



## **DS Smith's 'Speak Up!' policy**

**Version Control**

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1.2	16/03/2021	Iain Simm	The Board	

## DS Smith's 'Speak Up!' policy

DS Smith will build relationships based upon our core values – to be **Caring, Challenging, Trusted, Responsive** and **Tenacious** and will do so in a socially and environmentally responsible manner. All DS Smith employees, contingent workers (to the extent permitted by local law), non-executive directors and shareholders (referred to in this policy as 'You') are expected to conduct company business in a legal and ethical manner as detailed in our Code of Conduct.

For the purposes of this policy, 'contingent workers' is a collective term for all individuals who are providing services to the company that are not DS Smith employees and includes the self-employed, contractors, volunteers and trainees.

You have a responsibility not only to be aware of the Code of Conduct but to bring to the attention of management any activity which you believe may be in violation of company policy or local law, or does not meet the high standards as set out in the Code of Conduct.

This 'Speak Up!' document explains the policy and provides detailed information on the procedures for reporting breaches.

The policy has been implemented following consultation with appropriate employee representative bodies.

In the first instance, you should raise any problems or concerns either verbally or in writing with your line manager or alternatively with local HR or an employee representative. If you are not comfortable doing this, there are multiple 'Speak Up!' options available to you: you can make a report through a dedicated free phone line or a secure website (both maintained by an independent third party that is under a duty of confidentiality). The phone and the website support the majority of languages spoken across DS Smith. Alternatively you can send an email or a letter in the post to the Group General Counsel and Company Secretary.

It is DS Smith's policy to build a climate where employees know that they will be supported if they raise concerns and where concerns, including a suspected breach of our Code of Conduct, have an avenue to be reported through and confidentially investigated.

We have recently updated the 'Speak Up!' posters which include details of the toll-free phone number for your country and the website details. These should be displayed on noticeboards at all sites. All 'Speak Up!' reports will be treated in the strictest confidence. Both the phone option and website are available 24-hours-a-day, seven days a week.

Please read this document carefully. If you suspect that someone has violated the Code of Conduct, you should 'Speak Up!' through the relevant channels. Where possible, you should try to provide evidence to support your suspicions.

I know I can rely on you to uphold our principles and values to ensure the future success of DS Smith.

Miles Roberts,

Group Chief Executive

## DS Smith 'Speak Up!' Policy

DS Smith Plc and its subsidiaries ('DS Smith') are committed to the highest ethical standards in the way in which we engage with each other, our customers, employees, contingent workers, shareholders, suppliers and other stakeholders. DS Smith's reputation is founded on our achievement of these high standards.

This policy is designed to provide a procedure to enable you to raise your concerns should you have reasonable grounds to believe that an incident of work malpractice or a potentially unethical incident has occurred, is occurring, or is likely to occur within DS Smith. In these circumstances you may not feel it is possible to raise the concerns locally or you may not feel comfortable doing so.

This policy applies to all employees, and all categories of contingent workers (including contractors) employed and engaged within DS Smith (to the extent permitted by local law) as well as non-executive directors and shareholders.

We are committed to dealing responsibly, openly, ethically and professionally with any genuine concern you may have about any conduct, behaviour, practice, procedure or policy carried out by any officer or employee of DS Smith or its contractors, suppliers, agents or consultants, which may be a crime, a breach of rules, an irregularity, a malpractice, a miscarriage of justice, a danger to the health and safety of our employees or our customers, financial malpractice, breach of legal obligations or may damage the environment.

You should raise any concerns about any incidents of malpractice or unethical behavior in the workplace at the earliest possible stage.

This policy does not form part of any employee's contract of employment and DS Smith may amend it at any time, subject to any information/consultation obligations required by local law.

This policy is intended for complaints about malpractice or unethical conduct and there is further guidance below about the types of matters that may constitute malpractice or unethical conduct falling within the scope of this policy. It is not intended to replace local HR grievance policies or other complaints policies or procedures. For example, if you feel your manager has unfairly disciplined you then you should follow any local disciplinary appeal procedure. You may also be able to raise a grievance locally about how your manager is treating you. If you know or suspect that site management are involved in a practice of bribing customers then you should use this 'Speak Up!' procedure. If you are uncertain whether something is within the scope of this policy, you should seek advice from your line manager/HR manager, unless your concern involves them, in which case you should use the Speak Up! procedure without seeking further clarification.

