

**PG GROUP**

**SUBSIDIARY WHISTLEBLOWING POLICY**

**Last Updated: 11 February 2022**

**Index**

1. <u>Introduction.....</u>	3
2. <u>Definitions.....</u>	4
3. <u>Reportable Matters.....</u>	6
4. <u>Internal Disclosures.....</u>	7
5. <u>External Disclosures.....</u>	10
6. <u>Public Disclosures.....</u>	10
7. <u>Anonymous Disclosures.....</u>	11
8. <u>False or Misleading Disclosures.....</u>	11
9. <u>We do not tolerate Retaliation.....</u>	11
10. <u>Read the Law.....</u>	12
11. <u>Queries?.....</u>	12
12. <u>Annex A – Declaration.....</u>	13
13. <u>Annex B – Disclosure Form.....</u>	14
14. <u>Annex C – External Reporting Bodies.....</u>	15

## 1. INTRODUCTION

The PG Group (the “**Group**”)<sup>1</sup> is committed to cultivating the highest possible standards of ethical business conduct. We embody this commitment by conforming to the provisions of our [Code of Conduct](#), amongst which are the Group’s ‘core values’: the bedrock of our success. In everything we

---

<sup>1</sup> In this Core Whistleblowing Policy, “we”, “us” and “our” refer to the various PG Group companies as outlined on the PG Group website <[www.pggroup.com.mt](http://www.pggroup.com.mt)>.

do, we strive to ensure ethical, political and legal correctness, and we expect no less from our collaborators.

In this Subsidiary Whistleblowing Policy (the “**Policy**”), and in line with its obligations in terms of the Protection of the Whistleblower Act (Chapter 527 of the Laws of Malta) (the “**Act**”), the Group provides for the possibility of disclosing / reporting<sup>2</sup> suspected or actual misconduct committed within or by Alhambra Trading Limited (C-28476), being one of the larger subsidiary companies forming part of the PG Group (the “**Subsidiary**”).

The Group has also established a ‘Core Whistleblowing Policy’, which provides for a centralised internal Group-wide whistleblowing reporting channel through which one may disclose misconduct committed within or by the entities forming part of the Group. Should you wish to report matters at a Group-level, rather than directly to a Subsidiary, you may. Please refer to the Group’s Core Whistleblowing Policy for guidance.

### **Applicability of this Subsidiary Whistleblowing Policy**

This Policy, together with the Core Whistleblowing Policy, may be found on the Group’s website (<https://pggroup.com.mt>) (the “**Website**”). You may also request a copy from a Subsidiary’s **Whistleblowing Reporting Officer** (as defined hereunder), whose contact details are situated in Section 4 – Internal Disclosures of this Policy.

This Policy is to be adhered to by all **Reporting Persons** (as defined hereunder) seeking to disclose / report **Reportable Matters** (as defined hereunder) pertaining to a Subsidiary, and such unless said Reporting Persons do not feel it more apt to report the matter at a Group-level under the Group’s Core Whistleblowing Policy.

If you are an employee or a director, you are required to sign the acknowledgment in ‘Annex A – Declaration’, as appended to this Policy, delivering the same to the Subsidiary’s Whistleblowing Reporting Officer.

### **What is this Policy all about?**

Reporting misconduct, whether suspected or actual, is the hardest – but the right – thing to do. We know that the act of reporting misconduct may be accompanied by a fear of **Retaliation** (as defined hereunder), especially if you are an employee. It may feel easier to ignore a concern rather than to disclose one. However, we are cognisant of our legal obligations in terms of the Act and will ensure that all persons protected by the provisions of the Act, including **Reporting Persons** and other persons, such as **Persons Concerned** (as defined hereunder) and **Facilitators** (as defined hereunder), shall be safeguarded from any possibility of Retaliation.

We are also aware of the importance of maintaining ‘confidentiality’, both in respect of the content of the disclosures being made, as well as the identity of the abovementioned persons, and shall always ensure that we abide by the obligations imposed on us by the Act to keep this information confidential and safe.

### **The Whistleblowing Reporting Officer**

---

<sup>2</sup> In this Core Whistleblowing Policy, references to “disclosure” and “report” and variants thereof shall mean the same thing. These terms shall be used interchangeably throughout.

