



# Group Whistleblower Policy.

Money in Motion



# Group Whistleblower Policy

## Introduction and scope of this policy

In alignment with our values of Openness, One Team, and Simplicity, EML Payments Limited (EML, Company) is committed to providing a safe and collaborative work environment that encourages honesty and ethical behaviour, and where Wrongdoing can be raised without fear of retribution.

In order to qualify for the protections outlined in this policy, you need to make a Protected Disclosure. This Policy explains how to make a Protected Disclosure and the process for how that Protected Disclosure will be handled by EML. If you make a Protected Disclosure, additional legal protections may also apply.

## Purpose

This Policy is an important tool for helping EML to identify Wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing it.

The purpose of this Whistleblower Policy is to:

- encourage genuine concerns about possible Wrongdoing in relation to EML to be raised as soon as possible;
- help detect, address, prevent and act on Wrongdoing that may arise;
- provide guidance in relation to how to raise concerns about Wrongdoing and make a Protected Disclosure and how Protected Disclosures will be investigated and the support and protection available to those who make Protected Disclosures under this Policy.

## How this Policy Works

Due to the various legal and regulatory environments in which EML operates, this Policy has been prepared in two parts:

- (i) the Group Whistleblower Policy; and
- (ii) supplementary country-specific policy provisions set out in the Annexure to this Policy which may vary the terms and/or operation of this Policy to reflect local requirements. These supplementary country-specific provisions should be read in conjunction with this Policy. If there is inconsistency between this Policy and the country-specific provisions or country-specific legislation, the country-specific provisions and legislation will apply to the extent of the inconsistency.

This Policy is not a summary of legal rights and obligations. Nothing in this policy is intended to change or take away any other protections which may be available at law. The Annexure highlights certain countries that have whistleblower related laws that may be applicable to your particular circumstances. It is not intended to be an exhaustive list of countries, nor of potentially applicable laws.

When determining how this Policy may apply to your particular circumstances, first consider the main part of the Policy, and then consider the Annexure and whether any supplementary provisions apply to the country in which you are based. If you have questions about country specific obligations, please contact the Group General Counsel, Paul Wenk (either by email or mobile +614 3888 1704; Paul is based in the Melbourne time-zone).

## Definitions

**Detriment** any threatened or actual injury, harm, prejudice, or disadvantage suffered by a Protected Discloser as a result of making their disclosure.

Detriment includes, but is not limited to, dismissal, suspension, demotion, or termination of your employment or engagement with EML; changes to your employment, position, or duties to your disadvantage; discrimination; harassment or intimidation; harm or injury (including psychological harm); damage to property, reputation, business, or financial position.

**Eligible Whistleblower** means a person who is entitled to make a Protected Disclosure. This includes an individual who is a current and former:

- employee or officer of EML, including temporary workers, contractors, interns and secondees.
- contractor, supplier, or their employees who deals with EML.
- associate (as defined in the Corporations Act 2001 (Cth)) of EML ; or
- spouse, relative or dependent of any of the above.

Note: This is not applicable to all jurisdictions, please refer to Annexure A relevant to your specific jurisdiction.

**EML** refers to EML Payments Limited and each of its subsidiaries.

**Personal Work-Related Grievances** has the meaning given within the Personal Work-Related Grievances section of the Policy.

**Protected Disclosure** is a concern about a Wrongdoing raised by an Eligible Whistleblower in accordance with this Policy. Senior Manager has the same meaning as in the Corporations Act and includes the Chief Executive Officer, Chief Financial Officer, Chief Risk Officer, Chief People Officer, and General Counsel/Company Secretary.

**Website** refers to both EML's public website and EML's internal intranet site.

**Wrongdoing** includes information which an Eligible Whistleblower has reasonable grounds to suspect is:

- misconduct; or
- an improper state of affairs or circumstances, by EML; or
- dishonest, fraudulent, or corrupt conduct, including bribery or other activity in breach of the EML Anti-bribery Policy;
- illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- unethical or breach of EML' policies (such as dishonestly altering company records or data, adopting questionable accounting practices or willfully breaching EML's Code of Conduct or other policies or procedures);
- is potentially damaging to EML, an EML employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of EML's property or resources;
- is an abuse of authority;
- may cause financial loss to EML or damage its reputation or be otherwise detrimental to EML's interests;
- involves harassment, discrimination, victimisation or bullying, but is not a personal work-related grievances as defined in the Corporations Act 2001 (Cth) (Corporations Act); or
- otherwise indicates that EML, or an officer, or employee of EML, has engaged in conduct that constitutes an offence against, or a contravention of, a provision of any of the following Commonwealth laws:
  - the Corporations Act 2001
  - the ASIC Act 2001;
  - the Banking Act 1959;
  - the Financial Sector (Collection of Data) Act 2001;
  - the Insurance Act 1973;
  - the Life Insurance Act 1995;
  - the National Consumer Credit Protection Act 2009;
  - the Superannuation Industry (Supervision) Act 1993; or
- constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- represents a danger to the public or the financial system.

Note: This is not applicable to all jurisdictions, please refer to Annexure A relevant to your specific jurisdiction.

## How do I make a Protected Disclosure?

To be eligible for the legal protections outlined in this policy, you must:

- be an Eligible Whistleblower;
- report your concerns to a Whistleblower Protection Officer specified in this policy, or to Your Call, or to certain other

authorized persons as set out in the Annexure; and

- have reasonable grounds to suspect Wrongdoing in relation to EML.

If your disclosure meets all three of the above these criteria, it is a Protected Disclosure

**If your disclosure doesn't meet the above criteria, we still encourage you to raise your concerns with us. However, only Protected Disclosures receive the legal protections outlined in this policy.**

## Who should Protected Disclosures be made to?

### Your Call

Eligible Whistleblowers are encouraged to speak up by contacting EML's external and independent whistleblower service provider named: Your Call Whistleblowing Solutions ("**Your Call**") to receive and manage your report with impartiality and confidentiality.

