

WHISTLEBLOWING POLICY

1. Policy statement

Micro Focus International PLC and its group companies (“Micro Focus”) encourage a culture of openness and transparency across the organisation so that staff can speak up where they feel our people and customers are at risk, or where areas of wrongdoing have been identified or are suspected.

In this Policy, “wrongdoing” means any non-compliance with law, the Micro Focus Code of Conduct or other Micro Focus policies or procedures, and any other dishonest actions. Some examples of wrongdoing are set out in the list below:

- Unprofessional treatment of a customer by staff members or intermediaries;
- Criminal offences including bribery;
- Defrauding any Micro Focus Group company;
- A failure to comply with any legal or regulatory obligation;
- Any abuse or misuse of company inside information including disclosure and/or dealing in Company shares or options while in possession of inside information;
- A miscarriage of justice;
- Endangering the health and safety of any individual;
- Damage to the environment;
- Breach of standing financial instructions;
- A breach of the Micro Focus Code of Conduct;
- Negligence; and
- Deliberate concealment of any of the above.

All staff members, business partners and suppliers (including distributors, channel partners, agents, contractors, senior managers, officers, directors, employees, consultants, contractors, homeworkers, part-time and fixed-term workers, casual and agency staff, collectively referred to as “staff” in this Policy) are encouraged to report any actual or suspected wrongdoing (whether in the UK or elsewhere) by other staff members, business partners or suppliers. Any person raising a concern must also notify the Micro Focus Legal department at the outset if they have any personal interest in the matter.

This Policy should not be used for complaints relating to any personal circumstances, such as the way staff have been treated at work. In those cases staff should use the Micro Focus Grievance Procedure, which can be found on the Intranet or by contacting your local HR representative.

This Policy does not form part of any employee’s contract of employment and may be amended at any time.

2. How to raise a concern

If you have questions or concerns, consider whether you can resolve them by speaking with your manager or, if you would prefer to escalate the matter, by speaking to your manager’s manager or relevant head of department. You can also contact Human Resources for questions on issues such as performance rating, holiday/vacation, payroll, expenses or relationships with co-workers. Third parties can raise concerns with their relevant Micro Focus contact or Micro Focus Country Manager.

You may also contact the Micro Focus Legal department directly to ask questions or report issues on the topics covered by this Policy using the **Internal Contact Point**, details of which are set out at the end of this Policy. Use this if you have any questions or to report a concern regarding issues such as corruption, fraud, conflicts

of interest, harassment, discrimination, misuse of Micro Focus assets, confidential competitor information or other business reputation or ethics issues.

However, where the matter is more serious, or you feel that your manager, the Human Resources department or the Micro Focus Legal department has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact the **External Contact Point**, details of which are set out at the end of this Policy.

3. Confidentiality

Micro Focus hopes that staff will feel able to voice concerns openly under this Policy, whether informally or through the **Internal Contact Point** or the **External Contact Point**. However, if you want to raise your concern confidentially, we will make every effort to keep your identity secret. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you.

We do not encourage staff to make disclosures anonymously. Proper investigation may be more difficult or impossible if we cannot obtain further information from you. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to **Internal Contact Point** and appropriate measures can then be taken to preserve confidentiality. If you are in any doubt, you can seek advice from the **External Contact Point** or Protect, the independent whistleblowing charity, who offer a confidential helpline.

4. Disclosures to third parties

The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally.

The law recognises 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 other than through the **External Contact Point**. The independent whistleblowing charity, Protect, operates a confidential helpline. They also have a list of prescribed regulators for reporting certain types of concern. Their contact details are provided 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 party, such as a customer, supplier or service provider. The law allows you to raise a concern 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 line manager or the Human Resources department for guidance.

5. How we will deal with allegations raised under this Policy

Micro Focus takes allegations of wrongdoing very seriously. When an allegation of wrongdoing is raised, Micro Focus will acknowledge receipt of the complaint and the matter will be assessed to determine what action should be taken. This may involve an internal inquiry or a more formal investigation.

After Micro Focus conducts an initial assessment, if it believes that there are grounds for further investigation, Micro Focus may appoint an investigator or team of investigators including staff with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable Micro Focus to minimise the risk of future wrongdoing.

We will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us 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.

Staff members may bring a colleague or union representative to any meetings under this Policy. The companion must respect the confidentiality of your disclosure and any subsequent investigation. Staff members or any companions are required to co-operate with any investigations of any alleged wrongdoing consistent with the Micro Focus Code of Conduct.

If Micro Focus concludes that a whistleblower has deliberately made false allegations, the whistleblower will be subject to disciplinary action.

6. If you are not satisfied

While we cannot always guarantee the outcome you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this Policy you can help us to achieve this.

If you are not happy with the way in which your concern has been handled, you can raise it with one of the contact points set out at the end of this Policy.

7. Protection and support for whistleblowers

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

We will treat all reports in a sensitive manner and details of the report and the identity of the staff member or third party will only be disclosed to the extent Micro Focus considers it necessary or appropriate.

Where a staff member or third party attempts retaliation (whether direct or indirect) against anyone speaking up about an instance of wrongdoing, Micro Focus will assess the matter and consider appropriate action in line with disciplinary procedures or contractual rights.

8. Contact information

Internal Contact Point

Email: compliance@microfocus.com

Micro Focus
Attn: Legal Department, Corporate Compliance and Ethics
The Lawn,
22-30 Old Bath Road
Newbury,
Berkshire,
RG14 1QN
United Kingdom

External Contact Point

A telephone and web form reporting service is provided by an independent supplier to enable anonymity where permitted and a range of local language translation services.

www.microfocus.ethicspoint.com

Protect – Whistleblowing Information Hotline

Helpline: 020 3117 2520

E-mail: whistle@protect-advice.org.uk

Website: www.protect-advice.org.uk]

Revision History

Revision	Description of Change
14 December 2017	Initial Release
7 August 2020	Update

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Sponsor:	Jane Smithard, General Counsel	Last Revision:	7 August 2020
Owner:	Faustino Obeso	First Effective Date: Last re-validation Date:	14 December 2017