### Why should you 'Speak Up!'?

You are expected to act in accordance with the company values and business principles outlined in the Code of Conduct and supporting policies. This applies to corporate actions, such as when DS Smith tenders for a contract, as well as the individual actions of our workers. Maintaining high standards means conducting business and treating each other ethically, legally and in accordance with our own Policies and Procedures. Our adherence to these standards is a key component in building a reputation for excellence and integrity. The benefits of maintaining high standards of business conduct include:

- maintaining and enhancing trust, confidence and reputation
- more pleasant working conditions;
- improved facilities and equipment;
- competitive prices on goods and services; and/or
- increased safety and security.

Business conduct violations can result in serious consequences for individuals – even imprisonment under some circumstances. Companies may also be financially penalised through lawsuits and claims, resulting in fines and/or restrictions placed on business activities. But most importantly, you should care because violations of business conduct make everyone a victim. The negative impact on you if you commit a violation of business conduct, both personally and professionally can be severe.

You should raise any concerns about malpractice or unethical conduct as set out below or any suspected breach of the Code of Conduct (to the extent it is applicable and permitted by local law) using one of the 'Speak Up!' options outlined on the posters and in this policy.

### Malpractice or unethical conduct

You should raise your concerns internally about malpractice or unethical conduct, in good faith, on an impartial basis and along with all specific and relevant information (where known) which may include:

1. the committing, or likely committing, of a criminal offence; or
2. a failure to comply with any domestic or international legal or regulatory obligation; or
3. endangering the health and safety of any individual; or
4. threat of severe damage to the public interest; or
5. harassment of employees or contingent workers (to the extent that there is a local bullying and harassment policy any complaints should be raised in accordance with that policy); or
6. damage to the environment; or
7. a miscarriage of justice; or
8. fraud or financial irregularity; or
9. facilitating tax evasion; or
10. blackmail, corruption or bribery; or
11. Slavery and Human Trafficking; or
12. deliberate concealment relating to any of the acts or failures to act described in 1 to 11; or
13. any other material breaches of DS Smith's policies and procedures.

For DS Smith it does not matter in which country your knowledge or suspicion of malpractice or unethical conduct occurs; you should raise any suspicion of malpractice, unethical conduct or breach of obligations, including those set out in applicable local law. Malpractice is defined slightly differently in various jurisdictions in which we operate, for example under Article 1(d) of the Whistleblowers Authority Act in the Netherlands (*Wet Huis voor Klokkeluiders*) or the Monetary or Financial Code or the General Regulation of the Financial Markets Authority (*Autorité des Marchés Financiers/AMF*) in France.

In so far as a suspicion of malpractice falls within number 11 above (Slavery and Human Trafficking), your local HR team can provide details of the reporting process applicable to you.

### **Protection for workers who raise concerns**

DS Smith will take all reasonable steps to ensure all persons raising concerns under this Policy and any supporting colleagues or relatives are not subjected to any harassment, victimisation, retaliation, detriment, discrimination or disciplinary action as a result of raising the action.

Prohibited retaliation would include, for example, termination of employment, non-extension of employment contracts, discrimination, bad evaluations (PDRs), denial of training opportunities, demotion or omitting promotion. Workers can seek legal redress if they are subject to prohibited retaliation, subject to local laws. Prohibited retaliation of whistleblowers, or breaches of their right to confidentiality, may result in disciplinary action against those responsible.

