

## WHISTLEBLOWING POLICY

### 1 PURPOSE

- 1.1 The Glenveagh group ("**Glenveagh**") is committed to conducting its business with honesty and integrity and in a transparent, accountable and ethical manner. Glenveagh expects all workers to maintain these same high standards. An important aspect of accountability and transparency is to put in place an effective mechanism to enable workers to voice concerns in a responsible and effective manner.
- 1.2 The primary aims of this Policy are to:
- (a) encourage workers to report suspected wrongdoing that has come to their attention in a work-related context as soon as possible, in the knowledge that their concerns will be taken seriously and followed up on as appropriate, and that their statutory rights will be respected;
  - (b) provide workers with guidance as to how to raise those concerns through internal reporting channels; and
  - (c) reassure workers that they are entitled to raise genuine concerns and disclose information without fear of reprisal even if their concerns turn out to be mistaken.

### 2 SCOPE

This Policy applies to all current and former workers associated with Glenveagh including all permanent, part-time and fixed-term employees at all levels, directors, consultants, contractors, agency workers, trainees, apprentices, shareholders, members of administrative, management or supervisory body of Glenveagh (including non-executive members), volunteers and individuals who acquire or acquired information on a relevant wrongdoing during a recruitment process or during pre-contractual negotiations).

### 3 WHAT IS WHISTLEBLOWING?

In accordance with the Protected Disclosures Act 2014, as amended by the Protected Disclosures (Amendment) Act 2022, (the "**Act**"), whistleblowing, also referred to as the making of a "protected disclosure", is the disclosure of relevant information by a worker in a manner prescribed by the Act. Information is "relevant information" if (a) in the reasonable belief of the worker it tends to show one or more relevant wrongdoings and (b) it came to the attention of the worker in a work-related context (which includes current or past work activities).

A relevant wrongdoing includes where:

- (a) an offence has been, is being or is likely to be committed;
- (b) a person has failed, is failing or is likely to fail to comply with any legal obligation (other than one arising under the worker's contract of employment or other contract where the worker personally performs any work or services);
- (c) a miscarriage of justice has occurred, is occurring or is likely to occur;
- (d) the health or safety of any individual has been, is being or is likely to be endangered;
- (e) the environment has been, is being or is likely to be damaged;
- (f) an unlawful or otherwise improper use of funds or resources of a public body or other public money has occurred, is occurring or is likely to occur;

- (g) an act or omission by or on behalf of a public body is oppressive, discriminatory or grossly negligent or constitutes gross mismanagement;
- (h) a breach has occurred, is occurring or is likely to occur (either by act or omission) that (i) is unlawful and either falls within the scope of European Union law in areas specified in the Act as detailed below or affects the financial interests of the European Union or relates to the internal market; or (ii) defeats the object or purpose of the rules in the European Union acts and areas specified in (i).

Areas specified in the Act: (i) public procurement; (ii) financial services, products and markets, and prevention of money laundering and terrorist financing; (iii) product safety and compliance; (iv) transport safety; (v) protection of the environment; (vi) radiation protection and nuclear safety; (vii) food and feed safety and animal health and welfare; (viii) public health; (ix) consumer protection; (x) protection of privacy and personal data, and security of network and information systems; and

- (i) information tending to show any matter falling within any of the above has been, is being or is likely to be concealed or destroyed or an attempt has been, is being or is likely to be made to conceal or destroy such information.

If a worker has any concerns related to a relevant wrongdoing affecting any of Glenveagh's activities, they are encouraged to report it in accordance with this Policy.

#### Is an interpersonal grievance a relevant wrongdoing?

The Act specifically provides that the following do not constitute relevant wrongdoings and therefore cannot be the subject of protected disclosures under this Policy: any matter concerning interpersonal grievances exclusively affecting the worker raising the concern that are either:

- i. grievances about interpersonal conflicts between the worker raising the concern and another worker; or
- ii. a matter concerning a complaint by a worker to, or about, Glenveagh which concerns the worker exclusively.

