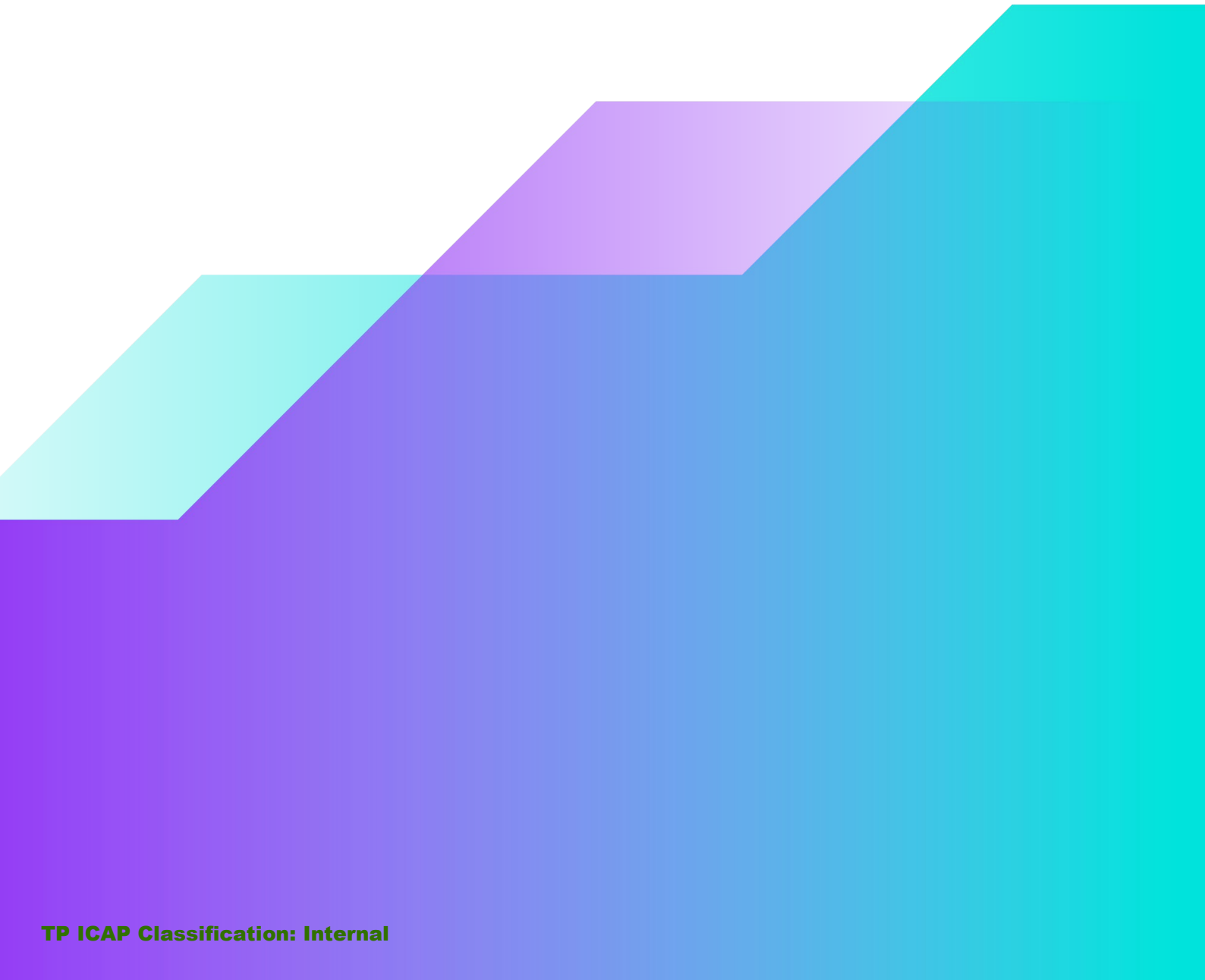




Global Whistleblowing Policy

Internal use only

Version 2.2



Policy control sheet

Accountable Executive	Group General Counsel	
Policy Owner	EMEA General Counsel	
Policy Scope/Applicability	Region	All
	Legal Entity	All
	Function	All
	Employees	All
Procedure/s	NA	

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Version	Approved by	Date approved	Summary of changes
1.0	GERC	07 Sept 2017	New Version
2.0	TP ICAP Plc Board	05 Dec 2019	Updated
2.1	TP ICAP Plc Board	04 March 2021	Updates to methods of raising a concern
2.2	TP ICAP Group plc Board	03 March 2022	Annual review. Minor update to incorporate AFC framework.

Global Whistleblowing Policy

1.0. Scope

This Policy applies to:

- All Employees within the Group within the EMEA and APAC regions, including those companies where the Group has a majority interest.
- With respect to matters arising in the Americas, Employees should refer to the Americas Whistleblower Policy which includes specific adaptations to comply with local laws of different jurisdictions.
- The definition of "Employees" shall, for the purpose of this Policy only, include:
 - all full-time, part-time and fixed-term employees; and
 - all temporary workers, contractors, consultants and secondees working for the Group.

