Whistleblowing Policy

6 January 2025

Outline

Through NorthEdge Capital LLP's whistle-blowing procedures members, employees and associates are encouraged to report issues internally so that the firm is the first, not the last, to know about potential problems. This approach minimises the likelihood that a situation will arise which may lead to a claim against the firm under the Public Interests Disclosure Act 1998 ("PIDA", see below).

The Public Interest Disclosure Act 1998 (PIDA) created a right to redress, enforceable by tribunal, if a person is subject to harm or dismissal as a result of making a disclosure in the public interest – which is generally known as 'whistleblowing'. PIDA amended the Employment Rights Act 1996 and was introduced to encourage and allow workers to speak up if they have concerns about wrongdoing in their workplace.

PIDA sets conditions about the subject matter of the disclosure, the motivation and beliefs of the worker, and the person(s) to whom the disclosure is made. It provides a right to redress, in the event of whistle-blowers being victimised or dismissed, if they raise their concerns in the ways specified in the legislation.

Your Rights

Whistle-blowers making an external disclosure to a prescribed person, instead of via internal procedures, will be entitled to redress under PIDA if they are subjected to harm or are dismissed provided they reasonably believe that:

- the matter falls within one of the types of disclosure referred to below and that the disclosure is in the public interest
- the information, and any allegation it contains, are substantially true
- the matter falls within the description of matters for which the person is prescribed

However, it is up to an employment tribunal to decide after the event whether or not a disclosure was protected under PIDA.

Protect (formerly known as) **Public Concern at Work** is an independent charity that gives free, legal and confidential advice.

If you are thinking about making a disclosure but are not sure about your legal rights you should consider obtaining independent legal advice from an appropriately qualified adviser.

Types of disclosure

The scope of PIDA includes disclosures that, in the reasonable belief of the worker, are in the public interest and tend to show one or more of the following taking place either in the past, the present, or likely to take place in the future:

- a crime, breach of a legal obligation (regulatory, administrative, contract law or common law)
- a miscarriage of justice (for which the appropriate prescribed person in England and Wales is the Chief Executive of the **Criminal Cases Review Commission**)
- a danger to health and safety (for which the appropriate prescribed person is the **Health and Safety Executive**, or the relevant local authority)

- damage to the environment; (for which the appropriate prescribed person in England and Wales is the **Environment Agency**)
- attempts to cover up such malpractice

Purpose

NorthEdge's whistle-blowing procedures are compatible with the objectives under the Financial Services & Markets Act 2000 ("FSMA") in that (a) confidence is maintained in the financial system, (b) public understanding of the financial system is promoted, (c) consumers are protected, and (d) financial crime is reduced. The specific aims of the policy are to:

- Increase the likelihood of the firm learning of a wrongdoing in time to prevent serious damage;
- Reduce the time and resources which might be diverted to manage a crisis;
- Reduce the chance that concerns may result in reputational damage; and
- Deter people from engaging in malpractice by increasing the chances that they will be caught.

In addition to the types of disclosure above this policy covers major concerns such as:

- Conduct which is a breach of financial regulations or other standards which the firm applies;
- The unauthorised use of NorthEdge's funds;
- Possible fraud and corruption;
- Sexual or physical abuse; or
- Other unethical conduct.

NorthEdge is committed to high standards of ethical, moral and legal business conduct and therefore takes any malpractice in the organisation seriously. In order to respect the confidentiality of individuals raising concerns such as incorrect financial reporting, unlawful activity or serious improper conduct, a number of safeguards have been put in place:

Harassment and Victimisation: Harassment and victimisation for reporting concerns under this policy will not be tolerated.

Confidentiality: Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality. NorthEdge will try to minimise any difficulties a complainant has as a result of raising a concern. If, for example, the individual is required to give evidence in criminal, civil or disciplinary proceedings, the firm will arrange for the complainant to receive advice about the procedure.

