



ASOS Whistleblowing Policy

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1. Introduction

At ASOS, we are committed to creating the best possible working environment for our ASOSers, and to having the appropriate support systems in place to identify and fix problems should anything not be quite right.

Employees are often the first people who notice that there may be something wrong within the organisation but do not always express their concerns. This Whistleblowing Policy (the 'Policy') aims to deter fraud, corruption, improper conduct and other serious malpractices within the workplace and encourage and enable ASOSers to report any concerns they may have through approved channels as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected. This Policy applies to everyone who carries out work for the Company, including employees, contractors, and consultants, and ASOS may amend it at any time

2. What is Whistleblowing?

Whistleblowing is the disclosure of information which relates to suspected wrongdoing. The individual who makes a disclosure must believe that they are acting in the public interest and that the disclosure tends to show past, present or likely future wrongdoing including one or more of the following:

- Criminal offences that have been, are being or are likely to be committed, including fraud, corruption, bribery and/or blackmail
- Failure to comply with legal or regulatory obligations
- Improper conduct or unethical behaviour, including harassment and/or discrimination
- Endangerment to health and safety
- Damage to the environment
- Miscarriages of justice
- Facilitation of tax evasion
- Breach of internal policies and procedures
- Conduct likely to damage ASOS' reputation or financial wellbeing
- Unauthorised disclosure of confidential information
- Attempts to conceal any of the above

A whistleblower is a person who raises a genuine concern of suspected wrongdoing relating to any of the above.

For Whistleblowing to occur, such danger or illegality will normally be affecting others e.g. staff members, members of the public or ASOS itself. As the person blowing the whistle, you might not be directly affected by the danger or illegality yourself.

At ASOS, we take all complaints very seriously and would always prefer you to raise a concern rather than staying silent. If you are uncertain whether something is within the scope of this policy, you should seek advice from a Whistleblowing Officer (see s.4 below).

What is it not? It is not a complaint or personal grievance that directly impacts you, which would be investigated under our Grievance Procedure.

3. Who does this Policy apply to?

This policy applies to everyone who carries out work for the Company, including:

- All employees
- Contractors and sub-contractors
- Agency staff
- Consultants
- Work experience and other trainees

The Policy also applies to shareholders and the company board

4. **ASOS Roles & Responsibilities**

The below details the roles & responsibilities of those involved within the whistleblowing process:

Role	Responsible for:
Whistleblowing Officer(s)	<ul style="list-style-type: none"> Managing the whistleblowing process and Business Assurance Team's response; Appointing investigators; Leading on investigations where necessary; Managing secondary reviews; Ensuring the correct processes are in place and are being implemented correctly; Ensuring that individuals with responsibilities under this policy receive appropriate training; Reporting all whistleblowing cases to the Audit Committee, and where appropriate, the Board <p>ASOS' current Whistleblowing Officer(s) is/are:</p> <ul style="list-style-type: none"> Anna Suchopar (GC & CoSec): anna.suchopar@asos.com Ruth Brouder (Director of Internal Audit & Risk): ruth.brouder@asos.com
Business Assurance & Resilience Team	<ul style="list-style-type: none"> Maintaining and updating the whistleblowing policy; Ensuring appropriate tools are in place to support the process (e.g. an external reporting service) and ensuring these are managed appropriately; Monitor and receive initial reports from the Spot whistleblowing service; Ensuring the policy and tools are appropriately communicated to the company; and Ensuring any reports are dealt with according to this policy.
Audit Committee	<ul style="list-style-type: none"> Review and approve the policy; Review the processes outlined in this policy to ensure that they are being implemented effectively and propose changes, where necessary, to improve the company's internal whistleblowing procedures Review the whistleblowing cases raised and oversee any investigation where the Committee feels necessary
ASOS Plc Board	<ul style="list-style-type: none"> Oversee investigations of serious wrongdoing Instruct external investigators, where necessary.
Supporting functions (inc. PX, Legal, Security)	<ul style="list-style-type: none"> To support on investigations where needed
Employees and Workers	<ul style="list-style-type: none"> Using this policy to disclose any suspected danger or wrongdoing

5. **The Process**

Raising a concern

ASOSers are encouraged to report any concerns they may have through:

- Their line manager or functional director, or
- A PX Partner

You do not need to wait for proof of wrongdoing before raising a concern as long as you can explain the reason for your concern.