This option allows you to:

- remain completely anonymous; or
- identify yourself to Your Call only; or
- identify yourself to both Your Call and an appropriate person at EML.

You may choose to remain anonymous, however anonymity can significantly limit thorough investigation and proper resolution of the matter.

The Your Call reporting options include:

|   |  |
|---|--|
| <b>Website (24/7):</b>  | <a href="https://www.yourcall.com.au/report">https://www.yourcall.com.au/report</a><br>Log in using the unique identifier code: <b>EML</b><br>You can upload supporting documentation and/or material securely here. |
| <b>Telephone:<br/>9am to 12am recognized business days<br/>(AEST)</b> | Australia: 1300 790 228<br>Outside of Australia +61 3 9895 0012 (call charges will apply)  |

Your Call remains the intermediary at all times, receiving and forwarding communication between all parties. The EML Officers who will have access to your reports (but not your personal details if you remain anonymous or only identify yourself to Your Call), include:

- for Australian employees, Clinton Buchanan, Chief Operating Officer - Whistleblower Protection Officer, Australia [cbuchanan@emlpayments.com](mailto:cbuchanan@emlpayments.com);
- for European employees, Alan Norman, Internal Auditor - Whistleblower Protection Officer, Europe [alan.norman@emlpayments.com](mailto:alan.norman@emlpayments.com);
- for North American employees, Hillary Melvin, Human Resources Manager – Whistleblower Protection Officer, North America [hmelvin@emlpayments.com](mailto:hmelvin@emlpayments.com);

Your Call can circumvent any of the above Officers upon your request.

In the circumstance where all listed Whistleblower Protection Officers are circumvented, the Alternative Whistleblower Protection Officer (as listed below) will be notified of the report.

- Alternative Whistleblower Protection Officer – Chair of the Audit & Risk Committee

You will be able to securely upload any relevant documentation and/or material relevant to your disclosure if you wish.

After making a disclosure, you will be provided with a unique Disclosure Identification Number (DIN) and access to a secure online Message Board. The Message Board allows you to have ongoing anonymous communication with Your Call and/or EML Payments Ltd. Your Call remains the intermediary at all times, receiving and forwarding communication between all parties. The Message Board can also be used to receive updates, share further information/evidence and request support or report retaliation. If you cannot access the Message Board, you can contact Your Call via phone (above) for verbal updates.

### National Relay Service

If you are deaf, or have a hearing or speech impairment, you can contact Your Call online or through the National Relay Service. Simply choose your contact method at [www.relayservice.gov.au](http://www.relayservice.gov.au) and request Your Call's hotline 1300 790 228. If you have difficulty speaking or understanding English, contact us through the Translating and Interpreting Service (TIS) 131 450 and ask for Your Call on 1300 790 228.

### **Whistleblower Protection Officers**

Eligible Whistleblowers can also contact any of EML's three Whistleblower Protection Officers (WPO's) listed above.

### **Other parties**

Disclosures can also be made to specific people and organisations as set out in the additional country specific provisions in the Annexure.

Note that this Policy has been designed to facilitate reporting of Wrongdoing to Your Call and within EML's internal reporting structures. If you intend to make a disclosure to other parties, it is recommended that you first seek legal advice in relation to your rights and obligations to ensure that your disclosure is a Protected Disclosure.

## Can a disclosure be made anonymously?

Unless there are jurisdiction specific requirements that specify that Protected Disclosures cannot be made anonymously, we will respect your right not to identify yourself. You can choose to remain anonymous when making a disclosure of Wrongdoing, during the investigation process and after the investigation is finalised. You can also decide not to answer questions that you feel may reveal your identity. However, if you choose to remain anonymous, this may affect the ability of EML to investigate and communicate with you regarding your disclosure.

If you would prefer to remain anonymous, EML encourages you to make your disclosure via Your Call and maintain ongoing two-way communication with EML via the Your Call message board so that EML can ask follow-up questions and provide feedback.

## What information should be provided in a disclosure?

Ideally, a disclosure should contain enough information to form a reasonable basis for investigation. The discloser should provide as much information as possible about the events and persons involved. This includes details such as:

- the nature of Wrongdoing when it occurred or is likely to occur (date, time, location);
- name of person(s) believed to be involved in the Wrongdoing; and
- names of possible witnesses and other supporting material if available, such as emails, documents

Even if the information is proved to be incorrect or unsubstantiated, your disclosure may still be a Protected Disclosure, provided you had a reasonable basis for believing that the information was true.

## Personal Work-Related Grievances

Generally, Wrongdoing does not include personal work-related grievances.

We encourage everyone to speak up about concerns. However, if your concern relates solely to a personal work-related grievance, it is unlikely to qualify for protection as a Protected Disclosure or be covered by this Policy.

Personal work-related grievances relate to an individual's current or former employment arrangements, performance, remuneration outcomes or personal circumstances that do not have significant implications for the organisation (for example an interpersonal conflict between you and another employee, or a decision about your employment that does not breach workplace laws).

EML has dedicated processes in place to handle personal work-place grievances. For concerns of this nature, please refer to the Employee Handbook

In some circumstances, a personal work-related grievance may still be a protected disclosure. Further details are set out in the Annexure.

## Investigations

Upon receipt of a report under this Policy, the Whistleblower Protection Officer (WPO) will make a preliminary assessment (Preliminary Assessment) of the evidence presented. If, on the face of the evidence presented, a potential Wrongdoing has occurred, the WPO will notify the Chair of the Audit and Risk Committee, and they shall appoint an investigator (Investigator) who is an:

- internal investigator who is independent of the area where the wrongdoing is alleged to have occurred; or
- external investigator independent of EML where considered necessary.