As shall be explained further in, and subject to the provisions of Section 4 – Internal Disclosures, the Whistleblowing Reporting Officer’s role is to receive and follow up on reports made by Reporting Persons. The WRO will be your contact point throughout the report life cycle, that is beginning from when you disclose the Reportable Matter to the Subsidiary in the manner described in Section 4.

Following a preliminary review of the disclosure made by the Reporting Person, the WRO shall refer the matter, as well as his recommendations for the way forward, to the Group’s Ethics & Compliance Committee (the “**E&C Committee**”).

### **Ethics & Compliance Committee**

The E&C Committee, its set-up, and its primary role are indicated in the Group’s Code of Conduct. Note that, together with the WRO, the E&C Committee is responsible for administering and enforcing this Policy in an independent, objective and consistent manner, and may update it as and when required.

Ensuring, at all times, that the confidentiality obligations imposed on the Subsidiary by the Act are observed, the E&C Committee shall assist the WRO in investigations relating to reports made by Reporting Persons and shall be charged with roping in other Group employees or third parties, such as legal and financial advisers, in any such investigation where required.

Any waivers of this Policy must be approved by the Board of Directors of PG plc (C-78333) (the “**Board**”), that is the Group’s parent company, or the Board’s appointee/s. On the rare occasion that a waiver is approved, we will disclose it if we are required to do so by law.

## **2. DEFINITIONS**

Unless otherwise herein defined, the below terms, when used in this Policy, shall have the meanings as attributed to them hereunder.

<b>Facilitator</b>	means a person who assists a Reporting Person in the reporting process in a Work-related Context.
<b>Person Concerned</b>	means a person who is referred to in the Reporting Person’s disclosure as a person to whom the improper practice is attributed or with whom that person is associated.
<b>Reportable Matters</b>	means conduct that is covered and may be reported by the Reporting Person in terms of the Act, and shall, by way of example, include various actions whereby: <ul style="list-style-type: none"><li>- A person has failed, is failing or is likely to fail to comply with any legal obligation to which he is subject;</li><li>- The health or safety of an individual has been, is being or is likely to be endangered;</li><li>- The environment has been, is being or is likely to be damaged;</li><li>- A corrupt practice has occurred or is likely to occur or to have occurred;</li></ul>

- A criminal offence has been committed, is being committed or is likely to be committed;
- A miscarriage of justice has occurred, is occurring or is likely to occur;
- Bribery has occurred or is likely to occur or to have occurred;
- A person has failed, is failing or is likely to fail to comply with laws on financial services, products and markets, and prevention of money laundering and terrorist financing;
- A person has failed, is failing or is likely to fail to comply with product safety and compliance law;
- A person has failed, is failing or is likely to fail in ensuring transport safety;
- A person has failed, is failing or is likely to fail in ensuring a food and feed safety, animal health and welfare;
- A person has failed, is failing or is likely to fail to comply with any legal obligation on consumer protection to which he is subject; and
- A person has failed, is failing or is likely to fail to comply with any legal obligation on the protection of privacy and personal data, and security of network and information systems to which he is subject.

For further information, please refer to the definition of “improper practice” under the Act, which provides a comprehensive list of Reportable Matters.

**Reporting Person / Whistleblower**

/ means a person who may qualify to constitute a Whistleblower in terms of the Act and accordingly disclose a Reportable Matter, and shall include:

- former or current employees;
- secondees;
- in certain instances, candidates for employment;
- outworkers;
- services providers; and
- shareholders and persons belonging to the administrative, management or supervisory body of the Subsidiary.

**Retaliation**

means any direct or indirect act or omission which is prompted by a Reporting Person’s disclosure, and which causes or may cause unjustified detriment to the Reporting Person, and may include:

- suspension, lay-off, dismissal or equivalent measures;
- demotion or withholding of promotion;
- transfer of duties, change of location of the place of work, reduction in wages, change in working hours;
- withholding of training;
- a negative performance assessment or employment reference;

- imposition or administering of any disciplinary measure, reprimand or other penalties, including a financial penalty;
- coercion, intimidation, harassment or ostracism;
- discrimination, disadvantageous or unfair treatment;
- failure to renew, or early termination of, a temporary employment contract;
- harm, including to the person's reputation, particularly in social media, or financial loss, including loss of business and loss of income;
- blacklisting on the basis of a sector or industry-wide informal or formal agreement, which may entail that the person will not, in the future, find employment in the sector or industry;
- early termination or cancellation of a contract for goods or services;
- cancellation of a licence or permit; and
- psychiatric or medical referrals.

