



IRISH CONTINENTAL GROUP

Document Title:	Protected Disclosure Policy
Type:	HR Policy – Version 1.0
Date:	18.11.2021
Review Date:	18.11.2022
Owner:	Human Resources
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1.0 INTRODUCTION

ICG is committed to preserving the highest standards of integrity, transparency, probity and accountability, and recognises that our employees play a key role in achieving these aims. Wrongdoing such as corruption or malpractice, or the concealing of these, can have a devastating effect on our professional reputations, working relationships and morale. Often, employees can be the first to know when someone inside or connected with the Company is involved in illegal or improper activity and practices, but often they may feel apprehensive about reporting their concerns.

This may be because they feel that speaking up would be disloyal to their colleagues or, to the Company itself or because they may fear they will experience negative repercussions (i.e. that they will be victimised) as a result.

International best practice in corporate governance recommends that companies put in place formal procedures whereby individuals can report such concerns. ICG has therefore developed this Protected Disclosure Policy (also commonly referred to as a “whistle blowing” policy). This policy is viewed by ICG as an integral component of its risk management process.

ICG takes all wrongdoings very seriously, whether they be by employees (including senior management), subsidiary companies or contractors. This Protected Disclosures Policy sets out a process by which concerns in relation to wrongdoings can be reported and dealt with in a clear, formal and safe manner. ICG recognises that employees have an important role to play in achieving this goal.

The Company will support employees who disclose information which they reasonably believe tends to show one or more wrongdoing(s). This policy also contains safeguards to deter mischievous reporting. In addition, ICG’s Anti-Bribery Policy should be read in conjunction with this Policy.

2.0 DEFINITIONS

2.1 ICG

For the purpose of this policy ICG (the Company) refers to Irish Continental Group plc and its subsidiaries, Irish Ferries Limited (trading as Irish Ferries and Dublin Ferryport Terminals), Eucon Shipping and Transport Limited, Contarga Limited and Belfast Container Terminals (BCT) Limited.

2.2 Whistleblower

A whistleblower is a person, usually an employee, who exposes information or activity within a private, public, or government organization that is deemed illegal, illicit, unsafe, fraud, or abuse of taxpayer fund

3.0 LEGISLATIVE FRAMEWORK

This policy is drafted pursuant to the Protected Disclosure Act 2014(IREL) and Public Interest Disclosure Act 1998 (UK).

4.0 POLICY PURPOSE

The purpose of the Protected Disclosures Policy is to encourage employees or any person who works or has worked for ICG to make a disclosure in respect of significant matters, and to provide protection for the person making the disclosure. This Protected Disclosures Policy is intended to apply to major concerns that an individual may have regarding any aspect of

the Company's activities or the conduct of other employees that is not properly addressed within the scope of other Company policies.

This policy aims to protect employees from penalisation where they make a disclosure of information that comes to their attention in connection with their work at ICG. This information may include, but is not limited to, investigation results, findings, opinions or information obtained during the course of an individual performing his/her duties.

5.0 Qualifying Disclosures

Employees who raise legitimate concerns about specified matters are protected under the Act. Specified matters are called "qualifying disclosures". A qualifying disclosure is one made in good faith by an employee who has a reasonable belief that:

- (a) A criminal offence has been committed, is being committed, or is likely to be committed.
- (b) A person has failed, is failing, or is likely to fail to comply with a legal obligation. health and 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) Information tending to show any matter falling within any one of the above categories has been, is being, or is likely to be deliberately concealed.
- (g) An unlawful or otherwise improper use of funds or resources of a public body has occurred, is occurring or is likely to occur
- (h) An act or omission by or on behalf of a public body is oppressive, discriminatory or grossly negligent or constitutes gross mismanagement. If an individual has any genuine concerns related to suspected wrongdoing or danger affecting any of the ICG's activities he/she should report it under this policy.

This policy should not be used for complaints relating to an employee's own personal circumstances or arising out of his/her work with ICG, such as the way he/she has been treated at work. In those cases, the individual should use the Grievance Procedure or the Dignity at Work Policy, where appropriate.

This policy is not designed to be used to re-open any matters that have been addressed under other ICG policies nor should it be viewed as an alternative to those procedures in respect of matters that would more appropriately be considered under them.