The Investigator must be a trained and qualified investigator. The investigation will not be conducted by a person who may be the subject of the investigation or has significant links or connections (actual or perceived) to the person(s) or practice(s) under investigation.

EML will thoroughly, objectively, and fairly investigate all matters reported in accordance with this Policy as soon as reasonably practicable. Investigations will remain confidential. Where appropriate, EML will notify the discloser of the progress and outcome of the investigation.

EML will take reasonable precautions to store any records relating to a report of Wrongdoing securely and to permit access by authorised persons only.

## Protecting the Whistleblower

### Protecting your identity

If you make a Protected Disclosure, it will be treated as confidential and EML will take all reasonable steps to protect your identity. Your identity (and any information that someone could likely use to work your identity) will only be disclosed if:

- it is required or allowed by law (for example disclosure by EML to a lawyer for the purpose of obtaining legal advice);
- you consent; or
- with respect to information that is likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, and all reasonable steps will be taken to reduce the risk that you be identified as a result (for example by removing your personal information or other details that are likely to identify you).

Note: This is not applicable to all jurisdictions, please refer to Annexure A relevant to your specific jurisdiction.

### Retaliation and Detrimental Conduct

EML is committed to protecting Protected Disclosers against Detriment or retaliatory treatment (including dismissal, disciplinary action, or other unfavourable treatment).

EML will not tolerate any reprisals, discrimination, harassment, intimidation, or victimisation against a Protected Discloser. Such treatment will be regarded as serious misconduct and may result in disciplinary action, which may include dismissal.

Unauthorised disclosure of information relating to a Protected Disclosure, the identity of a person who has made a Protected Disclosure or information from which the identity of the Protected Discloser could be inferred will be regarded seriously and may result in disciplinary action, which may include dismissal and/or any civil, criminal, or administrative liability.

EML will protect Protected Disclosers from Detriment by:

- conducting a risk assessment of the disclosure to manage the risk of detriment to the Whistleblower;
- where applicable, making such reasonable adjustments as required to allow the Whistleblower to perform their duties at work without being potentially exposed to Detriment (e.g. by changing reporting lines or location);
- implementing strategies to help the Whistleblower minimise and manage stress, time or performance impacts or other challenges resulting from the disclosure or its investigation;
- making available support services such as access to EML's independent Employee Assistance Program (EAP).

These protections are intended to be in addition to any rights and protections otherwise available to Protected Disclosers at law. A person who makes a disclosure and is implicated in the Wrongdoing may not be entitled to all the protections outlined in this policy.

Nothing in this Policy prevents EML from raising and addressing matters that arise in the ordinary course of engagement or

employment with EML, such as managing unsatisfactory work performance in accordance with EML's performance management framework.

A Protected Discloser who believes they have suffered Detriment as a result of making a Protected Disclosure should report this to Your Call or a Whistleblower Protection Officer.

### **Management of a person against whom a report is made**

EML recognises the principles of natural justice; that an accusation does not automatically confer guilt; and that individuals who have been made aware that an accusation has been made against them must also be supported during the handling and investigation of the matter.

Where a person is identified as being suspected of possible Wrongdoing, and EML has determined that an investigation should be conducted, the person who is the subject of the Protected Disclosure may be, within the constraints of confidentiality:

- told about the substance of the allegations;
- given a fair and reasonable opportunity to respond to the allegations before the investigation is finalised; and
- informed about the findings of the investigation and given an opportunity to respond to those conclusions before any action is taken against them (subject to legal, privacy and confidentiality requirements).

## Record keeping and Reporting

To the extent required by law, EML will:

- retain confidential and accurate records of a report and investigation made under this Policy; and
- provide the Board and the Audit and Risk Committee with a confidential summary of reports made under this Policy as appropriate (on a no-names basis).

An Investigator must ensure that the person who is the subject of any report where an investigation is commenced:

- is informed of the substance of the allegations;
- is given a reasonable opportunity to answer the allegations before any investigation is finalised;
- is informed about the substance of any adverse comments that may be included in any report arising from the investigation before it is finalised; and
- has their response set out fairly in the Investigator's report.

Where the allegations in a report have been investigated and where the person who is the subject of the report has been made aware of the allegations or the fact of the investigation, then the Investigator must formally advise the person who is the subject of the report of the outcome of the investigation.

**EML will give its full support to a person who is the subject of a report where the allegations contained in the report are concluded to be clearly wrong.**

## False Reports

If a person is found to have deliberately made a false or malicious report, this may be considered a serious matter and result in disciplinary action which may include dismissal and/or any civil, criminal, or administrative liability.

## Training

EML will provide training to employees, Directors, Officers, and Senior Managers that includes their rights, obligations, responsibilities and required actions when disclosing or receiving a Disclosable Matter.

## Questions

Any questions about this Policy should be directed to the following:

- Whistleblower Protection Officer/s
- Group General Counsel & Company Secretary

- Head of Corporate Governance & Company Secretary
- Group Chief People Officer

## Policy location

The Whistleblower policy can be located on the Website and EML's intranet.

## Review

The Board will review this Policy regularly to ensure its currency and alignment with legislative requirements.

**Owner** Legal & Compliance

**Version** 3

**Version Date** 25 September 2023



# Annexure A- Country Specific Whistleblowing Legal Requirements

## Global Whistleblower Standard

ISO 37002 Whistleblowing management systems provides guidelines for implementing, managing, evaluating, maintaining, and improving a robust and effective management system within an organization for whistleblowing. ISO 37002 guides organizations in managing:

- How concerns of wrongdoing are identified and reported
- How concerns of wrongdoing are assessed
- How concerns of wrongdoing are addressed
- How whistleblowing cases are closed.