There will be some cases where it is not appropriate for you to raise concerns with the individuals above, for example, where you suspect that your line manager may be involved or may be 'turning a blind eye'. In those cases, you should report your concerns to our Whistleblowing Officer. There are two main ways you can do this:

- Email / call the whistleblowing officer directly
- Raise an anonymous, confidential report through our whistle-blowing service Spot

Spot is our independent, 24/7, 3rd party whistleblowing service. More information about **Spot** can be found on ASOS Home [here](#) or at the end of this Policy.

Preliminary Meeting and Initial Assessment

The Whistleblowing Officer, or an appointed investigator from the Business Assurance & Resilience team, will carry out an initial assessment of the concern raised based on the initial information provided, and when applicable review the escalation matrix: Senior Reporting and Escalation Protocol (appendix 1).

If you have included your contact details when you raised the Whistleblowing report, which we encourage you to do so, the Whistleblowing Officer or the investigator will arrange a meeting with you as soon as possible to discuss your concern. If you want to, you can bring a colleague to any meeting under this policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.

During this meeting, you should provide as much information and detail as possible. In particular you should provide the names of the people involved, dates of events and any relevant documentation. This will help the investigator to focus their investigation on the main issues quickly.

Following the meeting, the Whistleblowing Officer will make a determination on how your concern should progress and you will be informed of the outcome of the assessment together with a written summary of your concerns.

The outcome may include a determination that your complaint should be determined via another ASOS policy/team e.g. if it is determined that the Grievance Policy applies the complaint will be handed over to PX.

Investigation

If the Initial Assessment concludes that the concern raised should be determined under the Whistleblowing Policy, an investigation will be carried out. The investigator will either be the Whistleblowing Officer or an investigator appointed by the Whistleblowing Officer with the appropriate level of seniority and independence.

Support may also be sought from other functions, where appropriate, such as PX, Security and Legal. In some cases (and in particular where there is a conflict of interest) we may appoint an independent, external investigator with relevant experience of investigations or specialist knowledge of the subject matter.

The following will occur during the investigation process:

- Full details will be obtained from you by the Investigator
- The allegations will be fully investigated by the Investigator with assistance, where appropriate, from other individuals in the business
- A judgement concerning the complaint, including the validity of the complaint, will be made by the Investigator. The investigator may make recommendations for change to enable us to minimise the risk of future wrongdoing.

We will aim to keep you informed of the progress of the investigation, its likely timescale and its outcome. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation outcomes and/ or any disciplinary action taken as a result.

We will aim to conduct the Initial Assessment and Investigation within 10 working days of your report, although depending on the concern raised the investigation might take longer. At this time, we will endeavour to inform you of the outcome of the investigation or, where this is not possible, to update you as to the likely timescale.

Confidentiality

All whistleblowing disclosures should be treated as confidential by everybody involved.

Asos is committed to ensuring that employees who raise genuine concerns under this policy are protected. For more information, see section 8. We therefore encourage ASOSers to provide their name when reporting a concern to enable the Investigator to include them in the investigation, and to enable us to provide feedback on the investigation and its likely timescale (if possible to do so).

However, we understand there will be occasions when anonymity is preferred or required, and such matters should be reported via the Spot platform, which allows a whistleblower to remain anonymous. All Whistleblowing reports are also reported, on an anonymised basis, to ASOS' Audit Committee which has the remit to conduct its own investigation, if necessary.

Employees under investigation

At times, the concern raised may involve accusations against another employee. The employee under investigation will be given the opportunity to present their case. This will usually take place at the start of an investigation, but there may be cases where we commence an investigation before meeting with the relevant employee.

In some circumstances, we may need to suspend an employee under investigation. This will be for no longer than is absolutely necessary to investigate any allegations of wrongdoing and does not imply that a decision has already been made. Disciplinary action against any employee under investigation will only be taken, where necessary, once a full and proper investigation has taken place.

If you are not satisfied

While we cannot always guarantee the outcome you are seeking, the investigator is, to the best of their ability, required to deal with your concern fairly and in an appropriate way.

