

BLOOMSBURY WHISTLEBLOWER POLICY

(Protected disclosure policy for Bloomsbury Colleagues)

Approved by the Audit Committee 18 October 2017

Dear Bloomsbury Colleague

Colleagues worldwide are expected to report whenever they discover, or have genuine concerns regarding, wrongdoing in the business. Maintaining highest ethical standards and Bloomsbury's reputation depends on an open culture in which people feel they can raise concerns without being disregarded or put at risk of retaliation.

In most cases, discussing concerns with your line manager, or occasionally directly with your Divisional MD, is the best way to deal with an issue. Most managers will appreciate your disclosure and will handle it professionally as they may need to answer for their own conduct later.

However, there may be circumstances where the normal channels are not appropriate and / or your line manager is implicated. The Whistleblower policy outlined below should be used for situations like these. It provides you with a confidential reporting line whilst protecting you from possible reprisals by colleagues.

I hope the Whistleblower policy is never needed but I will support colleagues who make use of it in good faith.

Nigel Newton

Chief Executive

Contact Details

Disclosure officer: Michael Daykin (Group Company Secretary) +44 (0)20 7631 5627

Chief Executive: Nigel Newton +44 (0)20 7631 5631

Audit Committee chair: John Warren FWD_John.Warren@bloomsbury.com

Non-Executive Director: Jill Jones FWD_Jill.Jones@bloomsbury.com

Who may use the Whistleblower Policy?

Within this document, 'colleagues' refers to Bloomsbury's employees and others working for Bloomsbury, such as agency workers, people that are training who are not employed, and self-employed workers.

Bloomsbury's suppliers, customers and other third parties may contact the Disclosure Officer, Chief Executive or Audit Committee chair in good-faith to disclose wrongdoing (defined below). Your disclosure will be kept confidential and your consent will be sought first where others need to be informed.

When should you use the Whistleblower procedures?

If you are concerned about the behaviour of a colleague or have reason to question Bloomsbury's activities, you are expected to report the matter promptly. If it is not appropriate for you to report to your line manager, you should report to the Disclosure Officer. If your concern is about the Disclosure Officer you should report to the Chief Executive. In any case, you may contact the Audit Committee chair in confidence if the matter relates to the Disclosure Officer or Chief Executive.

What is 'wrongdoing'?

The term 'wrongdoing' covers a wide variety of activities but of particular concern is any behaviour that breaks the law, is unethical, or contravenes Bloomsbury's policies and values. It is impossible to give an exhaustive list but wrongdoing could include the following:

Legal and regulatory:

- Criminal activity committed by any person working for or on behalf of Bloomsbury, including bribery, corruption, fraud or theft
- Breach of a legal or regulatory obligation
- A miscarriage of justice or seeking to pervert the legal process

Personnel related:

- Any victimisation, bullying, harassment, discrimination or act of abuse towards any colleague
- Creating a risk or potential risk to the health and safety of any person
- Breach of a company policy
- Any other unethical behaviour

Bloomsbury related:

- Abuse of company property, buildings, IT systems, intellectual property or other assets
- Harming Bloomsbury's interests or reputation
- Private behaviour by a colleague that could bring Bloomsbury into disrepute

Other concerns:

- Causing damage to the environment or the community
- Concealing, turning a blind eye to, disregarding, encouraging, ignoring or threatening any of the above matters

If you are unsure whether your concern would be considered wrongdoing, or worry about a backlash from raising it with colleagues, you should discuss the matter in confidence with the Disclosure Officer.

Grievances

If you have a grievance relating to your employment, you should follow the applicable Bloomsbury grievance procedure. The Whistleblower policy is not intended to be used to further a grievance.

What will happen after you contact the Disclosure Officer?

All disclosures will be treated seriously.

You may discuss matters in confidence with the Disclosure Officer to help formulate your concerns clearly and agree how to take the matter forward. This could mean carrying out further investigation to gather information, or the Disclosure Officer may pursue the matter on your behalf.

The Disclosure Officer will wish to be satisfied that you are reporting facts in good faith and without any ulterior motive. If you make a malicious allegation, you may be subject to disciplinary action.

Anonymous disclosures will be investigated but if you are prepared to come forward this could help improve the extent to which a matter can be investigated.

Confidentiality is important

If you make a disclosure, Bloomsbury will preserve your anonymity to the extent that it is practicable. However, it may not be possible to investigate fully while preserving your anonymity. If it becomes necessary to reveal your identity then your consent will be sought first.

Investigation

The Disclosure Officer will decide how an investigation will be conducted and whether to conduct the investigation alone or to involve a third party. He or she will bear in mind who has made the disclosure and the issue of confidentiality.

Depending on the nature of the disclosure, it may be necessary to involve outside agencies such as the police. If you make a disclosure then you will be kept informed of the progress of the investigation. You may be asked to co-operate in any further investigation.

Decision

After the investigation, the Disclosure Officer will decide whether further steps should be taken by Bloomsbury or whether the investigation should be closed in the case where wrongdoing has not been revealed by the investigation or your disclosure.

Protection from reprisal

It is valuable to Bloomsbury for people to use this policy to make disclosures in good faith. You will be protected from detrimental action taken against you if you make a good faith disclosure, even if the Disclosure Officer decides that your concern was not justified. If anyone takes action against you because you have made a disclosure in good-faith under this policy, then they can be subject to disciplinary proceedings.

The legal protection provided by the Bloomsbury Whistleblower policy does not extend to disclosures made externally to Bloomsbury.

If you have any questions please contact the Disclosure Officer.