Anonymous Allegations: The policy encourages whistle-blowers to put their names to allegations so as not to adversely impact subsequent investigations. Anonymous concerns will nevertheless be explored, but consideration will be given to the seriousness of the issue raised, the credibility of the concern and the likelihood that the allegation can be confirmed from attributable sources.

Bad Faith/Untrue Allegations: Allegations in bad faith may result in disciplinary action. No action will be taken against individuals raising concerns made in good faith that are not subsequently confirmed upon investigation. From 25 June 2013 the requirement for an allegation to be made in good faith has been disapplied for the purposes of determining liability. Therefore, it is no longer possible for an employer to argue that a whistle-blower's claim should fail because it was made in bad faith. This concept is now only relevant if a whistle-blower wins at tribunal and it is determined that the allegation, whilst successful, was made in bad faith. In such circumstances the compensation granted can be reduced by up to 25%, if it is considered just and equitable to do so.

PIDA

PIDA is employment legislation which amends the Employment Rights Act 1996. It creates a framework within which employees that meet the tests laid down in the Act are protected from victimisation when making certain disclosures in the public interest. Any term in an agreement or contract between the employee and NorthEdge is void insofar as it may preclude the employee from making a protected disclosure. PIDA defines a **protected 'qualifying disclosure'** as any disclosure of information which, in the reasonable belief of the employee, indicates that one or more of the following has been committed, is being committed or is likely to be committed either in the UK or anywhere else in the world:

- A criminal offence;
- Failure to comply with any legal obligation;
- A miscarriage of justice;
- Endangerment of the health and safety of any individual;
- Damage to the environment; or
- Deliberate concealment of information relating to any of the above

Qualifying disclosures may be made to a number of organisations including the FCA, Health & Safety Executive and HMRC.

In addition, the individual must also have reasonable belief that the disclosure is in the public interest.

The firm's policy does not cover private grievances, including complaints about individual employment matters that in the first instance should be raised with your line manager or if the dispute is with the line manager, then a Partner of the firm. If the grievance cannot be resolved within a reasonable amount of time or satisfactory then the employee may be referred to an Industrial Tribunal.

Our policy additionally covers any conduct not included above which appears likely to harm the reputation of the firm or constitute a breach of FCA rules and regulations.

Who is covered by the firms Whistleblowing policy

The policy applies to all permanent and short-term employees of the firm. It also applies to secondees, external consultants, contractors and agency personnel while at the firm. You are not required to have worked at the firm for a minimum amount of time before you can use this policy: you can use the procedure even if you are new to the firm.

The process for raising an internal concern

Reporting: The whistle-blowing procedure is intended to be used for serious and sensitive issues including those relating to financial reporting and unethical or illegal conduct, and may be reported directly NorthEdge's Whistle-Blowing Monitoring Officer, whose contact details are:

Ray Stenton
T: 0161 828 3112
M: 07739 817 565

E: ray.stenton@northedge.com

The Monitoring Officer has the authority to act independently when considering next actions but may consult others as deemed appropriate. Employment-related concerns should continue to be reported through normal channels such as the individual's manager, supervisor or to Jon Pickering. If the concern raised involves the Monitoring Officer, Jon may nominate another competent person to conduct initial enquiries with the same authority as the Monitoring Officer.

Concerns may be raised face to face, by telephone, email or in writing.

Timing: The earlier a concern is expressed, the easier it will be to take appropriate action.

Evidence: Whilst an individual may not necessarily be expected to prove the truth of an allegation with the removal of the "good faith" requirement for protected disclosures in 2013 such disclosures should clearly demonstrate that they are in the "public's interest". It should be noted that for legitimate protected disclosures this will have no bearing but for disclosures made in bad faith compensation may be reduced by 25%.

Please note that the whistle-blowing monitoring officer may also be known / referred to by other persons/ organisations as "Whistle-blowing champion" or the "whistle-blowing officer", however there purpose irrespective of title remains the same.

How the reporting of a concern will be handled

The action taken by the firm in response to a report of concern under this policy will depend on the circumstances of the concern. A concern may be investigated internally, referred to the police, the external auditor or an external regulatory or supervisory body as appropriate. The Monitoring Officer will provide the NorthEdge Management Committee with information on each complaint and follow-up information on actions taken (taking into consideration any individuals identified as possibly being involved).