If you believe the issue is not resolved satisfactorily following the closure of the investigation, or if you have any new information you wish to provide, then you have the right to raise it for secondary review in confidence. If you wish to do so, please advise the Whistleblowing Officer, who will arrange for a secondary investigation to be conducted by a different investigator.

6. External Disclosures

The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace.

However, we recognise that in some circumstances, it may be appropriate for you to report your concerns to an external body such as a regulator. We strongly advise you to seek advice before reporting a concern to anyone external.

The independent whistleblowing charity, Protect, operates a confidential helpline. They also have a list of prescribed regulators for reporting certain types of concern. See <https://protect-advice.org.uk/> for more details.

7. Training

The Whistleblowing Officer will endeavour to provide anyone who may deal with concerns or investigations under this policy with the appropriate resources and relevant training, where needed.

All ASOSers are invited to comment on this policy and suggest ways in which it might be improved.

8. Employee Protection

ASOS is committed to ensuring that no adverse consequences will occur for anyone who reports a whistleblowing concern in good faith, even if they are mistaken. Protecting ASOSers from victimisation, harassment or disciplinary action as a result of any disclosure is important to ensure individuals can voice their concerns in a safe and protected manner. This policy supports the legal requirements of the Public Interest Disclosure Act 1998.

ASOS will not tolerate any retaliation against an employee who raises a genuine concern. All disclosures will be treated in a confidential and sensitive manner.

However, if an ASOSer makes a malicious or vexatious allegation, or one they know to be untrue, appropriate disciplinary action will be taken.

Reported concerns will be overseen by the Whistleblowing Officer(s), who will utilise internal resources, including the Audit Committee and the internal audit/ business assurance function as appropriate, to properly follow-up reports. The company will maintain a record of all matters raised via the above whistleblowing process so that assessments can be made of the Policy's effectiveness and reported to the Audit Committee (on an anonymised basis).

With these procedures in place, we expect ASOSers to report concerns via these approved channels rather than airing concerns outside of the company.

9. About Spot

Spot is a confidential tool operated by an independent third-party company. When you talk to Spot, you are chatting to a bot – no human is involved (not even the Spot team or ASOS), and you can choose to be completely anonymous when raising concerns through Spot. Because Spot is a machine, it has no unconscious biases and cannot judge or assess you. Talking to Spot is like texting or using a messaging app, and it's designed to respond with meaningful follow up questions to help you get to the bottom of what you're reporting.

What sort of things can I talk to Spot about?

Spot is designed to be a place for you to document and report anything that you're concerned about that you might have witnessed or experienced, even if you're not sure if it's breaking the rules. We'd always rather you raised anything that's on your mind or bothering you, no matter what it is, but here's a few examples of when you might want to talk to Spot:

- A situation that makes you feel nervous or uncomfortable about doing your job;
- Inappropriate behaviour that goes against our 'Being ASOS' behaviours;
- Harassment or discrimination
- The law being broken or unethical practices that could undermine the integrity of ASOS;
- Fraud or theft in the workplace.

How do I access Spot?

You can access Spot via the web or on your mobile phone browser here: <https://talktospot.com/asos>
This link will work on any personal device if you'd rather not use a work laptop or mobile.

Submitting a Report

Once you have talked to Spot, you can decide if you would like to save your conversation in the form of a report – which you can choose whether to submit or not. Spot also gives you the chance to edit the report so that it only contains information that you want to disclose.

10. Appendix 1. Whistleblowing: Senior Reporting and Escalation Protocol

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Core principles:

1. As standard, all Whistleblowing (WB) reports are to be reported to the Audit Committee (AC) quarterly. When an investigation is open a summary will be shared which gives appropriate context but maintains anonymity for the named person(s) during the investigation stage. A verbal voiceover in the Committee may be agreed with the AC Chair or Board Chair in advance as per the escalation matrix.
2. We operate all WB reports with a presumption of innocence, taking immediate action as assessed in triaging the report. In the spirit of openness and transparency with the Board, when a WB investigation has closed, the subsequent AC report will share details of the investigation and whether the investigation was upheld / partially upheld or not upheld to ensure an appropriate audit trail is maintained and that the Board have visibility of any potential patterns.
3. Any WB report which makes allegations against any of the following: PLC Board, Exec members or either/both of the Whistle-blowing Officers will be reported to the Chair of the Audit Committee and/or the Chairman of the Board ahead of the formal reporting round in a private capacity as per the table below.