### **Unfounded Allegations**

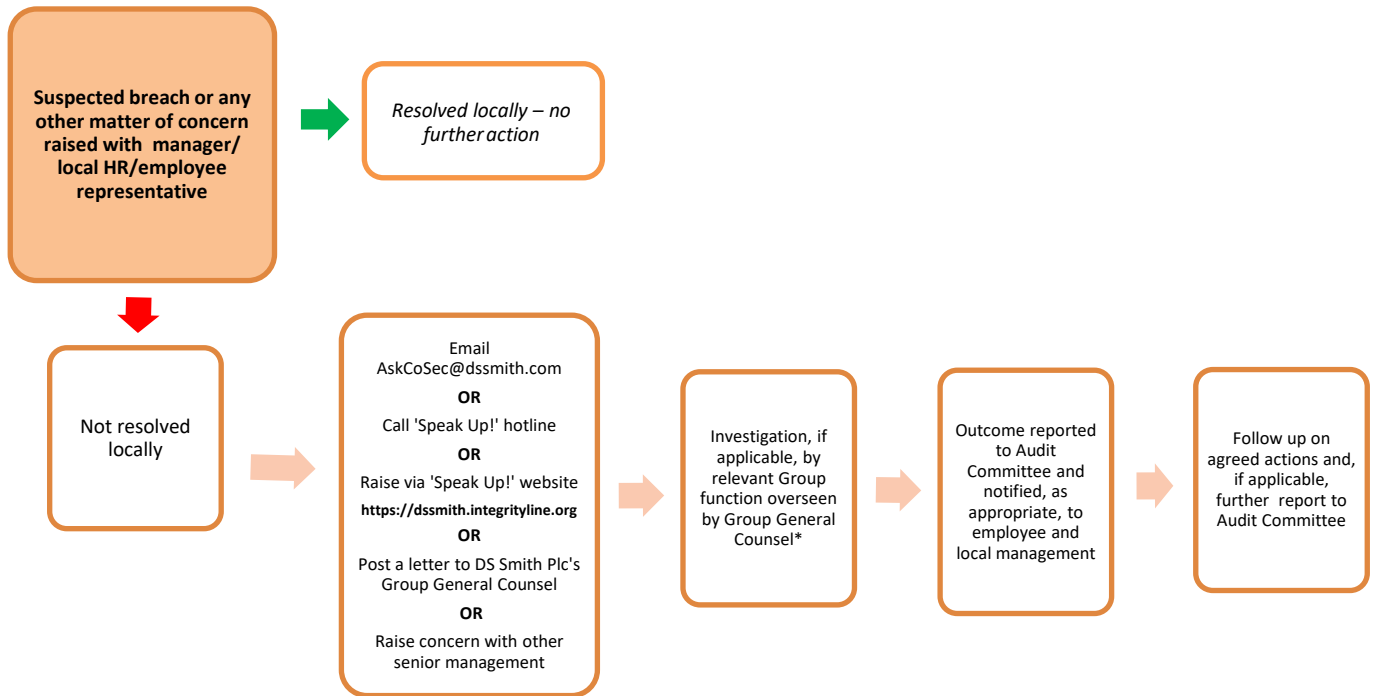
No action will be taken against any employee, contingent worker or any supporting colleague or relative if they make an allegation under this policy in good faith, with reasonable grounds to believe the information on breaches reported was true at the time of reporting, even if the allegations are not validated by the subsequent investigation. However, malicious or unfounded allegations may result in disciplinary action.

### **How can I help maintain high standards of business conduct?**

It is our primary aim to prevent workplace malpractice or unethical conduct from occurring. If it does happen however, it is our objective to prevent any reoccurrence. We will investigate reported issues and take appropriate actions.

You can play an important role in helping us meet the behavioural standards reflected in DS Smith's 'Speak Up!' Policy. When you raise an issue, we can look into the matter, take timely and appropriate action and make changes where necessary.

The flow chart summarises the 'Speak Up!' options, including for raising concerns about any suspected breach of the Code of Conduct.



\* Where practicable, decisions on whether disciplinary action should be taken against any individual(s) as a result of the investigation will be taken by a different and more senior person than the person carrying out the investigation.

Confidentiality will be maintained throughout the whole process

### Who can you contact?

If you have a concern about workplace malpractice or unethical conduct, it will usually be appropriate to initially discuss it with your line manager, HR Manager or employee representative. He or she will attempt to resolve the matter as promptly as is reasonably practicable.

To the extent permitted by local law and in all circumstances where it is required by local law, your name will be kept confidential by those investigating your concerns and will not be disclosed to the subject of your complaint. Where there is an absolute requirement that your identity is kept confidential, any breach of this by those investigating your concerns will be treated very seriously.

There may be circumstances where you feel unable to approach your line manager, HR Manager or employee representative and in these circumstances you can raise concerns (to the extent permitted by local law) via the external helpline. This confidential helpline is run in line with the DS Smith Group Data Protection Policy by our independent third party provider, to ensure that concerns about malpractice or unethical conduct in the workplace are properly raised and addressed. The helpline can be contacted on a free phone number or via their website (see posters or Plexus for the details). The helpline supports all the languages spoken across DS Smith. Alternatively you can contact the Group General Counsel and Company Secretary at AskCoSec@dssmith.com or by post to: Group General Counsel and Company Secretary, DS Smith Plc, 350 Euston Road, London, NW1 3AX, England.

