

Whistleblowing Policy

1. Purpose and scope

This policy applies to all individuals working for or on behalf of Tetra Tech¹ at all levels, including employees, consultants, sub-contractor companies, agency staff or any other person associated with us, or any of our subsidiaries, wherever located (collectively referred to as *workers* in this policy).

2. Policy

Tetra Tech is committed to conducting our business with integrity and honesty, creating a working environment that actively deals with issues of malpractice in the workplace. We recognise that it is often workers who may, in the first instance, have knowledge of any issues of malpractice.

The following policy sets out definitions of malpractice and a framework for public interest whistleblowing, which provides every individual in the workplace full protection from victimisation where they raise genuine concerns about malpractice, in accordance with:

- the UK Public Interest Disclosure Act 1998 (**Act**); or
- the EU Whistleblower Directive (EU)² (**Directive**).

In adopting this policy, Tetra Tech seeks to promote accountability for the organisation to its workforce, clients, regulators, donors and to the general public, by encouraging the vigilance of staff, and implementing strong sanctions for any cases of malpractice raised in accordance with the Act or the Directive.

3. Procedure

This policy aims to:

- encourage workers to feel confident in raising serious concerns and to question and act upon concerns about bad/unethical practices;
- provide a route for workers to raise those concerns and receive feedback on any action taken;
- ensure that workers receive a response to their concern; and
- reassure workers that they will be protected from possible reprisals or victimisation if they have made any disclosure in good faith.

Malpractice

There are existing procedures within Tetra Tech to enable individuals to lodge a personal complaint or a grievance related to their employment³. This policy and procedures are intended to cover major concerns of malpractice, that fall outside the scope of other procedures. This may include, but is not limited to, situations where:

¹ Tetra Tech International Development Europe Limited (registered in the UK with company number 04120956) (**Tetra Tech**).

Tetra Tech is the shareholder of (i) Tetra Tech International Development Limited (registered in the UK with company number 03799145), (ii) Tetra Tech International Development B.V. (registered in the Netherlands with company number 68702132) and (iii) Tetra Tech International Development Sp. z o.o. (registered in Poland with company number 0000123998). In turn these companies are shareholders of other entities in the UK, EU and globally.

² Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law

³ If a complaint relates to a worker's own personal circumstances but they also have wider concerns regarding one of the areas set out in this section (for example, a breach of our internal policies), they should discuss with the relevant person identified in this policy (See p. 5: *How to raise or report a concern?*) which route is the most appropriate.

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- a criminal offence has been committed, is being committed or is likely to be committed;
- a person has failed, is failing or is likely to fail to comply with any legal obligation or regulatory requirements to which they or their company are subject;
- a miscarriage of justice has occurred, or is about to occur;
- the health and safety of an individual has been, or is likely to be endangered;
- the environment has been, is being or is likely to be damaged;
- misuse of funds or failure to follow financial regulation;
- a person has committed, is committing or is likely to commit an offence under the UK Bribery Act 2010 or similar offence under the equivalent anti-bribery legislation in the country/ies of Tetra Tech's business operations or establishments;
- a person is or has been professionally negligent;
- a person has reason to believe that, there is a breach in human rights practices by the business or any of its supply chain and partners;
- a breach of Tetra Tech policies and procedures;
- conduct that may otherwise damage Tetra Tech's reputation or financial wellbeing; or
- information that highlights any matter falling within the preceding paragraphs has been, is being or is likely to be deliberately concealed.

UK Public Interest Disclosure Act 1998

The Act applies to people at work raising genuine concerns about any of the above, whether the information is of a confidential status or not, and whether it is occurring in the UK or overseas.

As well as employees, the Act also covers agency staff, contractors and everybody involved within the activities of Tetra Tech. Volunteers are not covered and protected within the Act, although Tetra Tech is committed to ensuring that volunteers are included and treated equitably with staff in all aspects of policy development and, as such, will be provided with the same opportunity as paid employees to raise any concerns in respect of the above.