The EML Whistleblower Policy in principle meets the ISO 37002 standards.

## Australia

In addition to the protections provided by this Policy, the Corporations Act 2001 (Cth) provides that a Protected Disclosure can be made by an Eligible Whistleblower making a disclosure of a Disclosable Matter to an Eligible Recipient. Eligible Recipients under the Act include the following persons:

### Eligible Recipients of a Whistleblower Complaint

- A Whistleblower Protection Officer (as specified in the Policy)
- A Director or Officer of EML;
- A Senior Manager of EML;

### Disclosures to external authorities and entities

In accordance with the Corporations Act 2001 (Cth) a Protected Disclosure can also be made externally to one of the following:

- A legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act;
- ASIC, APRA, or a Commonwealth authority prescribed under the Corporations Act
- An actuary, auditor or member of an audit team conducting an audit of EML.

A disclosure that raises concerns about the tax affairs of EML or one of its associates, may also be raised to either an Eligible Recipient (including Your Call) or:

- A legal practitioner for the purposes of obtaining legal advice or legal representation;
- The Commissioner for Taxation;
- A registered tax agent or BAS agent who provides tax agent services to EML; or
- An auditor or member of the audit team conducting an audit of EML,

and may be a protected disclosure under the Taxation Administration Act 1953 (Cth) if it meets certain criteria.

You are expected to have reasonable grounds to suspect that the information you are disclosing concerns a disclosable matter to the best of your knowledge and belief.

### Other disclosures

The protections under this Policy can also apply to an Eligible Whistleblower who makes a 'public interest disclosure' or an 'emergency disclosure'. However, if a disclosure of Wrongdoing is made to the public in another way, the protections afforded under this Policy do not apply.

## Public interest disclosures

A disclosure made under the pretext of being in the public interest is protected under this Policy. A disclosure in the public interest can only be made if it complies with the following strict requirements:

- the Eligible Whistleblower has disclosed a Disclosable Matter to ASIC, APRA, or a prescribed Commonwealth authority (previous disclosure);
- the Eligible Whistleblower has reasonable grounds to believe that no action is being, or has been, taken to address the matters to which the previous disclosure related;
- the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure would be in the public interest;
- after at least 90 days has passed since the previous disclosure was made, the Eligible Whistleblower must give the body to which the previous disclosure was originally made, a written notification that:
  - includes sufficient information to identify the previous disclosure; and
  - states that the Eligible Whistleblower intends to make a public interest disclosure; and
- the public interest disclosure is made to:
  - a member of the Parliament of the Commonwealth, the Parliament of a State, or the legislature of a Territory; or
  - a journalist; and
- the extent of the information disclosed in the public interest disclosure is no greater than is necessary to inform the journalist or member of Parliament of the Disclosable Matter.

## Emergency disclosures

A disclosure made under the pretext of an emergency disclosure is protected under this Policy. An emergency disclosure can only be made if it complies with the following strict requirements:

- the Eligible Whistleblower has disclosed a Disclosable Matter to ASIC, APRA, or a prescribed Commonwealth authority (previous disclosure);
- the Eligible Whistleblower has reasonable grounds to believe that information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- the Eligible Whistleblower gives the body to which the previous disclosure was originally made, a written notification that:
  - includes sufficient information to identify the previous disclosure; and
  - states that the Eligible Whistleblower intends to make an emergency disclosure; and
- the emergency disclosure is made to:
  - a member of the Parliament of the Commonwealth, the Parliament of a State, or the legislature of a Territory; or
  - a journalist; and
- the extent of the information disclosed in the public interest disclosure is no greater than is necessary to inform the journalist or member of Parliament of the of the substantial and imminent danger.

**Journalist** means a person who is working in a professional capacity as a journalist for any of the following:

- a newspaper or magazine;
- a radio or television broadcasting service;
- an electronic service (including a service provided through the internet) that:
  - is operated on a commercial basis, or operated by a body that provides a national broadcasting service (within the meaning of the Broadcasting Services Act 1992); and
  - is similar to a newspaper, magazine or radio or television broadcast.

## Specific protections and remedies

If you make a “Protected Disclosure”, the law provides that:

- (i) you will not be subject to any civil, criminal, or administrative liability for making the disclosure;
- (ii) no contractual or other remedy may be enforced or exercised against you based on the disclosure;
- (iii) in some circumstances (e.g., if the disclosure has been made to a regulator), the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings seeking the imposition of a penalty, other than proceedings in respect of the falsity of the information; and
- (iv) you may seek compensation and other remedies through the courts if you suffer loss, damage, or injury because of making the protected disclosure and EML failed to take reasonable precautions and to exercise due diligence to prevent the detrimental conduct. It is recommended that a discloser seek independent legal advice before pursuing these options.

Additional legislative protections and remedies may also be available. Please speak to the Group General Counsel should you require further advice.

## Personal work-related grievances

A personal work-related grievance has implications for an individual and does not also have significant implications for the employer.

Examples include:

- an interpersonal conflict between two employees.
- a decision relating to an employee’s engagement, transfer, or promotion.
- a decision relating to the terms and conditions of an employee’s engagement.
- a decision to suspend or terminate an engagement, or otherwise to discipline an employee.

In some circumstances, a personal work-related grievance may still be a Protected Disclosure if:

- it includes information about Wrongdoing or information about a personal work-related grievance includes or is bundled with a report of Wrongdoing (mixed report);
- it relates to a breach by EML of employment or other specified laws punishable by imprisonment of 12 months or more;

it includes information about Wrongdoing beyond an individual’s personal circumstances, demonstrates a systemic issue

- within EML that has significant implications for the organisation or indicates that EML has engaged in conduct that represents a danger to the public;
- concerns detriment to a person because they have or may be considering reporting Wrongdoing; or
- it is made to a legal practitioner for the purposes of obtaining advice or legal representation in relation to the operation of the law about whistleblowers.