2.0. Policy Statement

The TP ICAP plc Board is committed to maintaining the highest standards of honesty, openness and accountability and recognises that all those who work with or within the Group have an important role to play in achieving this goal.

The purpose of this Policy is to ensure that any concerns about TP ICAP's activities are handled fairly and effectively without fear of reprisals and with confidence that the concerns will be taken seriously and a meaningful review conducted. The Board recognises that Employees at TP ICAP will often be the first to know when someone inside or connected with TP ICAP may be doing something improper, but may feel apprehensive about voicing their concerns. This may be through a sense of loyalty to their colleagues or to TP ICAP itself. Or it may be because they do not think that their concerns will be taken seriously or because they are afraid that they will be penalised in some way. TP ICAP does not believe that it is in anyone's interest for someone with knowledge of wrongdoing/potential wrongdoing to remain silent.

The TP ICAP Board takes all malpractice and/or misconduct very seriously, whether it is committed by senior managers, staff, suppliers or contractors. This Policy sets out the procedure by which staff concerns can be reported.

Any employee who has retaliated against someone who has raised a concern under this Policy may be subject to disciplinary proceedings.

Nothing in this Policy prevents TP ICAP from taking action against individuals who have made false and malicious disclosures.

As TP ICAP is a Values led organisation, Employees must also be aware that TP ICAP's Values form part of the wider context that this policy operates in. TP ICAP's values are Honesty, Integrity, Respect and Excellence ("HIRE"). Above all else, we respect our clients and each other, without bias.

3.0. Policy Requirements

Purpose

This Policy is designed to provide guidance to all those who work with or within TP ICAP who may from time to time have concerns about issues relating to TP ICAP.

The aims of this Policy are:

- to encourage Employees with genuine concerns about TP ICAP's activities to raise them at an early stage, so that problems can be identified and resolved quickly;
- to provide guidance about how concerns can be raised; and
- to reassure everyone that genuine concerns can be raised without fear of reprisals.

This Policy does not form part of any employee's contract of employment and TP ICAP may amend it at any time. The Group General Counsel is responsible for the oversight and review of this Policy.

All regions, offices and departments must comply with this Policy, with the exception of the Americas, which must comply with the Americas Whistleblower Policy. All Employees are responsible for the success of the Policy and should ensure they use it to disclose any suspected wrongdoing. Employees are invited to comment on this policy and suggest ways in which it might be improved.

Main Principles

Employees should use the process outlined in this Policy where they have a genuine concern about past, current or future workplace malpractice at TP ICAP. This may include, but is not limited to:

- criminal activity;
- failure to comply with any legal or professional obligation or regulatory requirement;
- miscarriages of justice;
- danger to health and safety;
- damage to the environment;
- unethical behaviour;
- conflicts of interest;
- bribery or corruption;
- money laundering and tax evasion
- financial fraud or mismanagement;
- insider trading or market abuse;
- negligence;

- breach of TP ICAP's internal policies and procedures;
- behaviour that harms or is likely to harm TP ICAP's reputation or financial well-being;
- unauthorised disclosure of confidential information; and
- the deliberate concealment of any of the above.

Depending on the nature of the concern raised, it may be more appropriate for it to be dealt with under one of TP ICAP's other internal procedures. For example, if the concern relates to an employee's personal circumstances, such as the way they have been treated at work or working conditions, it is likely to be more appropriate to investigate the concern under, TP ICAP's grievance procedure.

4.0. Key Controls

As a minimum, the following controls are required under this Policy:

4.1 Raising a concern

A concern may be raised as follows:

- In the first instance, Employees are encouraged to inform the Regional Head of Compliance or Regional Head of Human Resources. This may be done face to face or in writing. You must make it clear that you are raising your concern as part of the whistleblowing procedure.
- If you feel unable to raise the matter with the Regional Head of Compliance or Regional Head of Human Resources, for whatever reason, raise the matter with the Group General Counsel or the Group Head of Human Resources.
- If you feel unable to raise the issue with senior management directly involved with the business, or prefer to report anonymously, you may raise the matter via one of the following confidential methods:
 - Via email: confidential.reporting@tpicap.com
 - Via the Safecall Whistleblowing Hotline on 0800 915 1571 ([or click here for your local number](#)) or submit a report to the [Safecall Whistleblowing online portal](#)
 - To the Chair of the Audit Committee, via email: whistleblowing@tpicap.com or via post: TP ICAP plc, Level 2, 155 Bishopsgate, London, EC2M 3TQ, United Kingdom

The Audit Committee has overall responsibility for whistleblowing.

Whilst TP ICAP encourages you to raise concerns internally first, you are also able to raise concerns directly with TP ICAP's regulators. Raising concerns with TP ICAP's regulators is not conditional on you reporting the concern to TP ICAP first. You are also able to report concerns to both TP ICAP and the regulator, if you wish.

