

ESB WHISTLEBLOWING & PROTECTED DISCLOSURES POLICY

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Owner	Deputy Chief Executive / Executive Director Group Finance & Commercial
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1. POLICY STATEMENT AND PURPOSE

In line with ESB's core values of being courageous, caring, driven and trusted, ESB is committed to conducting its business to the highest standards of integrity, fairness and honesty and in compliance with legal and regulatory requirements. ESB expects all personnel working on its behalf to maintain the highest standards in this regard and is committed to creating a workplace culture that encourages the reporting of wrongdoings.

To support this commitment and in fostering a culture of openness, transparency and fairness, in which it is safe and acceptable to raise concerns, ESB encourages and expects employees and others to report concerns relating to a wrongdoing in the workplace and elsewhere relating to ESB's operations. All disclosures of wrongdoing made in accordance with this policy will be subject to an appropriate assessment and / or investigation and ESB will not tolerate any employee being discriminated against or suffering any detriment as a result of raising a concern.

This policy sets out ESB's procedures for reporting and dealing with wrongdoing in the workplace and addresses the requirements of the Protected Disclosures Act 2014 (the Act) in relation to setting out how protected disclosures can be made by workers. The Act provides statutory protections for workers and is designed to foster an environment in which workers can feel safe in raising concerns regarding potential wrongdoings that have come to their attention in the workplace, including breaches of ESB's Anti-Bribery, Corruption and Fraud Policy.

The purpose of this policy is:

- To set out the procedures for raising concerns in relation to wrongdoing and suspected wrongdoing;
- to encourage the reporting of suspected wrongdoing (whether coming within the scope of the Act or not) by personnel working for and on behalf of any ESB Group company in the knowledge that their concerns will be taken seriously and will be dealt with appropriately and confidentiality;
- to provide guidance on how to raise concerns and report wrongdoings and to set out how the concerns will be dealt with by ESB and
- to reassure workers that they can report and disclose information without fear of penalisation.

2. SCOPE

This policy is intended to provide a safe and secure mechanism for workers who may wish to report any reasonable concerns that they may have about perceived wrongdoing, including Fraud in ESB either in Ireland or elsewhere. For the purpose of this policy the term 'worker' includes all current and past employees and officers of any ESB Group company¹ in addition to contractors, casual workers and agency workers while working for or on behalf of an ESB Group company. For the avoidance of doubt, for the purpose of this policy, a 'contractor' is an individual who, personally or through a contract with his or her employer, undertakes with an ESB Group company to do or perform work or services for that ESB Group company.

3. EXAMPLES OF WRONGDOING

This policy covers a disclosure made by a worker regarding a wrongdoing which has come to his or her attention in connection with his or her employment. This includes disclosures of 'relevant wrongdoings' as defined in the Act. Examples include:

- the commission or likely commission of a criminal offence, including but not limited to the following:
 - stealing/theft/embezzlement of money and/or goods belonging to ESB or others;
 - defrauding the company by any means (including for example by submitting false expense claims or fraudulently recording working time);
 - forgery, for example, altering documents or forging signatures;
 - misuse or misappropriation of ESB funds or assets;

¹ Other than NIE Networks, which maintains its own policy.

- false accounting, for example, preparing fake invoices;
 - bribery & corruption, for example offering or accepting inducements or facilitation payments aimed at influencing someone or awarding a contract in return for a personal payment or other personal favour ;
 - extortion, for example obtaining favours by the use of threats;
 - conspiracy, collusion and corruption, for example, agreeing with others to carry out illegal activities (e.g. price fixing);
 - breach of market abuse laws, i.e. 'insider trading' type laws applying to ESB's listed debt securities and to ESB's wholesale energy trading activities; and
 - planning or attempting to carry out any of the foregoing activities
- the failure of a person to comply with any legal obligation,
 - a miscarriage of justice, whether it has occurred, is occurring or is likely to occur,
 - endangerment of human health or safety,
 - damage to the environment,
 - unlawful or improper use of public money or resources,
 - an oppressive, discriminatory or grossly negligent act or omission by or on behalf of ESB, and
 - any attempt to conceal or destroy information relating to any of the above matters.

The above list is not exhaustive. ESB's Anti-Bribery, Corruption and Fraud Policy provides further details of wrongdoings covered by this policy.

4. HOW TO REPORT A WRONGDOING

ESB is committed to dealing with any concerns raised by a worker under this policy and believes that most cases can be dealt with internally.

The following channels are available within ESB to report a wrongdoing:-

Option 1 ➡ **REPORT TO YOUR LINE MANAGER**
ESB encourages workers in the first instance to raise concerns with their Line Manager.

Option 2 ➡ **REPORT TO ANOTHER SENIOR MANAGER**
Should the concern involve the Line Manager or for any reason a worker prefers not to involve his or her line manager, a worker may raise a concern with a member of the Senior Management Team of his or her business unit.

Option 3 ➡ **REPORT TO THE GROUP INTERNAL AUDITOR OR COMPANY SECRETARY**
Alternatively, a worker may report a wrongdoing directly to the Group Internal Auditor. If the allegation relates to the Group Internal Auditor, the matter can be reported to ESB's Company Secretary. Contact details are included in Appendix 1.

