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## 1. Purpose

The purpose of this policy is to set out the Whistleblowing Policy for Glenveagh Properties plc (“Glenveagh” or “the Company”) and to give effect to the obligations and provisions of the Protected Disclosure Act 2014 (“the Act”)

The Act provides a robust statutory framework within which workers can raise concerns regarding potential wrongdoing that has come to their attention in the workplace, in the knowledge that they can avail of significant employment and other protections if they are penalised by their employer or suffer any detriment for making such disclosures.

This policy should be considered a part of Glenveagh’s approach to good corporate governance ensuring that high standards are maintained and that a culture of ‘speaking up’ is encouraged. We are committed to maintaining an open culture with the highest standards of honesty, integrity, accountability and compliance. The Company will ensure that there is a mechanism to enable all workers to raise concerns in good faith internally in confidence. All workers have a responsibility to raise a concern regarding a potential wrongdoing that has come to their attention in connection with their employment with Glenveagh. We are committed to listening to concerns and taking actions to address them.

The purpose of this policy is to:

- Encourage you to raise your concern as soon as possible;
- Provide you with a transparent and confidential process for dealing with concerns;
- Provide you with guidance as to how you can go about raising your concern both internally and externally;
- Reassure you that you can raise your concern without fear of reprisals. This will be the case even if it turns out you were genuinely mistaken;
- Inform you of the actions which will be taken by Glenveagh to address your concern; and
- Advise workers on the procedures to raise concerns externally and factors to be considered in pursuing this option.

## 2. Scope and applicability

The policy applies to all directors, officers, current and former employees of the Company and its subsidiaries (together referred to as “the Group”); whether permanent or temporary, as well as seconded workers, contractors, external consultants, agency workers, volunteers, interns and trainees or any other person in receipt of payment for service to the Group (collectively referred to as “workers”).

The policy relates to the reporting of relevant wrongdoing as defined in the Act and is not intended as a substitute for normal day-to-day operational reporting. Neither is it intended to act as a substitute for existing grievance or other HR procedures. For the avoidance of doubt, this policy does not cover personal grievances or matters that relate to terms and conditions of employment.

## 3. Principles

The Company conducts its business in a manner which is lawful and ethically responsible. We will not tolerate attitudes or activities that constitute a breach of law or trust, or infringe liberty. This policy formalises our commitment to enabling workers to make fair and prompt disclosure to direct managers or senior managers of circumstances where the worker genuinely believes that any part of the Company is engaged in inappropriate practices.

The objective of this policy is to encourage all workers to raise internally genuine concerns about possible wrongdoing in the workplace so that these concerns can be investigated following the principles of natural justice and addressed in a manner appropriate to the circumstances of the case.

The policy is designed to ensure that all disclosures of wrongdoing in the workplace will, as a matter of routine, be the subject of an appropriate internal investigation followed by appropriate actions based on the investigation findings thereby ensuring workers will not have a need to, or a basis for, seeking to access the remedies of the Act.

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The principles are:

- All workers are encouraged to report to management genuine suspicions or concerns about practices which it is believed conflict with the principles set out above or which fall into any of the protected disclosures below.
- In response to such reports, management will record and address the concerns raised in a manner appropriate to the circumstances of the case.

### 3.1 Overview

Whistleblowing is the term used when a worker raises a concern about a relevant wrongdoing such as possible fraud, crime, danger or failure to comply with any legal obligation which came to the worker's attention in connection with the worker's employment. This can also be referred to as making a "Protected Disclosure".

As it is not possible to know at the time of disclosure whether the disclosure would subsequently be deemed to be protected under the Act, all disclosures will initially be treated as if they meet the criteria in the Act.

### 3.2 Relevant Wrongdoings

Relevant wrongdoings are broadly defined in the Act and include the following:

- Commission of an offence - has happened, is happening or is likely to happen;
- Failure to comply with any legal obligation (other than one arising under a worker's contract of employment);
- Miscarriage of justice;
- Endangerment to health or safety of any individual;
- Damage to the environment;
- Misuse of public money;
- Gross mismanagement by a public body; or
- Destruction or concealment of information relating to any of the above.

A protected disclosure may be about a relevant wrongdoing that is either happening now, took place in the past or is about to happen.

A worker does not need to be certain about the facts in their disclosure, however, a worker should have a reasonable belief that the information which has come to their attention in connection with their employment tends to show a relevant wrongdoing has been committed or is likely to be committed.

All workers are encouraged to raise genuine concerns about possible improprieties at the earliest opportunity and in an appropriate way. This policy outlines the appropriate policies and procedures provided for reporting concerns. A concern which is not reported may allow the malpractice to continue to the detriment of the Company.