For further information, please refer to the definition of “occupational detriment” under the Act, which provides an inclusive list of negative retaliatory treatment.

**Whistleblowing Reporting Officer (or “WRO”)** means the person appointed by the Subsidiary who is responsible for receiving and, together with the E&C Committee, investigating disclosures on Reportable Matters made to the Subsidiary under this Policy.

**Work-Related Context** means current or past work activities through which, irrespective of the nature of these activities, persons acquire information on improper practices, and within which those persons may suffer retaliation if they reported such information.

### 3. REPORTABLE MATTERS

#### Protected Disclosures

It is the duty of all those persons who would have been or are in any manner engaged with the Subsidiary, namely all those persons falling under the categories of Reporting Persons, to disclose Reportable Matters to us in the manner stipulated herein. Reporting Persons understand that a disclosure shall only qualify to be a ‘protected disclosure’ under the Act if they:

- had reasonable grounds to believe that the information on breaches disclosed was true at the time of the disclosure and that such information fell within the scope of the Act; and
- disclosed the information in a manner that complies with the provisions of this Policy and the Act.

On no account should a disclosure be made for personal gain.

Reporting Persons are reminded that, should they wish, they may submit a report to the Group in terms of and in accordance with the Group's Core Whistleblowing Policy and dedicated reporting channel.

### **Other Matters**

Reporting Persons making disclosures should ensure that the conduct being reported is indeed a Reportable Matter. If it is not a Reportable Matter, or if the matter does not comprise a 'protected disclosure' in terms of the Act, it shall be at the discretion of the Subsidiary to decide whether such information is to be investigated further. In this regard, the WRO shall conduct his own review of the matter and shall respond to the person making the report accordingly.

It is important to bear in mind that not all disclosed information will benefit from the protection afforded by the Act. Information that does not fall to be classified as a Reportable Matter or which is not disclosed in accordance with the provisions of the Act will not be deemed a protected disclosure in terms of the Act.

## **4. INTERNAL DISCLOSURES**

At first instance, any disclosures should be made by Reporting Persons directly to us in accordance with the provisions of this Policy or, if the Reporting Person believes a report made to the Group would be more apt in the circumstances, the provisions of the Core Whistleblowing Policy.

### **Submission of Report**

Any disclosures under this Policy shall be submitted in writing, in English or Maltese, to the Subsidiary's WRO, and such via physical delivery by hand to the WRO; email and, or postal address, for the attention of the WRO, at the addresses indicated hereunder, by passing on to us a filled-in template disclosure form situated in 'Annex B – Disclosure Form' (the "**Disclosure Form**"), as appended to this Policy.<sup>3</sup>

The Subsidiary's WRO's details are as follows:

WRO	Name: William Spiteri Bailey [Chairman of Audit Committee of PG plc (C-78333)] Email: <a href="mailto:william.spiteribailey@rsm.com.mt">william.spiteribailey@rsm.com.mt</a> Address: PG Group Head Offices, Pama Shopping Village, Valletta Road, Mosta MST9017, Malta
-----	---

For the purposes of safeguarding the security and integrity of the reporting channel, we do not permit reports to be made orally.

### **What if the Reportable Matter relates to the WRO himself?**

If the Whistleblower reasonably believes that the WRO is or may be involved in the improper practice, or where the WRO is by reasons of any relationship or association with a person who is or may be involved in the alleged improper practice, not a person to whom it is appropriate to make the

---

<sup>3</sup> The Disclosure Form will help us stay organised. Please use it properly and attentively when submitting a report.

disclosure, the Whistleblower may make a disclosure in the manners outlined above directly to the Chief Executive Officer or the Deputy Chief Executive Officer of the Group.