Depending on the circumstances, such matters may be dealt with through Glenveagh's Employee Dispute Resolution Procedure or any other applicable procedures.

If you are uncertain as to whether something comes within the scope of this Policy, you should seek advice from the Group Company Secretary. Similarly, if a worker raises a concern under this Policy that Glenveagh reasonably believes should be addressed under a different company policy, Glenveagh may deal with the matter under the procedure it deems appropriate.

#### Motive and false reporting

Where a concern is raised or a disclosure is made in accordance with this Policy based on a reasonably held belief, but the disclosure of alleged wrongdoing is ultimately not substantiated, no action will be taken against the worker who made the disclosure and the worker will be protected against any penalisation.

A worker's motive for raising a concern is irrelevant when determining whether or not a disclosure is a protected disclosure protected under the Act. However, workers should be aware that it is a criminal offence to report any information under this Policy which they know to be false. If an unfounded allegation is found to have been made with malicious intent or if a worker reports information that they know to be false, and not pursuant to a reasonably held belief, then disciplinary action may be taken against the reporting worker. In addition, disclosure of a relevant wrongdoing does not necessarily confer any protection or immunity on a worker in relation to any involvement they may have had in that wrongdoing.

## **4 PROTECTION AND SUPPORT FOR WHISTLEBLOWERS**

- 4.1 Glenveagh will support workers who raise concerns in accordance with this Policy. A worker who raises a concern under this Policy will not be subject to any penalisation or threat of penalisation by Glenveagh due to the making of a report. The Act provides a detailed definition of penalisation, but by way of example penalisation may include: suspension, lay-off, dismissal, demotion, withholding of training, transfer of duties, imposition of a disciplinary sanction, or provision of a negative performance assessment or reference
- 4.2 Glenveagh takes its obligations under this Policy and its obligations to protect workers who make a protected disclosure very seriously.
- 4.3 Glenveagh employees must not penalise a worker who makes a protected disclosure under this Policy. This includes but is not limited to intimidation, harassment or unfair treatment. Any such conduct by employees will not be tolerated and will result in disciplinary action being taken in accordance with Glenveagh's Disciplinary Procedure up to and including dismissal.
- 4.4 If a worker believes they have been subject to penalisation, they are encouraged to bring that to the attention of any of the following for consideration and, where considered appropriate, action by Glenveagh:

Head of HR

Group Company Secretary

## **5 CONFIDENTIALITY**

- 5.1 We hope that workers will feel able to raise concerns with us openly under this Policy. Glenveagh is committed to protecting the identity of the worker raising a concern and any third party mentioned in the report where possible and in line with its statutory obligations and assures workers that the primary focus of any follow up by Glenveagh will be on the relevant wrongdoing rather than the worker making the protected disclosure.
- 5.2 If a worker raises a concern under this Policy which constitutes a protected disclosure, the person with whom the concern was raised or any person to whom it is transmitted will ordinarily require the worker's explicit consent to disclose the worker's identity or any information from which the identity of the worker may be directly or indirectly deduced to any other person.
- 5.3 There are a number of exceptions to this outlined in the Act, including that this requirement for explicit consent does not extend to disclosure of the reporting worker's identity to other persons where the recipient of the report or a person to whom it is transmitted reasonably considers that this may be necessary for the purposes of the receipt or transmission of, or to follow up on, the protected disclosure (e.g. colleagues within the Corporate Governance or HR departments).
- 5.4 In addition to the grounds outlined in paragraph 5.3, there are other circumstances in which it will not be necessary to obtain the explicit consent of the worker to the disclosure of their identity, including:
- (a) where disclosure is a necessary and proportionate obligation imposed by Irish or EU law in the context of investigations or judicial proceedings, including with a view to safeguarding the rights of defence of other parties referred to in the protected disclosure;
  - (b) where the person to whom the report was made or transmitted:
    - (i) shows that they took all reasonable steps to avoid disclosing the identity of the reporting person or any information from which their identity may be directly or indirectly deduced; or
    - (ii) reasonably believes that disclosing the identity of the reporting person or any information from which their identity may be directly or indirectly deduced is necessary for the

prevention of serious risk to the security of the State, public health, public safety or the environment;

(c) where the disclosure is otherwise required by law.