Provided local law permits, you may remain anonymous, but you will be encouraged to provide your name and contact details to help facilitate the effectiveness of the subsequent investigation and to keep up to date with progress.

### **Data Protection**

Any personal data collected will be processed in accordance with applicable local data protection laws. To the extent permitted by local law, you may request access to personal data collected about you, you may also object to or request amendments to your personal data and you should refer to the Data Protection Policy for details on how to do this.

You will receive an acknowledgement of receipt of your 'Speak Up!' report (with date and time) and you will be kept informed about the treatment of your data. Your data will usually be destroyed or anonymised two months after the end of the investigation, unless data needs to be retained for the purposes of a disciplinary or legal procedure, in which case data will be retained for no longer than is necessary for these purposes.

Any person who is accused of wrongdoing in a 'Speak Up!' report will be informed of the allegation no longer than one month from the point when the report is made.

### **What will happen next?**

The company recognises that proper investigations by suitable skilled managers are an essential part of an effective 'Speak Up! Policy. Investigations will be conducted by managers of a suitable level of seniority and with a suitable level of skill and experience. Managers will be provided with training on conducting investigations where appropriate.

Following an investigation, if the concern raised is found to be valid, we may make specific findings and take appropriate actions. Sometimes the matter may need to be referred on or further investigation may be needed. For example, we may take one or more of the following steps (this is a non-exhaustive list):

- Refer the matter to DS Smith General Operating Committee with a view to conducting an internal investigation;
- Refer the matter to a technical expert;
- Refer you to the local grievance procedure;
- Refer the matter to the Board of Directors<sup>1</sup>;
- Refer the matter to the appropriate external regulatory body for further investigation.

The recipient of your notification will acknowledge receipt without undue delay and always within seven days of receipt, and your local HR team can provide

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<sup>1</sup> To the extent that any members of the Audit Committee are located in the USA and there are data transfers in the USA, adequate safeguards have been put in place to address European data protection requirements.



details of any additional notification protocols applicable to you not set out in this policy. You may request a physical meeting, which will take place within a reasonable timeframe and subject to public health regulations relating to in-person meetings.

The Group Company Secretarial team will aim to keep you reasonably informed of the progress of the investigation, its likely timescale and any resulting action, either directly or via the helpline facility, unless there are exceptional circumstances, for example, if reporting back to you would prejudice a potential or pending legal or regulatory action or process. You should treat any information about the investigation as confidential. You will usually receive a full response within three months of your report, although it may take up to six months in more complex cases.

If you are dissatisfied with the way your disclosure has been dealt with, you should raise your concern in writing through your local line manager, local HR or employee representative, by the helpline facility or via the website and your concerns will be investigated.

Generally, if the reported concern is considered unfounded and does not lead to investigation, any personal information received from that report will promptly be destroyed. If an investigation is launched, any personal information will be destroyed or archived in accordance with the DS Smith Group Document Retention Policy.

### **Confidentiality**

Provided any concerns you raise relate to malpractice or unethical conduct and are not out of malice or with a view to personal gain and you have reasonable grounds for believing your concerns to be true the following will apply:

- DS Smith would only disclose an employee's identity (if known and to the extent permitted by local law) if necessary, to comply with a legal or regulatory obligation or where legally permitted in the public interest. It may, in certain limited circumstances, become necessary to identify you or become possible for third parties to deduce your identity. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you (to the extent required by local law).
- So far as possible, and in accordance with our Data Protection Policy, any supporting evidence relating to the disclosure will be kept secure at all times.

### **Non-disclosure agreements**

The company will not enter into non-disclosure agreements with workers which purport to prohibit them from making disclosures:

- in order to report a criminal offence to the police or other law enforcement agency or to co-operate with an investigation or prosecution by such an agency or the police;
- for the purposes of reporting misconduct or wrongdoing, or a serious breach of regulatory requirements, to anybody responsible for supervising or regulating the matters in question;



- if and to the extent required by law or where such disclosure is protected by law.

### **Responsibility**

All those persons referred to within the scope of this policy are required to be familiar with the terms of this policy.

Individual managers are responsible for ensuring that this policy is communicated and applied within their own area. Any queries on the application or interpretation of this policy must be discussed with the Group General Counsel and Company Secretary prior to any action being taken.

Adopted by the Board  
March 2021