The Act states that, where a worker has made a 'qualifying disclosure'⁴, it is unlawful to dismiss or subject that person to any other detriment as a result of this disclosure. If you are uncertain whether something is within the scope of this policy, you should seek advice from your line manager or the legal team.

EU Whistleblower Directive

The purpose of the Directive is to enhance the enforcement of EU law and policies in specific areas by laying down common minimum standards providing for a high level of protection for persons reporting breaches of EU law.

The EU Directive applies to the following breaches of the EU law:

- a) breaches falling within the scope of the EU acts set out in the Directive's Annex⁵ that concern the following areas: public procurement; financial services, products and markets, and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; protection of the environment; radiation protection and nuclear safety; food and feed safety, animal health and welfare; public health; consumer protection; protection of privacy and personal data, and security of network and information systems;
- b) breaches affecting the financial interests of the EU as referred to in Article 325 of the Treaty on the Functioning of the European Union (TFEU) and as further specified in relevant EU measures; and
- c) breaches relating to the internal market, as referred to in Article 26(2) TFEU, including breaches of EU competition and State Aid rules, as well as breaches relating to the internal market in relation to acts which breach the rules of corporate tax or to arrangements the purpose of which is to obtain a tax advantage that defeats the object or purpose of the applicable corporate tax law.

The Directive is without prejudice to the power of the EU Member States to extend protection under national law as regards areas or acts not covered by the Directive.

⁴ See the Act, s. 43B: <https://www.legislation.gov.uk/ukpga/1998/23/section/1>

⁵ See the Annex at: <https://eur-lex.europa.eu/legal-content/EN/TXT/HTML/?uri=CELEX:32019L1937&from=en#d1e32-47-1>

How to raise or report a concern?

As a first step, you should normally raise or report your concerns with your Tetra Tech Project Manager / Project Director. However, if your concerns involve them (or they have failed to address your concerns) or the issue is particularly sensitive, you should contact either:

Tetra Tech's Legal Team, as follows:

UK: Andrew Murdoch, General Counsel – or – Humma Tariq, Lawyer
Address: 1 Northfield Road, Reading, England, RG1 8AH, UK
Contact no.: +44 (0)113 219 2213 / +44 (0)20 7832 2881
Email: cuelegalteam@tetratech.com
EU: Dobromir Tenev, Lawyer
Address: 57, Kn. A. Dondukov Blvd, Ent. A, Fl. 3, Ap. 24, Sofia, 1000, Bulgaria
Contact no.: +359 (0)882 40 15 15
Email: cuelegalteam@tetratech.com

or **Tetra Tech's Human Resources Team**, as follows:

Carol Softleigh, Human Resources Manager
Address: 1 Northfield Road, Reading, England, RG1 8AH
Contact no.: +44 (0) 203 692 4525
Email address: carol.softleigh@tetratech.com

The person disclosing will have full protection under the Act, the Directive or within the policy; whichever is appropriate. Any discloser must have an honest and reasonable suspicion that malpractice or misconduct has occurred.

Note: please be aware that discussions/correspondence with the Legal team will typically benefit from **legal privilege**, whereas discussions/correspondence with HR and others will not.

What happens next?

- Tetra Tech will confirm receipt of the report to the whistleblower **within 7 days**.
- The whistleblower will also be informed of the status of any internal investigation and its outcome, as well as any action taken (as per the Act and the Directive) **within 3 months**.

In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take. Concerns or allegations, which fall into the scope of specific procedures, will normally be referred for consideration under those procedures.

Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted. Where appropriate, the matters raised may be investigated by senior management or the board. This will depend on the nature of the issue.

As per the Act and the Directive, we will keep you informed of the progress of the investigation and its likely timetable. However, the need for confidentiality may prevent us from giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.

Within 7 days of a report (concern), and where we are able, you will be contacted with:

- acknowledgement that the concern has been received, indicating how we propose to deal with the matter;
- an estimate of how long it will take to provide a final response;
- a statement of whether or not any initial enquiries have been made;
- advice on available support mechanisms; and
- a statement on whether or not further investigations will take place and, if not, why not.