5.5 Where the worker's identity (or any information from which their identity may be directly or indirectly deduced) is disclosed without their explicit consent due to the circumstances in paragraph 5.4(a), (b)(ii) or (c), the worker will be notified in writing before their identity or the information concerned is disclosed, unless such notification would jeopardise:

(a) the effective investigation of the relevant wrongdoing concerned;

(b) the prevention of serious risk to the security of the State, public health, public safety or the environment; or

(c) the prevention of crime or the prosecution of a criminal offence.

5.6 If a worker's identity has been disclosed and the worker does not believe this disclosure has been made in compliance with this section 5, the worker may raise a complaint with any of the following:

Head of HR

Group Company Secretary

5.7 No steps should be taken by a Glenveagh employee to identify a worker who makes a disclosure under this Policy or any persons named in a disclosure. Any unauthorised action in this regard will be taken seriously by Glenveagh and may result in the initiation of a disciplinary process under Glenveagh's Disciplinary Procedure against the employee concerned.

## **6 ANONYMOUS REPORTING**

6.1 Glenveagh is not obliged under the Act to accept and follow-up on anonymous reports and, due to the practical difficulties that can arise in following up on anonymous reports, does not encourage reports to be made anonymously. Glenveagh encourages workers to report their concerns under this Policy on a non-anonymous basis, on the understanding they will benefit from confidentiality as outlined in section 5. This will make it easier for Glenveagh to assess the concern raised and take appropriate action, including conducting an effective investigation if considered necessary.

6.2 Nonetheless, anonymous disclosures can be raised in accordance with the procedure outlined in section 7 below and if Glenveagh considers it appropriate in the circumstances, Glenveagh may decide, on a case-by-case basis to follow up on an anonymous report. In this regard, Glenveagh is more likely to consider it appropriate to do so where the report relates to matters of particularly serious concern, is sufficiently detailed to enable effective follow up to be conducted and the matters of concern raised can be independently verified. Feedback to the worker may not be possible where the concern has been raised anonymously.

## **7 INTERNAL REPORTING CHANNELS AND PROCEDURES**

### **7.1 How to make a protected disclosure?**

Workers who wish to make a protected disclosure under this Policy may do so either orally or in writing via Glenveagh's protected disclosures reporting channels. These reporting channels are managed externally by BDO Ireland.

- To make a written report, workers should access Glenveagh's protected disclosures reporting platform online at <http://glenveagh.whistlelink.com>.

- To make an oral report, workers should telephone +353 1 5392700.
- To request a virtual or in person meeting at which to raise a concern orally, workers should utilise either of the methods above.

These protected disclosures reporting channels are designed, established and operated in a secure manner which ensures the protection of the confidentiality of the identity of the reporting worker and any third party mentioned in a report and the prevention of access by non-authorised persons. When making a report, workers will be asked to identify the group entity to which the report is being made, as set out in the table below. Reports will be segregated via separate channels and transmitted to the appropriate entity for follow up as described below.

As explained below, Glenveagh Properties plc's reporting channels are open to workers associated with all group entities (i.e. this includes any contractors engaged by any entity in the group or any worker associated with a particular entity that is not listed below). Any worker who is unsure which channel they should use may use the Glenveagh Properties plc channel.