6.0 SCOPE

This Procedure applies to all employees. In addition, agency workers and contractors who perform functions in relation to the Company are encouraged to use it.

7.0 PROTECTED DISCLOSURES – POLICY STATEMENT

We seek to conduct our business honestly and with integrity at all times. It is our policy as an Employer to ensure that at every level of management our business is conducted in such a way as to comply with all legal requirements that govern our activities.

However, we acknowledge that all businesses face the risk of their activities going wrong from time to time, or of unknowingly harbouring malpractice.

We believe we have a duty to take appropriate measures to identify such situations and to attempt to remedy them. By encouraging a culture of openness and accountability, we believe we can help prevent such situations occurring. There is no reason for any employee to believe that he or she will suffer a detriment for speaking up if they believe something is wrong or if we are alerted to it, we will conceal or destroy evidence.

8.0 DISCLOSURE PROCEDURE

In the event of you wishing to make a qualifying disclosure, you should follow the steps below:

(a) In the first instance, report the situation to your Manager. If you do not wish to speak to your Manager, you can instead speak to HR. Such disclosures should be made promptly so that an investigation may proceed, and any action taken expeditiously.

(b) All qualifying disclosures will be treated seriously. The disclosure will be promptly and fairly investigated, and, as part of the investigatory process, you will be interviewed and asked to provide a written witness statement setting out the nature and details of the disclosure and the basis for it. Confidentiality will be maintained during the investigatory process to the extent that this is practical and appropriate in the circumstances. However, in order to effectively investigate a disclosure, we must be able to determine the scope of the investigation and the individuals who should be informed of or interviewed about the disclosure.

If it becomes necessary to disclose your identity, we will make efforts to inform you that your identity will be disclosed. In order not to jeopardise the investigation, you are also expected to keep the fact that you have raised a concern, the nature of the concern and the identity of those involved confidential.

The length and scope of the investigation will depend on the subject matter of the disclosure. We reserve the right to arrange for another Manager to conduct the investigation other than the Manager with whom you raised the matter. In addition, an investigative team with experience of operating workplace procedures or specialist knowledge of the subject matter of the disclosure may be appointed.

(c) It is not normally appropriate to set a specific timeframe for completion of investigations in advance, because the diverse nature of disclosures makes this unworkable.

(d) Once the investigation has been completed, you will be informed in writing of the outcome, together with our conclusions and decision in a timely manner. However, the need for confidentiality may prevent us from giving you specific details of the investigation or actions taken. We are committed to taking appropriate action with respect to all qualifying disclosures which are upheld.

(e) When our conclusions have been finalised, any necessary action will be taken. This could include either reporting the matter to an appropriate external Government Department or Regulatory Agency and/or taking internal disciplinary action against relevant members of staff. We will endeavour to inform you if a referral to an external agency is about to or has taken place, although we may need to make such a referral without your knowledge or consent if this is appropriate in the circumstances. We will also review and implement any recommendations for change to minimise the risk of the recurrence of any malpractice or impropriety which has been uncovered. If no action is to be taken, the reasons for this will be explained you.

(f) If, upon conclusion of the above stages, you reasonably believe that appropriate action has still not been taken, you may then report the matter to the proper authority in good faith. However, we always encourage employees to raise their concerns directly in the first instance, rather than externally.

9.0 GENERAL PRINCIPLES

You should report anything you become aware of that is illegal. You will not be victimised, subjected to a detriment or dismissed for raising a genuinely held concern in good faith under this Policy, even if your disclosure is not upheld.

Employees who victimise or retaliate against those who have raised concerns under this Policy will be subject to disciplinary action.

If an investigation under this Policy concludes that a disclosure has been made maliciously, in bad faith or with a view to personal gain, the Whistle Blower will be subject to disciplinary action.

Covering up someone else's wrongdoing is a disciplinary offence. You should never agree to remain silent about a wrongdoing, even if told to do so by a person in authority such as a Manager. You should report the matter to a Director

10.0 POLICY AMENDMENTS

This policy does not alter or amend employees' contracts of employment or form a part of any such contract of employment. ICG may amend or change this policy from time to time to reflect legislation and to ensure best practice.

Should you have further queries, or require clarification on any aspect of this policy, please contact the HR department