Note: The Senior Risk Manager and the Risk Manager (RMs) are the only individuals who have full (read/write) access to 'Spot' (the anonymous external Whistle-blowing reporting facility). Ordinarily, the RMs are responsible for assigning a case to a WB Officer for review and investigation. In the event of a conflict of interest involving either/ both WB Officer(s), the RMs will ensure that the escalation is managed confidentially and appropriately in line with the procedures set out below. This document serves to empower them and the Whistleblowing Officers to do the right thing by providing clear guidelines to follow without fear of reprisal.

Escalation Matrix:

Whistleblowing (WB) relates to:	Case owner	When should you escalate?	Escalate to:	Notification to AC:
An issue one of the WB Officers has a conflict of interest in but the WB Officer is not accused in the complaint	The other WB Officer	n/a to be managed through the ordinary WB policy / procedures	n/a	As per usual reporting
One of the WB officers – a serious allegation directly related to activities performed / not performed by named individual	The other WB officer (providing not implicated)	<p>Immediately to agree course of action.</p> <p>Consider whether:</p> <ul style="list-style-type: none"> • There are safety/regulatory issues which require immediate attention. • Immediate action needs to be taken to suspend the individual / restrict access to people/systems whilst an investigation is conducted • Whether the actions taken immediately will trigger any form of RNS • Whether third party investigative support is required 	CEO	<p>Private notification to AC Chair by WB Officer as agreed with CEO, timing dependent on:</p> <p>Notify immediately if:</p> <ol style="list-style-type: none"> 1. The severity of issue requires it, and/or; 2. Immediate disciplinary/suspension/publicly notifiable actions are required <p>Otherwise, notify privately in a timely manner ahead of the next formal reporting round.</p> <p>CEO and AC Chair to agree when notification to Board Chairman should occur. Examples which would trigger immediate notification are (not exhaustive):</p> <ul style="list-style-type: none"> - Suspension of implicated individual(s) - Public actions required immediately - Seriousness of allegation - In the case of GC/ CoSec, where issue impacts/ potentially impacts wider Board/ Committee liaison <p>At the next quarterly AC reporting cycle, formal documentation as per all Whistleblowing reports must be completed.</p>
Both WB Officers	Senior Risk Manager escalate with subsequent case owner to be allocated.	<p>Immediately to agree course of action.</p> <p>Consider:</p> <ul style="list-style-type: none"> • Whether there are safety/regulatory issues which require immediate attention. • Whether immediate action needs to be taken to suspend the individuals / restrict access whilst an investigation is conducted. 	<ol style="list-style-type: none"> 1. CEO 2. Chair of Audit Committee if CEO is also implicated <p>The person escalated to is responsible for appointing an independent person to investigate the WB report. This person should be someone of the same or higher seniority with requisite skills e.g. PX Director or a 3rd party. Andrew Jolly, Partner at</p>	<p>Private notification to AC Chair by CEO as follows:</p> <ol style="list-style-type: none"> 1. Immediately as both WB Officers are implicated, agree action plan with assigned officer. <p>CEO and AC Chair to agree when notification to PLC Board Chair is required. Examples which would trigger immediate notification (not conclusive):</p> <ul style="list-style-type: none"> - Suspension of implicated individual(s) - Public actions required immediately - Seriousness of allegation