Channel	Scope
Glenveagh Properties plc	<ul style="list-style-type: none"> <li>• All workers associated with the PLC entity – e.g. shareholders in the PLC, the CEO, etc</li> <li>• Any contractors who deal with Glenveagh</li> <li>• Any worker who would prefer to use this channel instead of another option that is available to them below</li> <li>• Any worker who is unsure which channel to use</li> <li>• Any worker associated with any other group entity not listed here</li> </ul>
Glenveagh Contracting Limited	<ul style="list-style-type: none"> <li>• All workers associated with this entity – e.g. all Glenveagh employees <b>except</b> those employed by Nua Manufacturing MMC Limited (and the CEO)</li> </ul>
Nua Manufacturing MMC Limited	<ul style="list-style-type: none"> <li>• All workers associated with this entity – e.g. all individual employed by Nua Manufacturing MMC and any contractors associated with this entity</li> </ul>

We will make a record, in a form or manner considered appropriate and in accordance with the Act, of the concern raised. Where minutes are taken, the worker will be afforded the opportunity to check, rectify and agree by signature the content of the minutes.

Workers should be aware that they are not required to, and should not take any steps to, investigate concerns they have prior to reporting them in accordance with this Policy. All they need do is disclose the information that they have based on a reasonable belief that it discloses a relevant wrongdoing. The responsibility for investigating and addressing any wrongdoings lies with Glenveagh.

Once a worker raises a concern under this Policy, they shall receive an acknowledgement in writing within 7 days of its receipt.

We will treat all reports received confidentially but may need to escalate any reports received internally (e.g. to the Corporate Governance or HR departments or other relevant functions within the business in order to facilitate follow-up on the report as provided for in this Policy. The functions notified may in turn need to notify members of senior management of the fact and substance of a concern reported under this Policy, bearing in mind their obligations under this policy regarding confidentiality.

## 7.2 What happens next?

The company that has received a report will determine the next steps including the appointment of an impartial person or persons who are competent to follow up on the concerns raised (a "**Designated Person**"). The Designated Person will have received training for the purposes of handling reports. The Designated Person will ordinarily be one of the following individuals:

Channel	Designated Person
Glenveagh Properties plc	<ul style="list-style-type: none"><li>• Michael Rice, CFO &amp; Director</li><li>• Chloe McCarthy, Company Secretary</li><li>• Cara Ryan, Audit Committee Chair and Non-Executive Director</li></ul>
Glenveagh Contracting Limited	<ul style="list-style-type: none"><li>• Stephen Garvey, Director</li><li>• Michael Rice, Director</li><li>• Chloe McCarthy, Company Secretary</li></ul>
Nua Manufacturing MMC Limited	<ul style="list-style-type: none"><li>• Michael Rice, Director</li><li>• Michael Anthony McLoughlin, Director</li><li>• Chloe McCarthy, Company Secretary</li></ul>

The Designated Person will be responsible for maintaining communication with the worker who raised the concern and, where necessary, will request further information from, and will provide feedback to, that worker.

A worker who has made a report under this Policy is required to conduct themselves professionally and to continue to carry out their duties as normal.

## 7.3 Diligent Follow-Up

The Designated Person will conduct diligent follow-up, including the following:

### 7.3.1 Initial Assessment

The carrying out of an initial assessment as to whether there is *prima facie* evidence that a relevant wrongdoing may have occurred.

#### (a) No prima facie evidence

If, having carried out an initial assessment, the Designated Person decides that there is no *prima facie* evidence that a relevant wrongdoing may have occurred, the Designated Person will notify the worker, in writing, as soon as practicable of that conclusion, the reasons for it and the fact no further steps will be taken under this policy. However, the Designated Person may refer the matter to be dealt with under another applicable company procedure.

#### (b) Prima facie evidence

If, having carried out an initial assessment, the Designated Person decides that there is *prima facie* evidence that a relevant wrongdoing may have occurred, the Designated Person will take appropriate action to address the relevant wrongdoing, having regard to the nature and seriousness of the matter concerned.