## European Union Whistleblower Protection Directive

The EU Whistleblower Protection Directive was passed in October 2019. In addition to the obligation to provide a confidential whistleblowing channel, it also makes retaliation against whistleblowers an illegal offence, and protects those who decide to report via external channels. Each EU country is required to document the Directive into law. Please speak to Group General Counsel should you require further advice.

## Ireland

The Protected Disclosures Act 2014 as amended by [the Protected Disclosures \(Amendment\) Act 2022](#) (**Protected Disclosures Act**) provides additional protection to “workers”<sup>1</sup> (as defined in the Protected Disclosures Act), which EML will comply with those requirements. To be a protected disclosure under the Protected Disclosures Act, the requirements include that the

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<sup>1</sup> For full definitions in this Act please see [here](#).

worker has reasonable belief that Wrongdoing occurred, that the Wrongdoing came to the worker's attention in a work-related context, and that the disclosure is made in the manner set out in the Protected Disclosures Act.

In addition, [The Central Bank \(Supervision and Enforcement\) Act 2013](#) provides a separate protected disclosure regime in respect of specific financial services breaches. It also provides for an obligation on workers holding 'pre-approval-controlled functions' (PCF) to report certain financial services contraventions to the regulator. Whilst the Central Bank regime is separate to the more general regime under the 2014 Act. PCSIL must ensure that the new general whistleblowing regime is integrated appropriately with the separate Central Bank regime.

### **Who can make Protected Disclosures?**

The Protected Disclosures Act extends whistleblowing protections to individuals who were previously outside the scope of the definition of "Eligible Whistleblower" but are now covered by this Policy. This includes:

- Employees or former employees
- Trainees
- People working under a contract for services.
- Independent contractors
- Agency workers
- People on work experience
- Unpaid trainees
- Board members
- Shareholders
- Volunteers
- Job applicants

Workers will also be protected under the Acts if they make an anonymous disclosure, but the identity becomes known, and the worker is penalised for having made a protected disclosure.

Under Irish law, the individuals referred to above, as well as those within the definition of Eligible Whistleblower are referred to as "workers" and covered by this Policy.

### **What can be reported as Wrongdoing?**

Wrongdoing is widely defined and includes:

- criminal offences
- conduct endangering the health and safety of individuals or the environment.
- failure to comply with legal obligations, other than one arising in the worker's contract of employment or engagement where the worker undertakes to personally perform the work or services.
- miscarriage of justice that has occurred or is likely to occur.
- misuse of public funds that has occurred or is likely to occur.
- an act or omission on behalf of a public body that is oppressive, discriminatory, grossly negligent or constitutes gross mismanagement.
- an act or omission that breaches the law and:
  - falls within the scope of the European Union (EU) acts that concern areas such as financial services, products and services, anti-money laundering (AML) and terrorism financing, protection of the environment, consumer protection, protection of privacy and personal data and security of network and information systems.
  - affects the financial interests of the EU.
  - relates to the internal market; or
  - defeats the objects or purpose of the rules of the EU acts and areas listed in the preceding 3 indented dot points above.

- concealment or destruction of information about any of the above Wrongdoing or an attempt to conceal or destroy such information.

Noting, Wrongdoing can take place in or outside Ireland.

Matters that are generally not considered Wrongdoing include:

- Workplace grievances which are exclusively personal
- disputes with EML regarding your contract of employment
- information that is disclosed in a legally privileged setting.

## False disclosures

If the information is proved to be incorrect, the worker is still protected, provided the worker has reasonable belief in the information. However, under the Act, disclosure of information by a worker who knows that the information is false is an offence.

### Anonymous disclosures

Under the Protected Disclosures Act, EML is not obliged to accept or follow up on anonymous disclosures but may choose to do so. A worker who makes an anonymous report and is subsequently identified and suffers Detriment as a result of making a disclosure will be entitled to the same protections as a worker who made a disclosure without remaining anonymous.

## How to make a Protected Disclosure

The Protected Disclosures Act provides for a tiered disclosure regime and the disclosure of Wrongdoing can be made both internally and externally, which the worker is free to choose from.

### 1. Internal (EML channels)

The simplest form of disclosure is to EML internally. In this case all that is required is a reasonable belief that the information disclosed shows or tends to show that the wrongdoing is occurring. Workers can make a disclosure in writing, orally, or both. Workers can request a meeting to make an oral disclosure.

Workers can report Wrongdoing to “Your Call” or to the designated Whistleblower Protection Officer as set out in the EML Whistleblowers Policy.

### 2. Prescribed Persons

Workers may choose to report to one of the prescribed persons listed in Protected Disclosures Act 2014 (Disclosure to Prescribed Persons) Order 2020. In general, prescribed persons have regulatory functions in the area which are the subject of the allegations. Examples are the Central Bank, The Health and Safety Authority and the Data Protection Commission. You can get a [full list of prescribed persons by sector on gov.ie](#). This list will help workers find the right person or body to report to.

A disclosure workers make to a prescribed person is a protected disclosure if both these conditions are met:

- Workers reasonably believe that the relevant wrongdoing is within the remit of the prescribed person.
- The information workers disclose and any allegations in it are substantially true (this is a higher standard than is required for disclosure to the employer).

### 3. Protected Disclosures Commissioner

Workers can make a protected disclosure to the new Office of the Protected Disclosures Commissioner. This office was set up under the 2022 Act and will be part of the Office of the Ombudsman.

The Office of the Protected Disclosures Commissioner will identify a prescribed person or another suitable person competent to take appropriate action to follow up on your disclosure. Where no other suitable person with the required competence can be identified by the Office of the Protected Disclosures Commissioner, the Commissioner will follow up directly on the report.