Initial Inquiries: Initial inquiries will be made to determine if appropriate, in what form an investigation should take. Some concerns may be resolved without the need for investigation.

Further Information: The extent of the contact between the complainant and the Monitoring Officer (or other competent person investigating the concern) will depend on the circumstances of the concern and the clarity of the information provided. The Monitoring Officer will write to the complainant within 10 working days to acknowledge receipt of the concern and provide information in respect of further action to be taken (and if not why not). Further information may be sought from or provided to the complainant.

Outcomes: NorthEdge accepts the need to assure the complainant that the matter is being properly addressed. Subject to any legal constraints, therefore, the firm will keep the complainant informed about the outcomes of any investigation. It is NorthEdge's responsibility to determine whether to conduct an investigation and to decide the final outcome. The firm is not bound to disclose to the complainant any details of the investigation or to consult with the complainant about the final outcome.

Through the NorthEdge Management Committee the Monitoring Officer will oversee the implementation of any recommendations of the investigation.

If the member of Personnel making the disclosure does not believe that the matter has been dealt with efficiently and adequately (where a genuine qualifying disclosure has been made) they may seek to make an external disclosure.

In exceptional circumstances, a member of Personnel may wish to make an external disclosure directly (it should be noted that neither PIDA nor the FCA has defined what would constitute an exceptional circumstance).

Whilst the firm encourages internal reporting in the first instance, personnel should be aware that reports to third parties are not conditional on reports having first been made internally.

Administration

The Monitoring Officer who is also the firms Compliance Officer has the overall responsibility for the maintenance and operation of this policy and may liaise as necessary with the Managing Partner(s) and other members of the NorthEdge Management Committee.

External Procedures

Where a member of Personnel feels insufficient action has been taken in response to their disclosure (or where an exceptional circumstance arises) a disclosure may be made directly to an external source under PIDA.

As the regulator of the Firm, the FCA is the appropriate external body to contact in such circumstances. Priority will be given to live concerns or matters of recent history. Full information is available on the FCA website, along with alternative external contacts.

PIDA protects employees if they contact the FCA where:

- the allegation meets the criteria of a protected disclosure;
- they reasonably believe the information and any allegations in it are substantially true; and
- they reasonably believe the FCA is the appropriate body for the issue in question.

The FCA can be contacted as follows:

Intelligence Department (Ref PIDA)
Financial Conduct Authority
25 The North Colonnade
Canary Wharf
London E14 5HS

Tel: *0207 066 9200*
Email: whistle@fca.org.uk

The FCA emphasises that, ordinarily, Personnel should follow internal procedures before making an external disclosure.

Whilst whistle-blowers are encouraged to use the firm's internal procedures in the first instance, protection is provided to individuals in certain circumstances under PIDA when making direct qualifying disclosures to external organisations such as the Financial Conduct Authority ("FCA"), or Health & Safety Executive ("HSE"). A comprehensive list of prescribed people and bodies for reporting can be found on the HMRC website It should be noted, however, that it may be less likely that a whistle-blower will meet the reasonableness test for protection under PIDA if in the first instance he/she has failed to use the firm's procedures.

Suspicions of Money Laundering or Bribery

If individuals have any concerns relating to either suspected money laundering or bribery, these should be referred directly to the Firm's Money Laundering Reporting Officer, Charlie Page.

Suspicions of Market Abuse

If individuals have reportable concerns relating to market abuse, which includes, insider dealing, market manipulation, coercion, misrepresentation of qualifying investments, distortion (this list is not exhaustive – please refer to the firm's market abuse policy and procedures for full information); these can be reported through the whistle-blowing procedures, and it should be noted that professionals have an obligation to report Market abuse to the regulator by the following mediums:

whistle@fca.org.uk – to make confidential reports about market abuse
stabilisation@fca.org.uk – for reports about buyback programmes or stabilisation.