Whistleblowing (WB) relates to:	Case owner	When should you escalate?	Escalate to:	Notification to AC:
		<ul style="list-style-type: none"> Whether the actions taken immediately will trigger any form of RNS. 	<p>Slaughters & May law firm is an agreed named contact for such an instance/ escalation – contact details:</p> <p>andrew.jolly@slaughterandmay.com +44 (0)20 7090 3034 +44 (0)7768 827 376</p>	<ul style="list-style-type: none"> In the case of GC/ CoSec, where issue impacts/ potentially impacts wider Board/ Committee liaison <p>At the next quarterly AC reporting cycle, formal documentation as per all Whistleblowing reports must be completed.</p>
An Exec member (non CEO/CFO)	WB Officer	<p>Immediately to agree course of action.</p> <p>Consider:</p> <ul style="list-style-type: none"> Whether there are safety/regulatory issues which require immediate attention. Whether immediate action needs to be taken to suspend the individuals /restrict access to people/systems whilst an investigation is conducted. Whether the actions taken immediately will trigger any form of RNS. 	<p>To CEO</p> <p>(& CFO if regulatory/safety issues identified (within CFO remit of responsibility) / any indication of an RNS requirement)</p> <p>(& Remco chair if reports related to CPO)</p> <p>(See below if either CEO/CFO are implicated)</p>	<p>Private notification to AC Chair by WB Officer as agreed with CEO, timing dependent on:</p> <p>Notify immediately if:</p> <ol style="list-style-type: none"> The severity of issue requires it, and/or; Immediate disciplinary/suspension/publicly notifiable actions are required <p>Otherwise, notify privately in a timely manner ahead of the next formal reporting round.</p> <p>CEO and AC Chair to agree when notification to Chairman is required and when. Examples which would trigger immediate notification are (not exhaustive):</p> <ul style="list-style-type: none"> Suspension of implicated individual(s) Public actions required immediately Seriousness of allegation <p>At the next quarterly AC reporting cycle, formal documentation as per all Whistleblowing reports must be completed.</p>
CFO and/or CEO	WB Officer (both)	<p>Immediately to agree course of action.</p> <p>Consider:</p> <ul style="list-style-type: none"> If ability to investigate will mean the CEO/CFO are aware of the issues raised. Whether there are safety/regulatory issues which require immediate attention. Whether immediate action needs to be taken to suspend the individuals / restrict access to people/systems whilst an investigation is conducted. 	<p>If WB report refers to CFO, escalate to CEO</p> <p>If WB report refers to CEO, escalate to Chairman of the Board (agree with Chairman of the Board approach to notification to CFO)</p> <p>If WB report refers to CEO & CFO, escalate to Chairman of the Board</p>	<p>If re CFO: Private notification to Chairman of the Board by WB Officer as agreed with CEO, timing dependent on:</p> <p>Notify immediately if:</p> <ol style="list-style-type: none"> The severity of issue requires it, and/or; Immediate disciplinary/suspension/publicly notifiable actions are required <p>Otherwise, notify both Chairman of the Board and Chair of the Audit Committee privately in a timely manner ahead of the next formal reporting round.</p>

Whistleblowing (WB) relates to:	Case owner	When should you escalate?	Escalate to:	Notification to AC:
		<ul style="list-style-type: none"> Whether the actions taken immediately will trigger any form of RNS. 		<p>If WB is about the CEO or both CFO/CEO, WB Officer to agree with Chairman of the Board the timing of notification to the AC Chair. Examples which would trigger immediate notification (not conclusive):</p> <ul style="list-style-type: none"> - Suspension of implicated individual(s) - Public actions required immediately - Seriousness of allegation <p>Otherwise, notify privately in a timely manner ahead of the next formal reporting round.</p>
PLC Chair of the Board	WB Officer	<p>Immediately to agree course of action</p> <p>Consider:</p> <ul style="list-style-type: none"> Whether there are safety/regulatory issues which require immediate attention. Whether immediate action needs to be taken to suspend the individuals / restrict access to people/systems whilst an investigation is conducted. <p>Whether the actions taken immediately will trigger any form of RNS.</p>	Senior Independent Director (SID) & Audit Committee Chair	<p>SID & AC Chair already notified as per escalation procedure.</p> <p>SID, AC Chair & WB Officer to agree notification approach re CEO/CFO and rest of Board.</p> <p>Formal AC reporting as per usual process.</p>
NED (excluding Chair)	WB Officer	<p>Immediately to agree course of action</p> <p>Consider:</p> <ul style="list-style-type: none"> Whether there are safety/regulatory issues which require immediate attention. Whether immediate action needs to be taken to suspend the individuals / restrict access to people/systems whilst an investigation is conducted. Whether the actions taken immediately will trigger any form of RNS. 	PLC Board Chair	<p>PLC Board Chair already notified as per escalation procedure.</p> <p>PLC Board Chair & WB Officer to agree notification approach re CEO/CFO and rest of Board.</p> <p>Formal AC reporting as per usual process</p>