



Whistleblower policy



Dear colleagues

At MTG we are committed to living up to our values by creating a warm and welcoming environment for you to work in. In order to achieve this we need to make sure we act in an open and transparent manner.

Sometimes things may go wrong and when they do we want to make sure that you know that you can come forward safe in the knowledge that MTG will investigate your claims and protect you from negative repercussions. It is for this reason that we put the MTG Whistleblower Policy in place.

If you are considering raising an issue, then we would encourage you to read this policy which will help guide you through the process. Where possible, you should raise any concerns with your manager first, although we understand that sometimes this may be difficult or uncomfortable and in such cases you can use our Whistleblower procedures to raise it centrally.

We are all part of MTG and together we lay the foundation for our future. We firmly believe that a business is only as good as its employees, which is why we want to make this the best place we can for you to work. Thank you for your dedication and hard work, I appreciate all you do.

Best Regards



Maria Redin
CFO

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Purpose statement

MTG seeks to conduct its business honestly and with integrity, whilst striving to promote a culture of openness and accountability. We expect all staff to maintain the high standards of behavior which are set out in MTG’s Code of Conduct, and this includes reporting serious breaches of the Code or any regulation or law of the jurisdictions within which we operate.

All workers should be confident that they can raise any matters of genuine concern without fear of negative reaction or victimisation, in the knowledge that they will be taken seriously and that the matter will be investigated appropriately and, if so required, on a confidential basis.

This policy sets out in what circumstances workers are expected to report, how they should report, and what consequences will follow.

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Responsibility and implementation

The aim of the Whistleblower policy (referred to hereafter as the “Policy”) is to provide a procedure under which individuals who have reasonable grounds to believe that an incident of serious work place malpractice is occurring, has occurred or is likely to occur within MTG, are able to raise their concerns.

The Whistleblower procedures may be used on a voluntary basis and by all individuals working at all levels including senior managers, officers, directors, employees (whether perma-

nent, fixed-term or temporary), consultants, contractors, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as “Workers” in this Policy).

This Policy is for guidance only and does not form part of any contract of employment and whilst this document forms the central whistleblowing procedures for MTG it does not supersede any local laws or obligations which may arise within the jurisdictions in which we operate.

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Policy statement

A) What this Policy Covers

This Policy covers all acts of malpractice by our Workers (hereinafter referred to as an act of “Malpractice”). This includes all conduct, which has occurred or is ongoing and constitutes;

- Impropriety or misconduct which may affect MTG’s vital interests;
- Impropriety or fraud concerning accounting or auditing matters;
- An act of bribery or corruption;



- A breach of competition or data protection laws;
- A serious breach of security;
- Criminal acts by Workers;
- A threat to the life or health of an individual; and
- Serious breaches of the MTG Code of Conduct which could result in serious reputational damages or have serious legal consequences for MTG.

When a concern is raised then this will be communicated to and assessed by MTG's 'Whistleblower Officers', these are:

- MTG's Chief Financial Officer;
- EVP of Modern People;
- MTG's General Counsel;
- Head of Internal Audit; and
- Group Compliance Advisor.

The Policy does not cover general concerns regarding poor or unfair management, inefficient systems or other operational feedback. Workers wishing to raise issues relating to these areas should do so through normal reporting lines, either by contacting their line manager or if it is appropriate to the HR department.

B) MTG will protect Workers who qualify for a 'protected disclosure'

MTG wants Workers, who fulfil our 'protected disclosure' requirements, to be able to come forward safe in the knowledge that we will protect them from negative repercussions to their career or victimisation or harassment from their colleagues or managers.

