

SPEAK UP/WHISTLEBLOWING POLICY

1. INTRODUCTION

- 1.1** Auction Technology Group plc and its group companies (the "**Company**") is committed to maintaining the highest standards of honesty, openness, and accountability both within the organisation and in all its business dealings. We must be able to trust one another to behave honestly and our customers must be able to have absolute confidence in us. The Company recognises that employees have an important role to play in achieving these goals.
- 1.2** The aims of this policy are:
- 1.2.1** to encourage staff to speak up when they suspect wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected to the greatest extent practicable or as otherwise required by law;
 - 1.2.2** to proactively communicate to staff the guidance on how to raise those concerns;
 - 1.2.3** to reassure staff that they should be able to speak up about genuine concerns without fear of reprisals or retaliation, even if they turn out to be mistaken.
- 1.3** This policy applies to all individuals working at all levels of the organization across all countries, including executives, managers, officers, directors, employees, consultants, contractors, part-time employees, and temporary and agency staff (collectively referred to as staff in this policy).
- 1.4** This policy does not form an employment contract or part of any employee's employment contract and may be amended at any time by the Company, in its sole discretion.

2. WHAT IS SPEAKING UP OR WHISTLEBLOWING?

- 2.1** Speaking up or whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include: criminal activity; miscarriages of justice; danger to health and safety; damage to the environment; failure to comply with any legal obligation; bribery; theft; misuse of Company resources for personal benefit; expense fraud; disclosure of confidential Company information or documents; breach of any of our other internal policies and procedures; or the deliberate concealment of any of these matters.
- 2.2** A whistleblower is a person who raises a good-faith concern relating to any of the above. The act of whistleblowing can be performed in any language. The company encourages its staff to report good faith concerns about any conduct referenced above, or any other conduct they believe to be unlawful, fraudulent or unethical, whether that conduct is occurring within the Company or otherwise involves one of the company's customers,

vendors, contractors, guests or any other party having a business relationship with the Company.

- 2.3** This policy should not be used for complaints relating to your personal circumstances, such as the way you have been treated at work. In those cases, you should use the Grievance Procedure or report your concerns to your line manager or to the Human Resources department as applicable.

3. SPEAKING UP ABOUT A CONCERN

- 3.1** We hope that in many cases you will be able to raise any concerns with your line manager or the Human Resources department. You may tell them in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively. In some cases, they may refer the matter to the Whistleblowing Officer in your country.

- 3.2** However, where the matter is more serious, or you feel that your line manager or the Human Resources department has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact one of the following:

3.2.1 The Whistleblowing Officer; or

3.2.2 Chairman of the board of directors.

Contact details are set out at the end of this policy.

4. CONFIDENTIALITY

- 4.1** We hope that staff will feel able to speak up about their concerns openly under this policy. However, if you want to raise your concern confidentially or on an anonymous basis or where we are otherwise required by law to treat such details as confidential, we will make every effort to ensure confidentiality and will keep your identity secret. If it is necessary and permitted under local law for anyone investigating your concern to know your identity, we will discuss with you. If you are in any doubt, you can seek advice from the organisations named at the end of this policy who can provide advice and guidance to whistleblowers. Their contact details are set out at the end of this policy.

- 4.2** When submitting a concern, we would encourage you to provide as much detailed information as possible, including the background and history of the concern, names, dates and places where possible, and the reasons why the situation is reason for concern. This is particularly important for reports that are requested to be made on an anonymous basis, as further investigation can may be more difficult or impossible in such cases.

5. EXTERNAL DISCLOSURES

- 5.1** The aim of this policy is to provide guidelines and an internal mechanism for reporting any wrongdoing in the workplace. We are confident that in most cases your concern will be able to be addressed internally.
- 5.2** However, it may be that local law recognizes that in some circumstances it may be appropriate for you to report your concerns, make lawful disclosures, or communicate with external bodies such as governmental authorities or regulators about conduct that you genuinely believe violates the laws or regulations of the country in which you are based. Advice can be sought from the independent whistleblowing charity in your country listed at the end of the policy.

6. INVESTIGATIONS INTO CONCERNS

- 6.1** The Company is committed to reviewing all reported concerns, conducting proper, fair and thorough investigations tailored to the circumstances, and taking appropriate remedial and concluding steps as warranted. All action taken by the Company in response to a concern will necessarily depend on the nature and severity of the concern. This may include initial inquiries and fact-gathering to decide whether an investigation is appropriate and, if so, the form and scope of the investigation. Please understand that an investigation into concerns raised is not an indication that they have either been confirmed or rejected.
- 6.2** The Company will comply with all applicable laws in conducting investigations. The Company expects that all staff will cooperate with and provide truthful information to facilitate an effective investigation. The Company will keep the identity of all whistleblowers and participants in an investigation confidential, to the greatest extent possible or as required by law.

7. PROTECTION AND SUPPORT FOR THOSE WHO SPEAK UP

- 7.1** It is understandable that those who speak up and those participating in an investigation are sometimes worried about possible repercussions. We aim to encourage openness and will support staff who raise in good-faith genuine concerns and report truthful information under this policy, even if the concern turns out to be unfounded.
- 7.2** Staff must not suffer any detrimental treatment or retaliation as a result of speaking up or participating in the Company's investigation. This could take the form of dismissal, disciplinary action, threats or other unfavourable treatment connected with raising or providing information regarding a concern. If you believe that you or anyone else has suffered any such treatment, you should inform the Whistleblowing Officer in the relevant country immediately. Anyone who engages in retaliation against someone who speaks up or against someone who assists in an investigation into a whistleblowing concern or who has otherwise subjected such a person to a detriment could be subject to disciplinary action.

7.3 All conversations, calls, and reports made in good faith under this policy will be taken seriously. However, staff who raise concerns or provide information that they know to be false or without a reasonable belief in the truth and accuracy of such concerns or information could be subject to disciplinary action

8. WHAT CAN I DO IF I AM UNHAPPY WITH THE WAY THE COMPANY HAS DEALT WITH MY REPORT?

8.1 While we cannot always guarantee the outcome you are seeking, we are committed to addressing your concern fairly and in an appropriate way.

8.2 If you are not happy with the way in which your concern has been handled, you can raise it with one of the other key contacts set out above.

9. RESPONSIBILITY OF THE POLICY

9.1 The Board has overall responsibility for this policy, and for reviewing the effectiveness of actions taken in response to concerns raised under this policy.

9.2 The Whistleblowing Officer in the relevant country has day-to-day operational responsibility for this policy, and must ensure that all managers and other staff who may deal with concerns or investigations under this policy receive regular and appropriate training.

9.3 The Whistleblowing Officers, in conjunction with the Board should review this policy from a legal and operational perspective at least once a year.

9.4 All staff are responsible for the success of this policy and should ensure that they use it to disclose any suspected wrongdoing and to report any retaliation or detrimental treatment as set out above.

Approved by the Board of Auction Technology Group plc: 27 November 2023



Contact details – for internal circulation only