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### 3.3 Raising a concern

If you become aware of a ‘relevant wrongdoing’ you are strongly encouraged to report it. You can report your concerns either in writing or verbally to senior management. A worker will be allowed to disclose verbally in the first instance, to be followed by a written communication if necessary. If you would be uncomfortable or otherwise reluctant to report to senior management, then you can report to the following (“The Recipient”):

- The Company Secretary;
- Any member of the Executive Committee.
- Any non-Executive Director

Reports made in writing should include the following information:

- Your name, position in the Company and confidential contact information;
- The date of the submission of your concern;
- A description of the alleged wrongdoing, including where and when it occurred;
- The name of the person(s) involved in the alleged wrongdoing (if you believe this is necessary to expose the wrongdoing);
- Whether the wrongdoing is still ongoing;
- Whether Glenveagh has been put at risk or suffered a loss as a result of the alleged wrongdoing;
- Whether you believe it also happened previously;
- Whether you have already raised your concern with someone else. If so, with whom and when;
- Whether there are any other witnesses;
- Whether any supporting information or documentation exists;
- Details of how you discovered the alleged wrongdoing;
- Any other information you think may be relevant; and
- A statement that you believe the information you are providing is a Protected Disclosure.

### 3.4 Confidentiality

The Company is committed to protecting the identity of the worker raising a concern and ensure that relevant disclosures are treated in confidence. The focus will be on the wrongdoing rather than the person making the disclosure.

However, there are circumstances, as outlined in the Act, where confidentiality cannot be maintained and the identity of the person making the disclosure may need to be revealed particularly where the worker is participating in an investigation into the matter being disclosed. The Company will at all times proceed in accordance with the principles of natural justice and fair procedures. If such a case arises, we will make every effort to inform the worker that his/her identity may be disclosed.

You are strongly encouraged to put your name to your disclosure. All concerns raised under this policy will be treated in the strictest confidence. Disclosures will be kept secure and in a form that does not compromise the confidentiality of the person making the disclosure where possible.

If you wish to raise your concern anonymously, we would be unable to give you feedback and on a practical level it would also make it more difficult to investigate your concern. The Company encourages workers to put their names to allegations in order to facilitate appropriate follow-up. This will make it easier for the Company to assess the disclosure and take appropriate action.

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### 3.5 Worker Protection

A worker who makes a disclosure and has a reasonable belief of wrongdoing will not be penalised by the Company, even if the concerns or disclosure turn out to be unfounded.

We are committed to supporting and protecting workers who make disclosures under this policy. We will support workers who bring to the attention of a direct manager or senior management any concerns of malpractice at the place of work; we will protect the worker against victimisation and will vigorously and thoroughly investigate allegations. We will ensure that you will not face any penalisation or detrimental treatment by Glenveagh, such as discrimination, harassment, demotion, suspension/dismissal, being forced to work at a different location, salary reduction, disciplinary action or any other form of unfavourable treatment arising from raising a concern or making a disclosure on the basis of reasonable belief for doing so.

Any worker who believes that they have been subject to penalisation, victimised or have suffered any detrimental treatment as a result of making a disclosure under this policy should inform a member of senior management or the Human Resources Manager immediately. The manager will arrange for an appropriate investigation to be undertaken and the results will be made available to the worker concerned. Workers who penalise or retaliate against those who have raised concerns under this policy will be subject to disciplinary action, which could result in dismissal for misconduct or gross misconduct.

The Act also provided that the making of a protected disclosure will attract qualified privilege in defamation cases and also the worker making a protected disclosure will be immune for civil or criminal liability in respect of same. The immunity in respect of criminal liability will be limited to circumstances where the worker reasonably believed that he/she was making a protected disclosure.

It is important to remember that you should not try to investigate a suspected wrongdoing yourself. It is better to report such a suspicion and have it investigated under the appropriate channels. If a wrongdoing is proven, we can assure you that the correct actions will be taken to address it.

### 3.6 Investigating a disclosure

Having met with you in regard to your concern and clarified that the matter is in fact appropriate to this procedure, the Disclosure Recipient will carry out an initial assessment to examine what actions we need to take to deal with the matter. This may involve simply clarifying certain matters, clearing up misunderstandings or resolving the matter by agreed action without the need for an investigation.

The Disclosure Recipient may also conclude, on foot of the initial assessment, that the alleged wrongdoing is something that cannot be investigated.

If, on foot of the initial assessment, the Disclosure Recipient concludes that there are grounds for concern that cannot be dealt with at this point, the Company will conduct an investigation which will be carried out fairly and objectively. The investigation will be conducted by a 'Designated Person' (the Head of Internal Audit). The form and scope of the investigation will depend on the subject matter of the disclosure. Disclosures may, in light of the seriousness of the matters raised, be referred immediately to the appropriate authorities. Likewise, if urgent action is required, for example, to remove a health and safety hazard, this action will be taken.