The CEO's and Deputy CEO's details are as follows:

CEO	Name: Mr Charles Borg Email: <a href="mailto:charles.borg@pggroup.com.mt">charles.borg@pggroup.com.mt</a> Address: PG Group Head Offices, Pama Shopping Village, Valletta Road, MST9017 Mosta, Malta
Deputy CEO	Name: Mr Malcolm Camilleri Email: <a href="mailto:malcolm.camilleri@pggroup.com.mt">malcolm.camilleri@pggroup.com.mt</a> Address: PG Group Head Offices, Pama Shopping Village, Valletta Road, MST9017 Mosta, Malta

In such circumstances, the CEO or the Deputy CEO, as applicable, shall take up the role of WRO, and such in accordance with the provisions of the Act.

### **Meeting**

Upon the Reporting Person's request, any such disclosure may instead be made through a meeting organised with the WRO. The Reporting Person is to indicate whether he wishes for a meeting in the Disclosure Form.

In such circumstances, the WRO shall have the right to document the meeting in one of the following ways: (a) by making a recording of the conversation in a durable and retrievable form; or (b) through accurate minutes of the meeting prepared by the staff members responsible for handling the report. The WRO shall offer the Whistleblower the opportunity to check, rectify and agree to the minutes of the meeting by signing them.

### **Acknowledgment and Feedback**

Once a disclosure has been made in terms of this Section 4, the WRO shall acknowledge receipt thereof by sending a written notice to the Reporting Person within a period of **seven days**.

As mentioned earlier, the E&C Committee shall assist the WRO in investigations relating to reports made by Reporting Persons and shall be charged with roping in other Group employees or third parties, such as legal and financial advisers, in any such investigation where required.

All reports made in terms of this Policy will be taken seriously. While the investigation process is particular to each report, all investigations will:

- follow a fair process;
- be conducted in a timely and efficient manner as the case permits;
- determine whether there is enough evidence to substantiate the matters reported; and
- be conducted by the WRO / E&C Committee and, or any other persons who are independent of any Persons Concerned or Facilitators.

The WRO shall within a period of **three months** from the acknowledgement of the receipt provide feedback to the Reporting Person as appropriate regarding any action taken to assess the accuracy of the allegations made in the report, and were relevant, to address the improper practice reported, including through actions such as an internal enquiry, investigation, prosecution and the recovery of

funds. However, it is to be borne in mind that, due to the sensitivity of any given investigation, the WRO may be unable to disclose particular details to the Reporting Person.

In the event that a disclosure leads to the detection of improper practice that constitutes a crime or contravention under any applicable law, the WRO may refer the report received to the police for the investigation thereof.

### **Data Protection**

Any processing of 'Personal Data' (as defined under the General Data Protection Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of Personal Data and on the free movement of such data (the "GDPR"), carried out pursuant to the Act, including the exchange or transmission of Personal Data by the WRO, shall be carried out in accordance with the GDPR and the Data Protection Act (Chapter 586 of the Laws of Malta).

The Group shall ensure that any Personal Data that is manifestly not relevant for the handling of a specific report shall not be collected or, if accidentally collected, shall be deleted without undue delay.

In disclosing information, Reporting Persons should ensure that they do not provide us with irrelevant data, including Personal Data pertaining to themselves or to any other individual.

### **Confidentiality**

Safeguarding the confidentiality of the identity of the Reporting Person, Persons Concerned and any Facilitators during the reporting process and investigations triggered by the report is an essential measure in preventing Retaliation and ensuring that the whistleblowing procedure is executed correctly.

The WRO, as well as all persons involved in the reporting process and any resulting investigation, are subject to strict confidentiality obligations that will ascertain that they are aware of and compliant with the Subsidiary's and the Group's statutory confidentiality duties as applicable in terms of the Act. We will not pass on any such data to unauthorised members of staff or external third parties who are not specifically designated to participate in the investigation and who are not likewise subject to strict confidentiality obligations under contract or at law.

In some cases, however, and where we are either permitted or required to do so in terms of law (such as in the case of police investigations or judicial proceedings), we may disclose the identity of the Reporting Person and related information pertaining to the report. If we are legally permitted to do so, we will notify the Reporting Person of any such disclosure.

