

Whistleblowing Policy

We and our subsidiary companies are committed to the highest standards of quality, honesty and accountability.

As an employee you have an important role in achieving this goal. Employees will usually know when someone in the organisation is doing something illegal or improper but are often afraid about voicing their concerns.

The policy is intended to conform to the guidance in the Public Interest Disclosure Act and encourages you to raise concerns internally in the first instance.

Policy

This policy applies to all permanent and short-term employees of the Group. It also applies to external consultants, contractors and agency staff whilst working within the Group.

It is impossible to give an exhaustive list of the activities that constitute misconduct or malpractice but broadly speaking we would expect you to report the following:

- Criminal offences.
- Failure to comply with legal obligations (including The Bribery Act 2010).
- Actions which endanger the health or safety of employees or the public.
- Actions which cause damage to the environment.
- Actions which are intended to conceal any of the above.

The policy is primarily for concerns where the interests of others or of the organisation are put at risk.

Your Confidence

Hill & Smith Holdings is committed to this policy. If you raise a genuine concern under this policy you will not be at risk of losing your job or suffering any form of retribution or harassment as a result of your acting in good faith, it does not matter if you are mistaken. This policy does not, however, extend to anyone who maliciously raises a concern that they know is untrue.

Regardless of the above assurance, we understand that you may still want to raise a concern with confidence under this policy. If you ask us to protect your identity by keeping your confidence, we will not disclose it without your consent. But you should remember that if you do not tell us who you are it will be much more difficult for us to investigate your concern or to give you feedback.

How To Raise A Concern Internally

We hope that, in the first instance, you will feel able to raise a concern with your direct line manager or your Managing Director or Finance Director. You can do this in writing or, if you prefer, you can telephone your manager, your Managing Director or Finance Director.

If, for whatever reason, you feel you cannot speak with your manager, your Managing Director or Finance Director about your concern or if you think your concern has not been handled properly, then you should ring, in the first instance, the Secretary (Mr J C Humphreys) at Hill & Smith Holdings PLC: 0121 704 7430. If you prefer you can write to him at Hill & Smith Holdings PLC, Westhaven House, Arlestone Way, Shirley, Solihull, B90 4LH or e-mail him at john@hsholdings.com.

Remember, we can deal with your concern even if you prefer to remain anonymous, but it will make it all the harder to investigate and give you feedback.

Once you have told us of your concern, we will look into it carefully and thoroughly to assess what action, if any, should be taken. Depending on the nature of your concern, this may mean an internal inquiry, or more formal investigation. We will tell you who your point of contact will be and whether we will need further assistance from you. We may ask you how you think your concern should be best dealt with. If you have a personal interest in the matter, we would ask that you tell us at the outset. Whilst we will try to give you as much feedback as possible, we may not be able to give you specific details as this could infringe upon the privacy of another individual. In certain circumstances the matter may be referred by the Company Secretary to the Chairman of the Audit Committee who will decide upon the most appropriate course of action, investigation process and outcome.

We cannot guarantee that we will respond to all concerns in the way that you might wish, but we will try to handle the matter fairly and properly. By using this policy, or the policy of your employing company, you will help us to achieve this.

Monitoring The Policy

Confidential records will be kept of all matters raised through this policy and where appropriate the Audit Committee or the Board of Directors will receive reports with an assessment of the effectiveness of the policy in dealing with individual matters.