[Before making a disclosure, a worker may wish to obtain advice or guidance.](#)

A guide to making a Protected Disclosure is also available at [Guides: Transparency International Ireland](#).

## Handling disclosures

If you make a disclosure of Wrongdoing to Your Call or the WPO:

- your disclosure must be acknowledged within 7 days.
- the WPO will diligently follow up your disclosure, including an initial assessment and may request additional information where necessary to identify whether there is evidence that the Wrongdoing occurred.
- the WPO will provide you feedback, as soon as reasonably practicable and not later than within 3 months (may be extended to 6 months in certain justified cases. This is relevant to 'Prescribed Persons' only), on actions taken or planned, which may include an investigation or other action to deal with the disclosure in a manner that is proportionate to the seriousness of the allegation raised or if the matter is determined to not relate to Wrongdoing, referral to another procedure (for example a disclosure about workplace grievances may be referred to the grievance process).
- the WPO will provide you with information on the final outcome of any investigations (subject to the confidentiality and privacy obligations).

If you make a disclosure to a prescribed person external to EML or to the Office of the Protected Disclosures Commissioner, they may operate independent external reporting channels and procedures for receiving, handling, and following up disclosures.

## Protecting your identity

If you make a Protected Disclosure, it will be treated as confidential and EML will take all reasonable steps to protect your identity. Your identity (and any information that someone could likely use to work your identity) will only be disclosed if:

- it is required or allowed by law (for example disclosure by EML to a lawyer for the purpose of obtaining legal advice);
- you consent;
- the disclosure is a necessary and proportionate obligation imposed by EU or Irish law in the context of judicial proceedings or investigations by national authorities, including safeguarding the rights of a person who is the subject of the alleged Wrongdoing, or a person that is associated with it; and
- the recipient of the disclosure shows that:
  - they took all reasonable steps to avoid disclosing your identity or any information that is likely to lead to the identification of your identity; or
  - they reasonably believe that disclosing your identity or information that is likely to lead to the identification of your identity is necessary for the prevention of serious risk to the security of the State, public health, public safety, or the environment.
- Prior to disclosing your identity or information that is likely to lead to the identification of your identity, EML will notify you in writing, with the notification to include the reasons for disclosure, unless such notification would jeopardise the effective investigation of the alleged Wrongdoing; prevention of crime; prosecution of a criminal offence; or prevention of serious risk to the security of the State, public health, public safety, or the environment.

## Data Protection & Record Retention

In Ireland, data protection is regulated by the General Data Protection Regulation. Please see PCSIL Data Protection Policy for more information and/or reach out to the Data Protection Officer.

Record retention requirements are set out in PCSIL Record Retention Schedule.

Data must be retained for no longer than is necessary and proportionate to comply with relevant European legislation. Personal data that is manifestly not relevant for the handling of a Wrongdoing disclosure will not be collected, or if is collected, will be deleted without undue delay.

## Spain

The Spanish Act 2/2023 on the protections of persons who report regulatory breaches and anti-corruption measures transposes the EU Whistleblowing Directive (Directive (EU) 2019/1937) ("Act 2/2023").

## Who can make Protected Disclosures?

Act 2/2023 maintains the scope of the Whistleblowing Directive and provides that an Eligible Whistleblower is anyone who acquired information about Wrongdoing in a work-related context, including, among others, employees, freelancers, volunteers, trainees, contractors, sub-contractors and their employees, suppliers, legal representatives, former employees, job applicants, shareholders, volunteers, individuals who are members of the administrative, management or supervisory body of an undertaking (e.g. non-executive directors).

## Anonymous disclosures

Disclosures of Wrongdoing can be made anonymously.

## What can be reported as Wrongdoing?

Matters that can be reported as Wrongdoing as a Protected Disclosure include:

- an act or omission that breaches the law and:
  - falls within the scope of the European Union (EU) acts that concern areas such as financial services, products and services, anti-money laundering (AML) and terrorism financing, protection of the environment, consumer protection, protection of privacy and personal data and security of network and information systems;
  - affects the financial interests of the EU;
  - relates to the internal market; or
  - defeats the objects or purpose of the rules of the EU acts and areas listed in the preceding 3 indented dot points above.
- concealment or destruction of information about any of the above Wrongdoing or an attempt to conceal or destroy such information.
- any serious or very serious criminal infringement under Spanish law
- any financial loss to the Spanish Treasury and Social Security.

Matters that are generally not considered Wrongdoing include:

- workplace grievances which are exclusively personal
- disputes with EML regarding your contract of employment
- information that is disclosed in a legally privileged setting.

## How to make a Protected Disclosure

You can report Wrongdoing to Your Call or to the designated Whistleblower Protection Officer as set out in the Policy.

If you would prefer to make your disclosure of Wrongdoing to an external party, you may make a disclosure to the Independent Whistleblower Protection Authority (Autoridad Independiente de Protección del Informante ; "API"). You are encouraged to obtain your own legal advice before making a disclosure to an external party to ensure that the legal protections apply.

For your disclosure to be a Protected Disclosure, you must also have reasonable grounds to believe that your information you are disclosing is truthful at the time of making your disclosure.

## Handling disclosures

If you make a disclosure of Wrongdoing to Your Call or the WPO:

- your disclosure will be acknowledged within 7 days.
- the WPO will diligently follow up your disclosure, including an initial assessment and may request additional information where necessary to identify whether there is evidence that the Wrongdoing occurred.
- the WPO will provide you feedback, as soon as reasonably practicable and not later than within 3 months (as may be extended), on actions taken or planned, which may include an investigation or other action to deal with the disclosure in a manner that is proportionate to the seriousness of the allegations, or if the matter is determined to not relate to Wrongdoing, referral to another procedure (for example a disclosure about workplace grievances may be referred to the grievance process)

- the WPO will provide you with information on the final outcome of any investigations (subject to the confidentiality and privacy obligations).