### 7.3.2 Feedback

The Designated Person will provide feedback to the worker who raised the concern within a reasonable period, being not more than three months from the date the acknowledgement of receipt of the protected disclosure was sent to the worker (or, if no such acknowledgement was sent, not more than three months

from the date of expiry of the period of seven days after the protected disclosure was reported). Feedback means information on the action envisaged or taken as follow-up and on the reasons for such follow-up. The extent of the feedback that can be provided will be determined by the circumstances and what feedback can feasibly and appropriately be provided.

Where requested in writing, the Designated Person will provide further feedback to the worker who has raised the concern at intervals of no more than three months until such time as the procedure relating to the protected disclosure concerned is closed.

Workers should be aware there are limits on the extent to which feedback can be provided and indeed in relation to the detail that can be shared when feedback is being provided. Any feedback that is shared is shared on a confidential basis and should not be disclosed further by the recipient of the feedback, other than on duly justified grounds (e.g. to their legal advisor, trade union representative, etc.). Workers should be aware that, for data protection and privacy related reasons, it is very unlikely they will be made aware if any disciplinary action is to be taken against another worker on foot of an investigation triggered by their protected disclosure.

#### 7.4 Investigation

If arising out of the initial assessment, a decision is made to conduct an investigation into the concerns raised, it will be conducted fairly and objectively and with due regard to the rights of the participants in the investigation. The form and scope of the investigation will depend on the subject matter of the disclosure and, in the course of the investigation, it might be necessary for the investigator(s) to review relevant documentation and conduct interviews with relevant parties. In certain cases, it might be considered necessary or appropriate to appoint an external investigator(s) to conduct the investigation.

### 8 EXTERNAL REPORTING CHANNELS

8.1 Workers are not obliged to report relevant wrongdoings internally to Glenveagh and may, in certain circumstances, wish to make reports to a prescribed person or the Office of the Protected Disclosures Commissioner (the "**Commissioner**"). While Glenveagh hopes that workers will feel comfortable raising their concerns with us via the internal channels, should they consider it necessary to raise concerns externally, they can do so via external reporting channels. However, workers should be aware that more stringent standards apply where concerns are raised with a prescribed person and/or the Commissioner, in order to qualify for protection under the Act.

#### 8.2 *Disclosure to a prescribed person or the Commissioner*

Where a worker raises a concern externally with a prescribed person or the Commissioner, in order for it to be a protected disclosure the worker must reasonably believe:

- (a) In the case of disclosure made to a prescribed person that the relevant wrongdoing is within the remit of the prescribed person; and
- (b) In all cases, that the information the worker discloses and any allegation in it are substantially true. This is a higher standard than is required for disclosure to Glenveagh.

#### 8.3 *Making a disclosure to a prescribed person*

A worker may choose to raise a concern with a prescribed person. A prescribed person is someone prescribed by the Minister responsible for the Act to be the recipient of protected disclosures in a certain area. In general, prescribed persons have regulatory functions in the area which is the subject of the concern, e.g. the Central Bank of Ireland, the Health and Safety Authority and the Data Protection Commission.

The Department of Public Expenditure and Reform's [website](#) contains a list of prescribed persons and/or bodies with whom a concern can be raised externally and a description of the matters/areas the worker can report to them.

#### 8.4 *Making a disclosure to the Commissioner*

Details as to how to raise a concern with the Commissioner are available on the Commissioner's [website](#).

### 9 **RECORD KEEPING**

We will keep a record of all reports made under this Policy and any follow up conducted, findings and/or outcomes and/or any recommendations and/or next steps. Where reports are made orally, accurate minutes of the oral report will be kept depending on the manner in which the oral report is made. These records will be kept for as long as is considered necessary and proportionate in accordance with all applicable law.

### 10 **COMMUNICATION, MONITORING AND REVIEW**

This Policy will be communicated as appropriate and will be subject to regular monitoring and review.

This Policy is non-contractual and Glenveagh retains discretion to make such changes it deems appropriate from time to time.