures, including the Group's Anti-Bribery and Corruption Policy;
  - outside the scope of an individual's authority;
  - damaging to the Group's reputation;
  - conflicts of interest.

3.2. You should make a disclosure under this policy if you have a genuine belief based on reasonable grounds that:

3.2.1 a criminal offence has been committed, is being committed, or is likely to be committed; or

3.2.2 a person has failed, is failing, or is likely to fail to comply with their legal obligations; or

3.2.3 a miscarriage of justice has occurred, is occurring, or is likely to occur; or

3.2.4 the health and safety of any individual has been, is being, or is likely to be endangered; or

3.2.5 the environment has been, is being, or is likely to be damaged; or

3.2.6 any of the above matters are being deliberately concealed or are likely to be deliberately concealed.

3.3. Particular concerns that may fall within the terms of this policy include:

- corrupt practices
- breach of confidentiality;
- the provision of negligent advice;
- financial malpractice or fraud;
- breaches of health and safety;

3.4. This policy is distinct from any Grievance Procedure which is applicable to your employment. If you have a complaint relating to your personal circumstances in the workplace you should follow the relevant Group Grievance Procedure.

3.5. The Group values any genuine concerns reported in good faith under this procedure. If you are uncertain whether the matters concerning you are within the scope of this policy (for example, if you are suspicious but uncertain as to whether the law has been broken, or whether a person is acting outside the scope of their authority), we encourage you to report the concerns to the Chief Executive Officer in accordance with the procedure set out below.

#### **4. Raising a concern**

4.1 If you have any concerns about any form of malpractice falling within the categories outlined above, you should raise these with Eli Chahin, the Chief Executive Officer who can be contacted by calling +44 (0)131 524 5678.

4.2 In the absence of the Chief Executive Officer, or if you do not feel comfortable discussing your concerns with him, or if the disclosure is extremely serious or in any way involves the Chief Executive

Officer, you should report it directly to the Chairman of the Board of directors of Bowleven plc. The Board of Bowleven plc has overall responsibility for monitoring compliance with the Group's ethics policies. Chris Ashworth may be contacted by email at [christopher.ashworth@bowleven.com](mailto:christopher.ashworth@bowleven.com).

- 4.3 We envisage that any disclosures will most likely relate to the actions of our employees or directors but they may also relate to the actions of a third party, such as a contractor or consultant. It may be appropriate for you to raise your concerns directly with the third party where you believe that the malpractice identified relates solely or mainly to their conduct or is a matter which is their legal responsibility. However, you must consult the Chief Executive Officer internally before speaking to the third party.
- 4.4 The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any workplace wrongdoing. It is therefore hoped that it will not be necessary for workers to make disclosures to external organisations. However, in very serious circumstances, we recognise that it may be appropriate for you to report your concerns to an external body, such as a regulator or a law enforcement agency, including the Police. It will very rarely, if ever, be appropriate to make a disclosure to the media.
- 4.5 You can raise your concerns orally or in writing, although you may be asked to formalise your concerns in writing. You should state that you are making a disclosure under this Whistleblowing Policy and specify whether you wish your identity to be kept confidential. The Chief Executive Officer will acknowledge receipt of your formal written disclosure and keep a record of further action taken.
- 4.6 We recognise that disclosures made under this policy may involve highly confidential and sensitive matters and that you may prefer to make an anonymous disclosure. However, we regret that we cannot guarantee to investigate all anonymous allegations. Proper investigation may prove impossible if the investigator cannot obtain further information from you, give you feedback, or ascertain whether your disclosure was made in good faith. If you reveal your identity to the Chief Executive Officer, measures can then be taken to preserve your anonymity as appropriate.

## **5. Investigation and Outcome**

- 5.1 The Group is committed to investigating disclosures fully, fairly, promptly and confidentially where circumstances permit. Following your formal written disclosure, the Chief Executive Officer (or another individual acting in their place) will acknowledge receipt as soon as possible, normally within five working days, and make appropriate arrangements for investigation.
- 5.2 You may be required to provide further information to the Chief Executive Officer before an investigation can begin.
- 5.3 If the investigation shows that the issue can be resolved quickly, or in a straightforward manner, it will be brought to the attention of the appropriate manager for resolution as quickly as possible
- 5.4 In some cases, it may be appropriate for a manager not connected to the complaint, or an external specialist, to conduct the investigation. The Chief Executive Officer will make a decision as to whether this is necessary.
- 5.5 So far as the Chief Executive Officer considers it appropriate and practicable, you will be kept informed of the progress of the investigation and the outcome. However, the need for confidentiality may prevent us giving you specific details of the investigation or any relevant actions taken as a result.
- 5.6 It is not normally appropriate to set a specific timeframe for completion of investigations in advance, as the diverse nature of disclosures contemplated makes this unworkable. We will, however, aim to deal with all disclosures in a timely manner and with due regard to the rights of all individuals involved.

## **6. Confidentiality**

- 6.1 Knowledge of disclosures will be limited to those within the Group who require to know about them in order to investigate or in order to remedy or prevent the wrongdoing in question.
- 6.2 Every effort will be made to keep the identity of an individual who makes a disclosure under this policy confidential, at least until any formal investigation is under way.
- 6.3 In order not to jeopardise the investigation into the alleged malpractice, you will also be expected to keep the fact that you have raised a concern, the nature of the concern and the identity of those involved confidential.
- 6.4 There may, however, be circumstances in which, because of the nature of the investigation or disclosure, it will be necessary to disclose your identity, for example in connection with disciplinary

proceedings or legal investigations or proceedings. If, in our view, such circumstances exist, we will make reasonable efforts to inform you in advance before your identity is disclosed.

- 6.5 If it is necessary for you to participate in an investigation, the fact that you made the original disclosure will, so far as is reasonably practicable, be kept confidential. It is possible, however, that your role as the whistleblower could become apparent to third parties during the course of an investigation even if your identity is kept confidential.

## **7. Protection and Support for Whistleblowers**

- 7.1 Members of staff who raise genuinely-held concerns in good faith under this procedure should not be dismissed or subjected to any detriment as a result of their disclosure. Detriment includes dismissal, unwarranted disciplinary action, victimisation, threats or other unfavourable treatment.
- 7.2 If you believe that you have been subjected to a detriment within the workplace as a result of reporting concerns under this procedure, you should inform the Chief Executive Officer immediately. If the matter is not remedied, you should raise a grievance under the Grievance Procedure.
- 7.3 Staff who victimise or retaliate against whistleblowers will be subject to disciplinary action.
- 7.4 If an investigation under this procedure concludes that a disclosure has been made maliciously, vexatiously, in bad faith, with a view to personal gain or for any other inappropriate reason, the whistleblower will be subject to disciplinary action.
- 7.5 If you make a disclosure anonymously or without following the guidelines in this policy, you may not be able to receive the full protection outlined above.

## **8. Further advice**

If you require further advice, you may wish to contact the independent UK whistleblowing charity Public Concern at Work on:

Tel: +44 (0) 20 7404 6609

Fax: +44 (0) 20 7403 8823

Email: [whistle@pcaw.org.uk](mailto:whistle@pcaw.org.uk)

Website: <http://www.pcaw.co.uk>