Regulatory disclosure

Dependent upon the nature of the disclosure, the Act provides special provision for disclosure to prescribed bodies⁶.

⁶ See further at: <https://www.gov.uk/government/publications/blowing-the-whistle-list-of-prescribed-people-and-bodies--2/whistleblowing-list-of-prescribed-people-and-bodies>

Wider disclosures

It is hoped that by operating a policy that positively encourages whistleblowing, wider disclosure to external bodies will be limited. However, it should be noted that such disclosure is also protected under the Act and the Directive.

UK and EU laws recognise that, in some circumstances, it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely, if ever, be appropriate to alert the media. We strongly encourage you to seek advice before reporting a concern to anyone external. The UK independent whistleblowing charity, Public Concern at Work, operates a confidential helpline. They also have a list of prescribed regulators, for reporting certain types of concern. Their contact details are at the end of this policy.

Whistleblowing concerns usually relate to the conduct of our staff, but they may sometimes relate to the actions of a third party⁷, such as a customer, supplier or service provider. UK and EU laws allows you to raise a concern in good faith with a third party, where you reasonably believe it relates mainly to their actions or something that is legally their responsibility. However, we encourage you to report such concerns internally first. You should contact your Manager, Project Director, Tetra Tech's Legal Team or Human Resources Team in the first instance.

UK Foreign, Commonwealth & Development Office (FCDO - formerly DFID and FCO) procedures on reporting

All staff involved in FCDO (including legacy DFID or legacy FCO) funded business, must be aware of the process for reporting any suspicions or allegations of aid diversion, fraud, money laundering or financing terrorism.

If you ever have a concern related to an FCDO programme (incl. legacy DFID or legacy FCO programme), please immediately discuss it with the Tetra Tech Project Manager or Project Director and contact (24/7):

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| - FCDO Fraud Investigation Unit (FIU) at reportingconcerns@fcdo.gov.uk or on +44 (0)1355 843747 |
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EU's European Anti-fraud Office (OLAF) procedures on reporting

All staff involved in EU (including its institutions and bodies) funded business, must be aware of the process for reporting any suspicions or allegations of aid diversion, fraud or other serious irregularities or misconduct.

If you ever have a concern related to an EU (co)funded programme (including via EU or national bodies), please immediately discuss it with the Tetra Tech Project Manager or Project Director.

OLAF can investigate allegations of:

- fraud or other serious irregularities with a potentially negative impact for EU public funds, whether EU revenue, expenditure or assets held by the EU institutions; and
- serious misconduct by members or staff of EU Institutions and bodies.

You can communicate with OLAF in any of the 24 official EU languages.

All staff involved in EU funded business can immediately report all suspicions or allegations of fraud or other serious irregularities or serious misconduct to:

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| Online via the Fraud Notification System (anonymous, with secured document transmission) Go to OLAF's Fraud Notification System (FNS) https://fns.olaf.europa.eu/ ; |
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| Online via webform (non-anonymous, ie. name and email address are required, with no possibility to transmit documents) Go to OLAF's webform https://ec.europa.eu/anti-fraud/contacts/report-fraud_en ; or |
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| Report by post: European Commission, European Anti-Fraud Office (OLAF), 1049 Brussels, Belgium |
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World Bank Group's Integrity Vice Presidency (World Bank Group) procedures on reporting

All staff involved in World Bank Group-financed projects (incl. the International Bank for Reconstruction and Development (IBRD), the International Development Association (IDA), the International Finance Corporation (IFC), the Multilateral Investment Guarantee Agency (MIGA) and their related bodies), must be aware of the process for reporting any suspicions or allegations of fraud or corruption in World Bank Group-financed projects.

⁷ In this policy, *third party* means any individual or organisation that we come into contact with during the course of our work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

If you ever have a concern related to a World Bank Group-financed project, please immediately discuss it with your Tetra Tech Project Manager or Project Director.