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It is important to us that you feel assured that a disclosure made by you under this policy will be taken seriously and that you are kept informed of steps taken by the Company in response to your disclosure. The Designated Person will send a written acknowledgement of the protected disclosure to you and arrange to meet with you as soon as practically possible. The Designated Person will inform you of how the Company proposes to investigate the matter and keep you informed of actions, where possible, in that regard including, the outcome of any investigation, and should it be the case why no further investigation will take place. However, it is important to note that sometimes the need for confidentiality and legal considerations may prevent the Company from giving you specific details of an investigation. The Designated Person will inform you of the likely timescales in regard to each of the steps being taken but in any event we commit to dealing with the matters as quickly as practicable.

It is possible that in the course of an investigation you may be asked to clarify certain matters. To maximise confidentiality such a meeting can take place off-site and you can choose whether or not to be accompanied by a work colleague.

The Designated Person is responsible for ensuring that a complete investigation is carried out and that the results of the investigation are documented in a report. The report should be communicated to the worker who made the disclosure (if known) and to senior management.

In circumstances where an investigation does not conclude that any relevant wrongdoing has taken place or where the person making the disclosure is mistaken or unaware of all the facts surrounding the issue, the Designated Person in concluding the report will explain the facts of the matter to the person making the disclosure.

The Designated Person is responsible for keeping a record of any evidence or materials, documents or records obtained during the course of the investigation.

Where a concern is raised or a disclosure is made in accordance with this policy, but the allegation is subsequently not upheld by an investigation, no action will be taken against the worker making the disclosure and the worker will be protected against any penalisation.

### **3.7 Unfounded Allegations**

Workers are not expected to prove the truth of an allegation. However, they must have a reasonable belief that there are grounds for their concern and should not knowingly convey false, misleading, frivolous or vexatious information. The Company reserves the right to take appropriate disciplinary action, which could result in dismissal for misconduct or gross misconduct, against any worker who is found to have raised a concern or raised a disclosure with malicious intent.

### **3.8 Review Process**

If the person who has made the disclosure is not satisfied with the outcome of the investigation, the Company will engage the Chair of the Audit Committee or a non-executive director of the Company to re-evaluate the findings and consider any additional evidence provided. In an instance where a non-executive director was the first recipient of the concern a different non-executive director will be appointed to the review.

### **3.8 Raising a concern externally**

The aim of this policy is to provide an avenue within your workplace to deal with concerns or disclosures in regard to wrongdoing. We are confident that issues can be dealt with “in house” and we strongly encourage workers to raise their concerns through the Company’s internal process. We acknowledge and recognise that there may be circumstances where a worker wants to make a disclosure externally and the Act provides for external disclosure.

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It is important to note however that while you need only have a reasonable belief as to wrong doing to make a disclosure internally, if you are considering an external disclosure, different and potentially more onerous obligations apply depending in to whom the disclosure is made.

### **3.9 Prescribed Persons**

Disclosure to a prescribed person (e.g. Regulatory Bodies that have regulatory inspection and enforcement functions in their sector) will only be protected when the person making the disclosure believes that the information disclosed, and any allegation contained in it, is substantially true.

Examples of such Regulatory Bodies include The Health and Safety Authority and the WRC. Workers may wish to seek external advice prior to making a disclosure to a prescribed person.

A full list of relevant Statutory Bodies has been prescribed in Statutory Instrument No. 339 of 21st July 2014.

### **3.10 Other Persons**

The Act provides for disclosure in other circumstances i.e. disclosure potentially in the public domain, such as to the media. The evidential qualifying criteria are set at a higher level. In order for such a disclosure to be protected a worker must:

- Reasonably believe that the information disclosed and any allegation is substantially true;
- The disclosure is not made for personal gain;
- The making of the disclosure in public is in all the circumstances, reasonable.

In addition, one or more of the following conditions must be met:

- At the time of making the disclosure the worker reasonably believes that he/she will be subjected to penalisation by the employer if they make the disclosure under the internal process or to a "Prescribed Person";
- In a case where there is no appropriate prescribed person (Regulatory Body) in regard to the wrongdoing, the worker reasonably believes that evidence will be destroyed or concealed if the disclosure is made directly to the employer;
- The relevant wrongdoing is of an exceptionally serious nature;
- No action was taken in regard to a previous disclosure of same nature made by the worker.

### **3.11 Legal Advisor**

A disclosure made in the course of obtaining legal advice, including advice relating to the operation of the Act, from a barrister, solicitor or trade union official is protected.

### **3.12 Independent support and advice**

If you are unsure whether your circumstances meet the various criteria summarised above or if you want confidential advice in relation to it, we advise you to contact your solicitor about the operation of the Act prior to making a disclosure. When a worker seeks advice from a trade union, barrister or solicitor about the operation of the Act, this discussion is also a "protected disclosure". It is sufficient to be protected that the purpose of the discussion was that the worker was seeking advice about the operation of the legislation. Advice on the operation of the Act can be sought at any stage including in advance of making a protected disclosure and during the subsequent process in both internal and external channels.

## **4. Communication, Monitoring and Review**

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