If you make a disclosure to the API, they may operate independent external reporting channels and procedures for receiving, handling, and following up disclosures.

### Protecting your identity

If you make a Protected Disclosure, it will be treated as confidential and EML will take all reasonable steps to protect your identity. Your identity (and any information that someone could likely use to work out your identity) will only be disclosed if:

- it is required or allowed by law (for example disclosure by EML to a lawyer for the purpose of obtaining legal advice).
- you consent.
- the disclosure is a necessary and proportionate obligation imposed by EU or Spanish law in the context of judicial proceedings or investigations by national authorities, including safeguarding the rights of a person who is the subject of the alleged Wrongdoing, or a person that is associated with it.

Prior to disclosing your identity or information that is likely to lead to the identification of your identity, EML will notify you in writing, with the notification to include the reasons for disclosure, unless such notification would jeopardise the related investigations or judicial proceedings.

### Protection from Detriment

Under Spanish law, it is an offence to:

- hinder or attempt to hinder an Eligible Whistleblower from making a disclosure; or
- threaten to cause or cause Detriment to a Protected Discloser, a person assisting a Protected Discloser to make a report, legal entities a Protected Discloser owns, works for, or is otherwise connected with in a work-related context or individuals in contact with a Protected Discloser and at risk of Detriment in a work-related context.

### Data protection

Personal data that is manifestly not relevant for the handling of a Wrongdoing disclosure will not be collected, or if is collected, will be deleted without undue delay.

## France

In France, whistleblowers are entitled to specific protections under Law No. 2016-1691 of 9 December 2016 (also known as “Sapin II law”), as amended by *Law No. 2022-401 of March 21, 2022*, in conjunction with *Decree no. 2022-1284 of October 3, 2022*.

### Who can make Protected Disclosures?

French law provides that an Eligible Whistleblower is someone who is a current or former employee or an individual who occasionally collaborates with EML, job applicants, shareholders and officers, business partners or subcontractors (including their staff, shareholders, and officers), and individuals who report anonymously whose name is disclosed afterwards.

### Anonymous disclosures

Disclosures of Wrongdoing can be made anonymously.

### What can be reported as Wrongdoing?

Matters that can be reported as Wrongdoing as a Protected Disclosure include:

- situations likely to constitute a crime or an offence (e.g., corruption, embezzlement of public or private funds, endangering the lives of others)
- a threat or harm to the general interest (e.g., actions likely to undermine or endanger the health and safety or the environment)
- violation or attempt to conceal a violation of:



- the law or regulation (e.g., a decree or order)
  - European Union (EU) law (e.g., the Treaty on the Functioning of the EU, a European directive or regulation)
  - an international commitment duly ratified or approved by France (e.g., the European Convention for the Protection of human rights and fundamental freedoms)
  - a unilateral act of an international organization taken on the basis of such a commitment.
- concealment or destruction of information about any of the above Wrongdoing or an attempt to conceal or destroy such information.

Whistleblower protections will not apply where the disclosure of information and documents is prohibited by laws and regulations relating to

secrecy of judicial deliberations and judicial investigations, national defence secrecy, medical secrecy, and lawyers' professional secrecy. By disclosing such information, you take the risk of not being protected but also, in certain circumstances, of committing an offence.

### How to make a Protected Disclosure

You can report Wrongdoing to Your Call or to the designated Whistleblower Protection Officer as set out in the Policy.

You can also make a disclosure of Wrongdoing directly to the judicial authority (e.g. to the Public Prosecutor if you intend to report a crime or offence), to an EU institution or body competent to collect information for breaches falling within the scope of EU Whistleblowing Directive (Directive (EU) 2019/1937), to a relevant external authority as defined Decree from time to time or to the Defender of Rights ("Defenseur des droits"). The Defender of Rights has [published a list of relevant external authorities](#) defined by Decree who can receive disclosures of Wrongdoing.

You are encouraged to obtain your own legal advice before making a disclosure to an external party to ensure that the legal protections apply.

For your disclosure to be a Protected Disclosure, you must also:

- act in good faith and have reasonable grounds to believe that your information you are disclosing is truthful at the time of making your disclosure.
- not receive any direct financial compensation for making the disclosure.
- have obtained the information in your disclosure in the context of your professional activities (e.g., during the course of your employment), or otherwise have personal knowledge of it.

### Handling disclosures

If you make a disclosure of Wrongdoing to Your Call or the WPO:

- your disclosure will be acknowledged within 7 days.
- the WPO will diligently follow up your disclosure, including an initial assessment and may request additional information where necessary to identify whether there is evidence that the Wrongdoing occurred.
- the WPO will provide you feedback, as soon as reasonably practicable and not later than within 3 months (as may be extended), on actions taken or planned, which may include an investigation or other action to deal with the disclosure in a manner that is proportionate to the seriousness of the allegations, or if the matter is determined to not relate to Wrongdoing, referral to another procedure (for example a disclosure about workplace grievances may be referred to the grievance process)
- the WPO will provide you with information on the final outcome of any investigations (subject to the confidentiality and privacy obligations).

If you make a disclosure to the Defender of Rights or a relevant external authority, they may operate independent external reporting channels and procedures for receiving, handling, and following up disclosures.

### Protecting your identity

If you make a Protected Disclosure, it will be treated as confidential and EML will take all reasonable steps to protect your identity. Your identity (and any information that someone could likely use to work out your identity) will only be disclosed if:

- it is required or allowed by law (for example disclosure by EML to a lawyer for the purpose of obtaining legal advice).