In order to gain protection under the whistleblowing procedures we would expect that concerns raised are in good faith and not out of malice or with a view to personal gain and there are reasonable grounds for believing the concerns to be true. If the Worker has complied with the spirit of this Policy and procedural steps set out herein, they will thereafter be given 'Whistleblower' status and the following will apply:

- So far as possible the Whistleblower's identity will not be disclosed outside that of the investigation team by MTG unless necessary for the purposes of its investigations or to comply with a legal obligation.
- Personal data provided under a whistleblowing report will be processed in accordance with the information provided in our Privacy Statement in Annex 1.
- The Whistleblower will not be subjected to any harassment, victimisation or disciplinary

action by MTG as a result of raising the concern.

- MTG will not tolerate the victimisation, bullying or intimidation of Whistleblowers by their co-workers and employees who have been found to have been involved in such conduct may face disciplinary measures (up to and including dismissal).

Any abuse of this Policy, by raising deliberately false, unfounded or malicious allegations may mean that the Worker loses the status of Whistleblower and this may also include some of the protection provided under this Policy and may result in disciplinary action, possibly including dismissal.

C) The Procedure for Making a Whistleblowing Report

Step 1 – The Whistleblower should assess whether a report falls within this Policy

- The Whistleblower should have regard to section A above to assess whether a report falls within the scope of this Policy. If it does then the Worker may qualify for Whistleblower protection if they fulfil the necessary requirements (see section B above). If they are unsure how to proceed then they should discuss with their manager or one of the Whistleblowing Officers or they can raise a report

on a no-names basis using the our Confidential Reporting System called ‘SpeakUp’ (further information can be found on Hive).

Step 2 – Deciding whether to make a report openly, confidentially or anonymously.

i. An Open Report: Usually, the best way to raise a concern is to do so openly. Openness makes it easier for MTG to assess the issue, work out how to investigate the matter, and get more information.

ii. A Confidential Report: A Worker raises a concern confidentially if he or she gives his or her name on the condition that it is not revealed without their consent. It is preferable for Whistleblowers to reveal their identity and measures can be taken to preserve confidentiality if appropriate.

iii. An Anonymous Report: A Worker raises a concern anonymously if he or she does not give his or her name at all. Anonymous reports received by InTouch through our Confidential Reporting System will be transcribed and passed to MTG’s Whistleblower Officers for further investigation; we will not have access to voice recording or the original emails from the Worker, so they will remain anonymous unless they decide to come forward.

“We do not require Workers to reach a certain level of evidence before reporting a matter, but they must reasonably believe the information is substantially true”

Step 3 – Preparing a Report/ Gathering Evidence

i. The more evidence and information a Whistleblower is able to provide the easier it is for us to substantiate their claims. Precise dates of events, names of people involved etc. will all assist MTG in investigating a matter. A Whistleblower may find it useful to provide these in writing or if reporting by telephone then it may be useful for them to make a timeline of events prior to contacting us.

ii. We do not require Workers to reach a certain level of evidence before reporting a matter, but they must reasonably believe the information is substantially true. The more supporting evidence which is provided the better. If we do not have sufficient evidence to investigate further then MTG may have to close their investigation.

Step 4 – Decide how to make a report

A Worker can raise concerns orally or in writing but should state that they are using the Whistleblower Policy and specify whether they wish their identity to be kept confidential.

i. Report to a Workers Line/ Department Manager: A Worker can raise concerns regarding an act of Malpractice with their Line/ Department Manager, who will usually be in the best position to help them.

ii. Through HR or a Whistleblower Officer: We recognize that there may be circumstances where a Worker feels unable to approach a Manager and in these circumstances they should raise the concern directly with the HR department or with any of the following ‘Whistleblower Officers’.

iii. Through ‘SpeakUp’ our Confidential Reporting System: If a Worker does not feel comfortable reporting through either of the above then they may use our 3rd party Confidential Reporting System operated by InTouch (further information can be found on Hive). This service is totally independent to MTG and allows a Worker to report anonymously if they wish to do so.

iv. In writing direct to the President or the Chairman of the Audit Committee: If a Worker is uncomfortable with any of the above or dissatisfied with the action taken in respect of their concerns they should raise with one of the other Whistleblower Officers, or as a last resort they should raise their concerns in writing with the President of MTG, or the Chairman of the Audit Committee.