Relevance to MIFID and MIFIR

Where applicable to the firm's activities (which in NorthEdge's case will be in limited circumstances owing the nature of the firm's activities); employees are able to make a reportable concern to the whistle blowing officer in relation to any potential or actual infringements of compliance with MIFID and MIFIR. The types of reportable concerns in relation to MIFID and MIFIR are broad; examples of which may include (but are not limited to); failure of a firm to use the correct method of reporting and disclosure to clients and the regulator, failing to produce and maintain adequate records of relevant conversations, failing to obtain authorisation in order to undertake regulated activities to which MIFID applies. MIFID II is effective in the UK 3rd January 2018 and is designed to further enhance consumer protection and requires product design to be fit for its intended recipients, the distribution of products to be fit for its intended recipients, advice and personal recommendations to be appropriate and suitable for recipients, and full, fair and balanced disclosure throughout the entire life-cycle of products. Consumers are to expect regular reporting in a fair, transparent and durable medium and a full audit trail to exist against all parties involved in the product cycle (which includes but is not limited to the recording of all relevant conversations and any advice and the type of advice which may include restricted / personal recommendation). Authorised firms and Persons are reminded of their obligations to act with honesty and integrity, fitness and propriety at all times and that this is linked to the requirements of an authorised firm and the persons representing the firm including any persons whom hold approved functions (APER & FIT).

NorthEdge supports the whistle-blowing policy and confirms that any settlement agreements made between the firm and workers will expressly state that workers may make and are encouraged to make protected disclosures if and when necessary.

Advice

The Firm is not permitted to give legal advice to Personnel on the relevant legislation in this area. Any individual requiring advice may wish to contact Protect, an independent charity. Their contact details are:

Protect
The Green House
244-254 Cambridge Heath Road
London
E2 9DA

https://protect-advice.org.uk/contact-protect-advice-line/
0203 117 2520

National Crime Agency ("NCA")

Where an individual wants to report anonymously (or on the understanding that their identity will not be disclosed) any suspicion of serious or complex fraud or corruption they may report it to the NCA.
The NCA may be contacted 24 hours a day on 0370 496 7622.

Responsibilities

Staff and others working for the firm

- to be aware of this policy and procedures
- in making any disclosure to tell us if you have a direct personal interest in the matter

Managers

- to make their staff aware of this policy and procedures
- to encourage a positive open working culture for staff and others working at the firm to express easily their concerns
- to take concerns seriously
- to guide staff to the most appropriate route
- to refer concerns raised under this whistleblowing procedure to the Monitoring Officer (or Ray Stenton or one of the other Partners as alternates) within five working days or less
- to provide training to staff

Monitoring Officer or Equivalent

- to acknowledge receipt of disclosure to the whistle-blower
- to indicate to the whistle-blower, where possible, how management proposes to investigate the disclosure and the likely timescales
- to keep the whistle-blower informed of progress on a regular basis

- to take concerns seriously, to consider them fully and fairly
- to resolve issues as expeditiously as possible
- to communicate the findings to you, the individual(s) under investigation and, if appropriate, members of firm management or other external authorities
- to keep a confidential log to assess effectiveness of policy and any emerging trends
- to keep the policy under review.

What takes place during an investigation

In order to give full consideration to your disclosure it is likely that one or more fact finding meetings will take place. If you need to attend these meetings you can be accompanied by:

- a fellow employee of your choice who may be a friend or colleague,
- Any NorthEdge partner who is not involved in the investigation process

You will be able to confer with your companion during the course of the meeting and he/she may address the meeting but may not answer questions on your behalf.

Individuals under investigation may also be accompanied by a fellow employee of their choice who may be a friend or colleague, or a NorthEdge partner who is not directly involved in the investigation process.

What happens after the investigation

The body or individual investigating will ensure that the findings of the investigation are communicated to:

- You, as the person raising the wrongdoing concern;
- The individual(s) under investigation; and, if appropriate,
- Members of the external authorities who may need to consider whether action should be taken on the basis of the findings.
- The records will be destroyed after 7 years.