- you consent.
- the disclosure is a necessary and proportionate obligation imposed by EU or French law in the context of judicial proceedings or investigations by national authorities, including safeguarding the rights of a person who is the subject of the alleged Wrongdoing, or a person that is associated with it.

Prior to disclosing your identity or information that is likely to lead to the identification of your identity, EML will notify you in writing, with the notification to include the reasons for disclosure, unless such notification would jeopardise the related investigations or judicial proceedings.

### **Protection from Detriment**

Under French law, protection from Detriment extends to the Eligible Whistleblower, as well as persons assisting a Protected Discloser to make their report, legal entities a Protected Discloser owns, works for, or is otherwise connected with in a work-related context or individuals in contact with a Protected Discloser and at risk of Detriment in a work-related context (such as colleagues or relatives).

### **Data protection**

Personal data that is manifestly not relevant for the handling of a Wrongdoing disclosure will not be collected, or if is collected, will be deleted without undue delay.

## **Middle East and Africa**

Whistleblower protection laws vary widely and do not exist at all in some Middle Eastern and African countries. Please speak to the Group General Counsel should you require further advice.

## **United Kingdom**

In the United Kingdom, whistleblowers who make Protected Disclosures are entitled to protection under the Public Interest Disclosure Act 1998 (PID Act).

### **Who can make Protected Disclosures?**

Any person who is a “worker” can make a Protected Disclosure. “Worker” is broadly defined to mean anyone who works (or worked) under a contract in the UK, including employees, casual workers, temporary or agency workers, people involved in training programs or work experience.

### **Anonymous disclosures**

Protected Disclosures can be made anonymously.

### **What is a Protected Disclosure under UK Law?**

Under UK Law, matters that can be reported by a worker as a Protected Disclosure are disclosures, made in the public interest, which in the reasonable belief of the person making the disclosure shows that one or more of the following has been, is being, or is likely to be committed:

- a criminal offence.
- a breach of a legal obligation.
- a miscarriage of justice.
- danger to the health and safety of any individual.
- damage to the environment; or
- the deliberate covering up of the wrongdoing in any of the above categories.

Disclosures regarding personal grievances (for example bullying, harassment, discrimination) are not Protected Disclosures under UK Law, unless the particular case is in the public interest.

## How to make a disclosure

You can make a disclosure to Your Call or to the designated Whistleblower Protection Officer as set out in the Policy. If you work for EML and are not comfortable making a report in this way, or you are not satisfied with EML's response to your disclosure, you may also contact the Financial Conduct Authority (FCA) or the Prudential Regulation Authority (PRA) Whistleblowing Service directly:

|                              |   |
|------------------------------|---|
| FCA's Whistleblowing Service | Telephone: +44 (0)20 7066 9200 (10am – 3pm Monday to Friday)<br>Email: <a href="mailto:whistle@FCA.org.uk">whistle@FCA.org.uk</a><br>Website: <a href="https://www.fca.org.uk/firms/whistleblowing">https://www.fca.org.uk/firms/whistleblowing</a><br><a href="#">Online form to make a report</a>   |
| PRA's Whistleblowing Service | Telephone: +44 (0)203 461 8703 (during office hours)<br>Address: IAWB (Legal Directorate), Bank of England, Threadneedle Street, London, EC2R 8AHTelephone: 020 3461 8703<br>Email: <a href="mailto:whistleblowing@bankofengland.co.uk">whistleblowing@bankofengland.co.uk</a><br>Website:<br><a href="https://www.bankofengland.co.uk/whistleblowing">https://www.bankofengland.co.uk/whistleblowing</a> |

*\* The FCA and PRA are prescribed persons under the Employment Rights Act 1996*

It is important to note that workers will not be protected under the PID Act in relation to disclosures made to the FCA or the PRA unless they satisfy the criteria set out in the PID Act. You are encouraged to obtain your own legal advice before making a disclosure to an external party to ensure that the legal protections apply.

## Data protection

EML will collect, use, store, transfer and process a discloser's personal data, including transferring personal data outside the European Economic Area, in accordance with data protection regulations. Personal data that is manifestly not relevant for the handling of a Wrongdoing disclosure will not be collected, or if is collected, will be deleted without undue delay.

## United States of America

Under Section 301 of the Sarbanes-Oxley Act, companies trading on the U.S. stock exchange must provide a mechanism for employees to remain anonymous when reporting concerns about accounting or audit irregularities. Nothing in this Policy:

- (a) is intended to prohibit or restrict a whistleblower from providing truthful disclosures to or communicating with any US federal or state law enforcement agencies, administrative, regulatory, or self-regulatory agency;
- (b) shall be deemed to restrict communications or actions protected or required by any other state or federal law; or
- (c) in any way prohibits or is intended to restrict or impede employees from discussing the terms and conditions of their employment with co-workers or exercising protected rights under Section 7 of the National Labor Relations Act, to the extent that such rights cannot be waived by agreement.

A whistleblower will not be held criminally or civilly liable under any trade secret law for any disclosure of a trade secret that is made in confidence to a government official, or to an attorney and solely for the purpose of reporting or investigating a suspected violation of law or that is made in a document filed in court in a lawsuit. Please speak to the Group General Counsel should you require further advice.

Additionally, under the Anti-Money Laundering Act of 2021 and the Anti-Money Laundering Whistleblower Improvement Act of 2022 thereto (collectively the "AMLA"), employers are barred from discharging, demoting, threatening, or harassing employees who provide information relating to money laundering and Bank Secrecy Act ("BSA") violations. The purpose of the AMLA is to help detect and report suspicious activity and provide financial incentives to whistleblowers who report potential illegal money laundering and/or terrorist financing; and to establish protections against retaliation for reporting potential money laundering violations.

Whistleblower protection laws vary widely and do not exist at all in some States. Please speak to the Group General Counsel should you require further advice as to State-specific laws.