The World Bank's Integrity Vice Presidency (INT) is an independent unit within the World Bank Group that investigates and pursues sanctions related to allegations of fraud and corruption in World Bank Group-financed projects.

All staff involved in World Bank Group-financed projects can immediately report all suspicions or allegations of fraud or corruption:

Online via the World Bank Group's Reporting Platform: <https://www.worldbank.org/fraudandcorruption>

or anonymously via INT: <https://www.worldbank.org/en/about/unit/integrity-vice-presidency>.

Confidentiality

We hope that everyone will be able to voice whistleblowing concerns openly under this policy. However, if anyone wants to raise a concern **confidentially**, we will make every effort to keep their identity secret. If it is necessary for someone investigating the concern to know the person's identity, we will discuss this with that person.

We do not encourage anonymous disclosures. Proper investigation may be more difficult or impossible if we cannot obtain further information from the person. It is also more difficult to establish whether any allegations are credible and have been made in good faith. Whistleblowers who are concerned about possible reprisals if their identity is revealed, should come forward to Tetra Tech's Legal and/or Human Resources Teams and appropriate measures can then be taken to preserve confidentiality. If you are in any doubt, you can seek advice from Public Concern at Work (see above) the independent whistleblowing charity, who offer a confidential helpline. Their contact details are;

- Helpline: +44 (0) 207 404 6609
- E-mail: whistle@pcaw.co.uk

If you ever have a concern about unethical, illegal or irresponsible activity, don't keep it to yourself. Discuss it with a Manager or Project Director. If you prefer to remain anonymous, please contact 24/7 (phone, free international number):

001 – 770 – 582 – 5289

You can reverse the charges.

Please remember that timely reporting can help us protect our staff, partners, clients, beneficiaries and at-risk groups.

Protection and support

It is understandable that whistleblowers are sometimes are worried about possible repercussions. We aim to encourage openness and will support those who raise genuine concerns in good faith under this policy, even if they turn out to be mistaken.

Whistleblowers must not suffer any detrimental treatment as a result of raising a concern in good faith. If you believe you have suffered any such treatment, you should inform Tetra Tech's Legal or Human Resources Team immediately.

You must not threaten or retaliate against whistleblowers in any way.

False disclosures

Tetra Tech seeks to encourage early disclosures within the organisation and provides everyone with the full protection of the Act and/or the Directive. Any false, bad faith or malicious disclosure will be considered a breach of Tetra Tech's Code of Conduct. This will be treated as a serious disciplinary matter for staff and subcontractors and may lead to being removed from their position or termination of contractual relations with Tetra Tech.

4. Related policies

- Supplier Code of Conduct
- Privacy Notice

- Safeguarding Policy
- Quality Policy Statement
- Anti-Bribery & Corruption Policy
- Conflict of Interest Policy
- Corporate Social Responsibility and Sustainability Policy
- Gender Policy
- Equality, Diversity & Inclusion Policy
- HSSE Commitment
- Environmental Policy

For further information, please see: <https://intdev.tetratecheurope.com/home/supplier-information/>

5. Compliance

All parts of this policy MUST be complied with and will be subject to internal/external review. Please note:

- Human Resources must ensure that each worker has read, understands and complies with this policy. This acknowledgement must be documented.
- Human Resources is to ensure that all new joiners have completed the online training, and that continuation training occurs at least biannually.
- Project Directors/Project Managers and Line Managers are responsible for ensuring that this policy is communicated to all subcontractors (firms and individuals) and is displayed in a communal area of every project office. The whistleblowing number and helpline must be visible.
- Project Directors/Project Managers and Line Managers are responsible for ensuring all staff have completed the online training, and that continuation training occurs at least annually.
- Project Directors/Project Managers and Line Managers or, when contacted, Tetra Tech's Legal Team or Human Resources Team, must process accordingly and keep a written record of any report (concern) received under this policy.