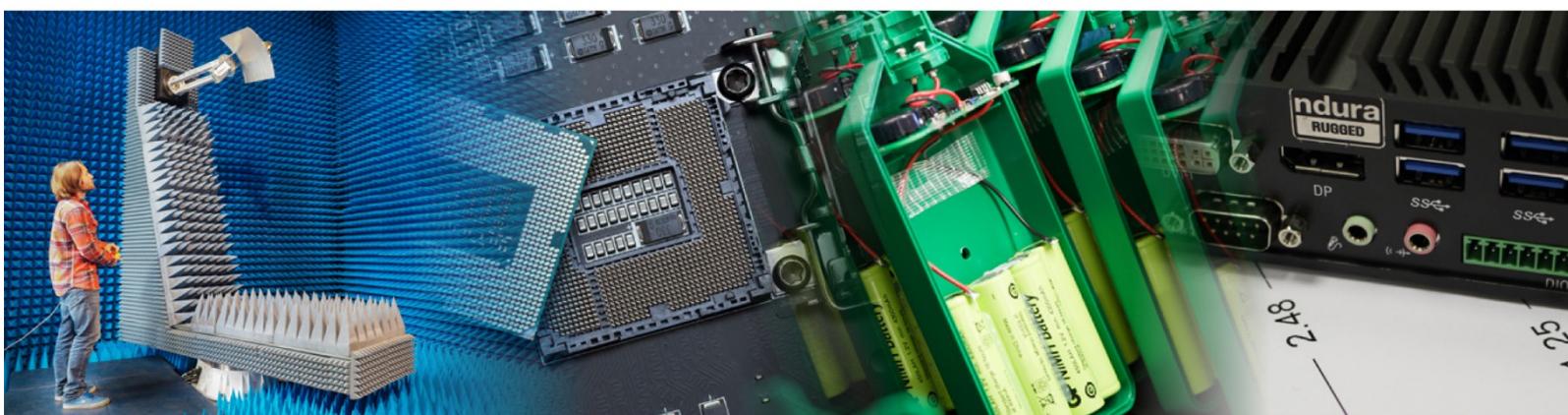


SOLID STATE PLC

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Solid State Plc Whistle Blowing Policy



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Solid State Plc – Whistle Blowing Policy

Introduction

The Solid State PLC Group (“the Group”) including all subsidiary and associate companies requires directors, officers and employees to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Solid State PLC Group, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

All organisations face the risk of things going wrong or of unknowingly harbouring malpractice. The Group believes it has a duty to identify such situations and take the appropriate measures to remedy them.

By encouraging a culture of openness within our organisation the Group believes it can help prevent malpractice. Furthermore, by knowing about malpractice at an early stage the Group stands a good chance of taking the necessary steps to safeguard the interests of all staff and protect the organisation. In short, the Group actively encourages you to ‘blow the whistle’ on suspected malpractice.

Please be aware that this policy is not the procedure for general grievances. If you have a complaint about your own personal circumstances then you should use the normal grievance procedure. If you have concerns about malpractice within the Company you should use the procedure outlined in this policy.

Suspected malpractice

The Group encourages you to report suspected malpractice in relation to our activities. We construe malpractice widely and this includes but is not limited to:

- Any illegal activity at the Group;
- Any activity that causes the Group to breach its legal obligations;
- Any activity that causes the Group to endanger the health and safety of any person;
- Any activity that damages the environment;
- Any attempt to wilfully conceal any information that tends to show malpractice.

You are not required to obtain evidence of malpractice before raising your concern. As such you must not commit an act or acts of misconduct, breach Group rules or damage the Group in any way in order to obtain information. The Group is committed to ensuring that you work in an environment in which you can raise concerns and there is no question of you having to prove anything. The Group will support employees, who with the reasonable belief that it is in the public interest to do so raise concerns under this policy, even if they turn out to be mistaken.

Reporting Responsibility

This Whistle-blower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that the Group can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of the Group’s code of ethics or suspected violations of law or regulations that govern the Group’s operations.

How to raise your concern internally

The Group has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with their supervisor.

If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are encouraged to speak with the relevant group company Managing Director or Non-executive Audit Committee Chairman (<http://www.solidstateplc.com/governance/board-committees/>).

Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to relevant group company Managing Director, who has the responsibility to investigate all reported complaints.

Employees with concerns or complaints may also submit their concerns in writing directly to their supervisor or relevant group company Managing Director or the Non-executive Audit Committee Chairman.

Raising your concern externally (exceptional cases)

The main purpose of this policy is to give you the opportunity and protection you need to raise your concerns internally. The Company would expect that in almost all cases raising concerns internally would be the most appropriate action for you to take.

However, if you feel you cannot raise your concerns internally and you honestly and reasonably believe the information and any allegations are true, you should consider raising the matter with an appropriate 'prescribed person'. The identity of the appropriate prescribed person will depend on the nature of your concern. However, they must be one of those prescribed by an order made by the Secretary of State for the purposes of the Employment Rights Act 1996 Section 43F. The Public Interest Disclosure (Prescribed Persons) Order 2014 (as amended) lists the prescribed persons (see further guidance on: (http://www.legislation.gov.uk/uksi/2014/2418/pdfs/uksi_20142418_en.pdf).

If you have good reasons for not using the internal disclosure procedures or the disclosure procedure described above, you may consider making wider disclosure by reporting the matter to the police or to the media, for example. However, whistle-blowers who make wider disclosures of this type will only be protected in certain circumstances. The Company recommends that you take legal advice before following this course of action since we believe it will be in your own interests to do so.

Protection for whistle-blowers – No Retaliation

It is contrary to the values of the Group for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Group.

You may be worried that by reporting your concerns you will be opening yourself up to victimisation or detriment, or risking your job security.

However, all staff benefit from statutory protection if they raise concerns in the right way and do so with the reasonable belief that raising the concern is in the public interest. This protection means that employees must not be dismissed or suffer any detrimental treatment as a result of raising a concern.

As it will be in your own interests to do so we would encourage you in particular to ensure you have a reasonable belief that the disclosure you wish to make is in the public interest as this is one of the requirements that must be met in order to obtain the statutory protection mentioned earlier.

Staff must not threaten or retaliate against whistle-blowers in any way. This will be regarded as gross misconduct and may result in those involved being dismissed without notice or payment in lieu of notice.

If you believe that you have suffered any detrimental treatment, you should inform the relevant group company Managing Director immediately. If the matter is not remedied you should raise it formally using our Grievance Procedure.

Director responsible for Whistleblowing Compliance

The relevant group company Managing Director is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The relevant Managing Director will advise the Board of Directors of all complaints and their resolution and will report at least annually to the Audit Committee on compliance activity relating to accounting or alleged financial improprieties.

Accounting and Auditing Matters

The relevant group company Managing Director shall immediately notify the Audit Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

How the Company will respond

After you have raised your concern The relevant group company Managing Director will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation.

All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Usually, this will involve making internal enquiries first, but it may be necessary to carry out an investigation at a later stage, which may be formal or informal depending on the nature of the concern raised.

As far as possible, the Group will keep you informed of the decisions taken and the outcome of any enquiries and investigations carried out.

However, the Group will not be able to inform you of any matters that would infringe the duty of confidentiality owed to others.

If you ask for a matter to be treated in confidence the Group will respect your request and only make disclosures with your consent.

Tony Frere
Chairman

Policy approved by the Board of Directors on 15 May 2017.

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