The relevant regulators in the countries where TP ICAP operates are:

- In the UK: the FCA. Further information is available at: www.fca.org.uk/site-info/contact/whistleblowing. The FCA's direct whistle blowing number is +44 (0)20 7066 9200 and the FCA's direct email address is: whistle@fca.org.uk.
- In the UK, Employees can also take independent advice from the following:

Public Concern at Work

Suite 306, 16 Baldwin's Gardens, London, EC1N 7RJ

Tel: 020 7404 6609
www.pcaw.co.uk
- Regulators in other jurisdictions may also operate whistle blowing hotlines. Details should be sought from your local compliance officer, or by consulting the regulator's website.

TP ICAP strongly encourages its employees to report their concerns rather than keep them to themselves. If a report is made in good faith, then even if it is not confirmed by an investigation, the initial concern will be valued and appreciated and staff will not be liable to disciplinary action. However, if a false and malicious report is made then disciplinary action may result.

TP ICAP does not expect the individual making the report to have definitive concrete proof of any alleged concerns; however, they will need to be able to show the reason for their concern.

Concerns should be raised as soon as possible and without delay so that TP ICAP can investigate them (see Section 4.2 below). All concerns will be investigated promptly in order to assess initially what (if any) action will be taken.

Failure to report a concern that is covered by this Policy by an individual who is, or reasonably ought to be, aware of it may be regarded by TP ICAP as misconduct and may result in disciplinary action being taken. Nothing in this Policy shall prevent you from making a disclosure in accordance with the rules of any relevant and appropriate regulator.

4.2 Investigating reports

Once a report has been made, whether to an individual or via the confidential reporting facility, TP ICAP will formally acknowledge receipt of the report and will endeavour to deal with any concerns raised under this procedure quickly and efficiently.

TP ICAP will conduct preliminary enquiries to decide whether a full investigation is necessary. If such an investigation is deemed necessary then, depending on the nature of the concerns raised, the initial concerns will be either:

- Investigated internally by relevant subject matter experts within Compliance, Legal, Risk, Audit and HR; or
- Referred to the appropriate external person (for example, our external auditors, external legal counsel, the appropriate regulator or law enforcement) for investigation.

If you are asked to attend a meeting as part of that investigation, you may be accompanied by a colleague. Any individual under investigation may be accompanied on the same basis.

Subject to any legal constraints, TP ICAP will inform the reporting individual of the outcome of the preliminary enquiries, investigation and any further action that has been taken, where it is feasible and appropriate to do so, recognising some aspects may be confidential. It should be noted that individuals who choose to remain anonymous will not ordinarily be able to receive feedback.

4.3 Confidentiality

TP ICAP will not tolerate the harassment or victimization of anyone raising a genuine concern. TP ICAP will make every effort to keep the identity (where known) of the reporting individual confidential, if they so wish. However, there may be circumstances where TP ICAP is required to reveal the identity of the reporting individual. Should this be the case, the matter will be discussed with the individual at the earliest opportunity. In all cases, TP ICAP will take steps to ensure the individual suffers no detriment and to ensure that no person under TP ICAP's control engages in retaliation or victimisation of any form.

4.4 Protection and support for whistleblowers

Whistleblowers must not suffer any detrimental treatment as a result of raising a concern in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Regional Head of Compliance or the Regional Head of Human Resources.

You must not threaten or retaliate against whistleblowers in any way. If you are involved in such behaviour, you may be subject to disciplinary action.

5.0. Policy Management

5.1. Responsibilities

The Accountable Executive shall be responsible for ensuring that the Global Whistleblowing Policy is reviewed regularly and that those responsible for receiving whistleblowing reports escalate such reports appropriately in accordance with this policy.

5.2. Oversight

The Accountable Executive will seek to assure themselves as to the effective implementation and embedding of the Policy across the Group or parts of the Group in the Scope of the Policy by overseeing the training of regional HR and Compliance teams.

5.3. Review and Revision

This policy should be reviewed annually and updated where required to ensure that this policy remains compliant with the relevant statutory and regulatory regimes.

5.4. Enforcement and Exception Handling

As set out in the Scope, all employees must comply with this Policy. Any Procedures which may lead to a deviation from this Policy must be escalated with adequate justification to the Accountable Executive before the procedures are implemented. If the Accountable Executive consents to the deviation, they must issue a waiver in writing.

5.5. Query Resolution

Any queries, suggestions or amendments relating to this Policy should be directed to the Policy Owner.

5.6. Breach of Policy

Should any Employee have concerns around a breach of this Policy, they should report their concerns in line with the reporting procedure set out in section 4.1 of this policy.

6.0. Definitions

Group means TP ICAP plc and its subsidiaries.

Employee for the purpose of this Policy only, shall mean:

- all full-time, part-time and fixed-term employees; and
- all temporary workers, contractors, consultants and secondees working for the Group.

7.0. Related Documents

- Americas Whistleblower Policy