## **5. EXTERNAL DISCLOSURES**

A Reporting Person is encouraged to come to us first by following the internal disclosure reporting procedure set forth in Section 4 – Internal Disclosures. However, an 'external disclosure' of Reportable Matters may be made to the whistleblowing reports unit of certain public authorities if a Reporting Person believes on reasonable grounds:

- (i) that the head of the Group is or may be involved in the improper practice alleged in the disclosure;

- (ii) that immediate reference to the authority is justified by the urgency of the matter to which the disclosure relates, or some other exceptional circumstances;
- (iii) at the time he makes the external disclosure, that he will be subjected to Retaliation if he makes such internal disclosure;
- (iv) that it is likely that evidence relating to the improper practice will be concealed or destroyed if he makes an internal disclosure; or
- (v) that although an internal disclosure has previously been made, the Reporting Person has not been informed of the status of the matter disclosed or it is reasonably evident to the Reporting Person that there has been no action or recommended action on the matter to which the disclosure relates within a reasonable time from the making of such disclosure.

These public authorities are set out in ‘Annex C – External Reporting Bodies’, as appended to this Policy, which, for ease of reference, reproduces the First Schedule of the Act.

For the avoidance of doubt, a disclosure made correctly under this Section 5 – External Disclosures will be deemed a ‘protected disclosure’ and afforded the necessary protection in terms of the Act.

## 6. PUBLIC DISCLOSURES

A Reporting Person may opt to disclose a Reportable Matter publicly, such as, for instance, through the publication of the same on a social media platform. In such cases, the public disclosure shall be deemed a ‘protected disclosure’ in terms of the Act only in the following circumstances:

- (i) if an internal disclosure in accordance with Section 4 – Internal Disclosures and Section 5 – External Disclosures of this Policy have already been made, but no appropriate action was taken in response to the report within the requisite timeframes; or
- (ii) if any one of the following circumstances is fulfilled:
  - (a) the Reportable Matter may constitute an imminent or manifest danger to the public interest, such as when there is an emergency situation or a risk of irreversible damage; or
  - (b) in the case of external reporting, there is a risk of Retaliation or there is a low prospect of the breach being effectively addressed, due to the particular circumstances of the case, such as those where evidence may be concealed or destroyed or where an authority may be in collusion with the perpetrator of the breach or involved in the breach.

The provisions of this Section 6 – Public Disclosures shall not apply to cases where a person directly discloses information to the press pursuant to specific national law establishing a system of protection relating to freedom of expression and information.

## 7. ANONYMOUS REPORTING

In order to avoid a situation where a Reporting Person makes a disclosure in bad faith, or a false accusation against another person or the Group, the Subsidiary expressly prohibits anonymous disclosures.

The Subsidiary is under no legal obligation to process or consider disclosures made in an anonymous manner. Nevertheless, in the event of anonymous disclosures, the WRO may process an anonymous disclosure and may take such disclosure into account in determining whether an improper practice has occurred.

Notwithstanding the above, when following a public disclosure with information on breaches that is made anonymously, and the Whistleblower is subsequently identified and suffers Retaliation, that disclosure shall still be a 'protected disclosure' provided that the disclosure satisfies the provisions of Section 3 – Reportable Matters of this Policy.

## **8. FALSE OR MISLEADING DISCLOSURES**

In making a disclosure the Reporting Person is expected to have reasonable grounds to suspect the information being disclosed is true. No disclosure should be made if the Reporting Person knows or thinks that it is incorrect or misleading.

Knowingly providing a false report is a punishable offence in accordance with the Criminal Code (Chapter 9 of the Laws of Malta).

## **9. WE DO NOT TOLERATE RETALIATION**

The Subsidiary is committed to ensuring that any Reporting Person disclosing a Reportable Matter is treated fairly and does not suffer Retaliation. The Subsidiary will take all reasonable steps to protect the Reporting Person from Retaliation and will take the necessary action where such conduct is identified. If appropriate, the Subsidiary may allow the Reporting Person to perform his duties from another location or reassign him to another role (at the same level) or make other modifications to the workplace or his duties to protect him from the risk of Retaliation.