Step 5 – What happens when MTG receives a Whistleblower report

i. Once allegations are received they will be assessed to determine whether they fall under the scope of this Policy. If they are of a HR nature then these will usually be passed to local HR for further investigations, unless the allegations are of such a serious nature that necessitates investigation by Internal Audit or Group Security.

ii. If the concerns fall under the scope of this Policy then these

will be assessed by MTG’s Whistleblower Officers to decide whether there is enough information to warrant further investigation. If so then this will be passed to the Head of Internal Audit or Group Security for further investigation. If not then one of the Whistleblower Officers may revert to the Worker for further information.

iii. If an investigation is initiated, a Whistleblower Officer will communicate to the notifying Worker (where known) and inform them that the investigation has begun. This may include a request for an interview, further information or informing them of a wider investigation with other affected parties, which may include contacting the person who has had allegations raised against them.

Step 6 – Communicating the results of the investigation

i. If the decision has been taken to cease the investigation, whether due to the lack of evidence or because the findings have been found to be false, then this decision will be communicated back to the Whistleblower (where known).

ii. Once the investigation has been completed then the result of this will be communicated to the Whistleblower. If the concern raised is found to be valid then MTG may decide that one

or more of the following steps, (which is a non-exhaustive list) is appropriate:

- take action as appropriate to address the allegations raised;
- referral of the matter to the Chairman of MTG’s Audit Committee;
- referral of the matter to MTG’s Board of Directors;
- referral of the matter to the appropriate external regulatory body; and/or
- referral of the matter to the police.

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Further information

For further information regarding our use of personal data please see Annex 1 below. If you would like further information on how the ‘SpeakUp’, Confidential Reporting System works please see further information on Hive.

Any questions or further information regarding this Policy or surrounding procedures should be raised with your Line Manager where possible or you may contact the AB&C Officer at moderncompliance@mtg.com or any of the Whistleblower Officers listed above.

Annex 1:

MTG Whistleblowing Privacy Policy

Privacy Statement

MTG is committed to respecting the privacy and personal data of all of its Workers, however in order for us to investigate allegations by or regarding our Workers, some transfer of personal data may be necessary within the MTG Group. However we will seek to ensure that we respect our employees' right to privacy as far as is possible, and will restrict the passing of personal information to the minimum necessary to complete our investigations.

This Whistleblowing policy is a voluntary service, by making a report you are agreeing for us to process your information as described in this Policy.

Personal Data

1. For the purposes of this Whistleblower policy the identity of the Data controller will usually be Modern Times Group AB:

Registrar Office:
Modern Times Group MTG AB
Skeppsbron 18 P.O.Box 2094 SE-10313
Stockholm, Sweden
(Publ) Registration no. 556309-9158

Data may be transferred to and processed by employees of all Group companies where it is necessary for investigating or dealing with the Whistleblower report.

2. InTouch, the third party company who operates our Confidential Reporting System is for these

purposes a Data Processor and simply processes and transfers the information to MTG in the manner described in the above Policy.

3. The processing of personal data will be for the purposes of investigating the allegations raised by the Whistleblower. It will be processed in line with investigation process outlined above. MTG will seek to minimize the transfer of personal data as far as possible. MTG will keep the whistleblower allegation and all supporting documentation in a secure space with restricted access.

4. The personal data being processed will usually involve the personal data which MTG has regarding the employees involved and any additional data which is provided by the Whistleblower or come to light during the investigation. Personal Data which is no longer needed will be erased by MTG within a reasonable period after the closing of the report.

5. If a report is received regarding you, then you 'the data subject' have the right to request a copy of the personal data held about you by this company (Such information shall be provided within the bounds and with regard to national laws surrounding such information requests); and

6. MTG will rectify personal data that is incorrect, incomplete or misleading which is held on our confidential Whistleblowing files. If you are aware of inaccurate information which we may hold in our Whistleblower files then please let us know.