Anyone found to be Retaliating against an employee for making a disclosure, or proposing to make a disclosure, under this Policy, will be subject to disciplinary and, or other legal action, which, depending on the person's role in relation to the Group, may include dismissal or the termination of the contractual relationship in place with the Group.

## **10. READ THE LAW**

Educate yourself and read the applicable law, including the Act. Abidance by this Policy may not always constitute a defence. This Policy should never be viewed as a substitute for the applicable laws and regulations

## **11. QUERIES?**

If you have any questions regarding this Policy, please get in touch with us by contacting the WRO, whose contact details are included under Section 4 – Internal Disclosures of this Policy.

## **ANNEX A – Declaration**

I hereby declare that I have read, understood and accepted the PG Group's:

- Code of Conduct (the "**Code**"); and
- Core and applicable Subsidiary Whistleblowing Policies (the "**Policies**"),

copies of which have been provided to me by the Group.

I further declare that:

- I am responsible for reading and familiarising myself with the Code and the Policies in their entirety;
- I understand that these documents are available on the website of the PG Group ([www.pggroup.com.mt](http://www.pggroup.com.mt)) and from the Group's Human Resources Department;
- I understand that the Code contains important information about the Group's expected conduct on the part of Subject Persons in the exercise of their role or position in the Group;
- I understand that throughout the duration of my engagement or employ (as applicable) within the Group, I am responsible to report suspected or actual misconduct occurring within the Group, and such in the manners outlined in the Code and the Policies;
- I understand that the Group believes in its procedures, including the Code and the Policies, and accept that, if I am an employee, these shall accordingly constitute conditions of my employment;
- I shall comply with the Code, the Policies and any other policy that the Group may issue from time to time; and
- I understand that the violation of the Code and the Policies may result in contractual, disciplinary and, or legal action, including the termination of my engagement or employ (as applicable), the extent of which action will vary depending on the circumstances.

\_\_\_\_\_  
SIGNATORY'S NAME AND ROLE

\_\_\_\_\_  
SIGNATURE

Date: \_\_\_\_\_

#### **ANNEX B – Disclosure Form**

Reporting Persons making a disclosure under this Policy are to complete the form and return it to us in the manner outlined in Section 4 – Internal Disclosures of the Policy.

For the avoidance of doubt, a Reporting Person may make use of supplementary pages in making his disclosure.

Whistleblowing Report

Name and Surname:		Date of Report:	
ID. No:			
Mobile number			
Name of PG Group Company to which the Reportable Matter relates:			
Department:			
Reporting to:			
Description of Reportable Matter:			
Attachments supporting evidence (if applicable)			
With whom the Reportable Conduct was discussed (if applicable)			

SIGNATURE OF REPORTING PERSON: \_\_\_\_\_

#### ANNEX C – External Reporting Bodies

Authority	Description of Reportable Matters that can be reported to the Authority
Auditor General	Failure to observe laws, rules and regulations relating to public finance and misuse of public resources.
Commissioner for Revenue	Income tax, corporate tax, capital gains tax, stamp duties, national insurance contributions, value added tax or “revenue acts” as defined in the Commissioner for Revenue Act.

Commissioner for Voluntary Organisations	Activities of a voluntary organisation.
Financial Intelligence Analysis Unit (FIAU)	Money Laundering or financing of terrorism in terms of the Prevention of Money Laundering Act.
Malta Financial Services Authority (MFSA)	The business of credit and financial institutions, the business of insurance and the activities of insurance intermediaries, the provision of investment services and collective investment schemes, pensions and retirement funds, regulated markets, central securities depositories, the carrying out of trustee business either in a professional or a personal capacity and such other areas of activity or services as may be placed from time to time under the supervisory and regulatory competence of the Malta Financial Services Authority.
Ombudsman	<ol style="list-style-type: none"> <li>1. Conduct involving substantial risk to public health or safety or the environment that would if proved, constitute a criminal offence; and</li> <li>2. All matters which constitute improper practices and which are not designated to be reported to any other authority.</li> </ol>
Permanent Commission Against Corruption	Corrupt practices.