Option 4: ➡ **REPORT TO THE CONFIDENTIAL HELPLINE/WEB SERVICE**
ESB maintains a Helpline/Web Service which is independently managed by a third party company separate from ESB and which operates 24 hours a day, 7 days a week. It offers an alternative way of reporting wrongdoings. All concerns received will be reported to the Group Internal Auditor and will be followed up in accordance with this Policy. Contact details for the Helpline / Web Service are included in Appendix 1.

Option 5: REPORT TO AN EXTERNAL PARTY

Workers should be confident that all concerns regarding wrongdoing raised internally within ESB will be investigated. However, the Act provides that workers who make disclosures of information in relation to wrongdoing to external parties will also be covered by the Act. ESB employees can disclose information regarding wrongdoing to the Minister for Communications, Climate Action and Environment. They can also make such disclosures to other external parties prescribed under the Act, however it should be noted that if an ESB employee discloses information to a prescribed party (other than the Minister), he or she must have a reasonable belief that the wrongdoing has taken place and must believe that the information is substantially true. In light of these conditions it is considered advisable to obtain legal advice before making disclosures of information to prescribed bodies (or to other external parties).

In reporting a wrongdoing the worker should provide information that demonstrates his or her reasonable belief that a wrongdoing has taken place, although the worker is not required to provide proof that the wrongdoing has occurred. Appendix 2 outlines the type of information to include in a report of a wrongdoing.

Concerns may be raised orally or in writing. Where a concern is raised orally, the person raising the concern should send written communication to the recipient confirming that a disclosure was made (details of the disclosure need not be included) and request written acknowledgement from the recipient. This will ensure that the recipient is clear that what is intended as a disclosure is not construed by the recipient as a casual comment. To assist in the investigation of the concern, the recipient may record the worker's concerns in writing and seek confirmation from the worker that the details are accurately recorded.

Anonymous disclosures of wrongdoing by workers are permissible under this policy. However, it is noted that in practice it can prove difficult to investigate a disclosure made anonymously. For example, it may not be possible as a practical matter to investigate the matter reported without identifying the person who raised the concern.

5. PROTECTION AND ASSURANCE

ESB is committed to ensuring that workers can report matters which they reasonably believe tend to show wrongdoing, in the knowledge that they will be supported and protected from any repercussions even if the concerns raised turn out to be unfounded or mistaken. Employees who report wrongdoing in line with this policy, will be protected; ESB will not tolerate penalisation, including bullying, intimidation, harassment, discrimination victimisation or disadvantage, of any person who reports a concern. If a worker feels that he or she is being subject to adverse treatment after raising a concern in line with this policy, he or she should report the matter immediately to a senior HR manager. Any complaint of penalisation will be assessed as appropriate and any person who engages in adverse behaviour towards an individual who has reported a wrongdoing under this policy will be subject to disciplinary action.

All disclosures made in accordance with this policy will be treated seriously by ESB and will, to the extent practical, be treated in confidence. All reasonable efforts will be made to protect the identity of the person who raised the concern, however, in some situations the identity of the discloser may need to be revealed in order to carry out an effective investigation, to prevent, investigate or prosecute a crime or where the disclosure is otherwise necessary in the public interest or is required by law. In these circumstances the discloser will, where practical, be advised prior to any action being taken that would identify them. If a worker is concerned that their identity is not being adequately protected following the reporting of a wrongdoing he or she can raise it with Group Head of Legal / Group Internal Auditor.

Professional supports available to ESB staff, including ESB's Employee Assistance Programme and 24/7 counselling service, are available to workers making disclosures under this policy and to any employee accused of wrongdoing.

If a worker makes a disclosure in accordance with this policy, but the information or allegation is subsequently not confirmed by the investigation, no action will be taken against the discloser so long as he or she had a reasonable belief that the information disclosed tended to show wrongdoing.

It should be noted that in some circumstances, an individual who believes that he or she has been defamed or libelled by a reported wrongdoing may have a right of action against the person who reported the wrongdoing, especially where false disclosures of wrongdoing are made maliciously. If a worker is concerned that his or her disclosure might be perceived as malicious, he or she is advised to seek legal advice before making it.

Where an allegation of wrongdoing is made against an individual, any investigation of that allegation will be conducted in accordance with the applicable company disciplinary policy and in accordance with the principles of fairness applying under that policy.

6. POLICY EXCLUSIONS

This policy does not cover personal complaints or grievances about individual employment matters including terms of a person's employment. Grievances of this type should be addressed through ESB's relevant HR grievance procedures and policies.

Workers whose role involves the detection, and/or investigation of wrongdoing may raise concerns regarding wrongdoing under this Policy but it should be noted that the disclosure of information relating to wrongdoing by those persons is excluded from the definition of 'protected disclosure' under the Act.

If you are uncertain whether a matter is within the scope of this policy you can seek guidance from the Group Head of Legal or the Group Internal Auditor. Contact details are included in Appendix 1.

7. ASSESSMENT AND INVESTIGATION

ESB is committed to following up on all reports of wrongdoing in an effective and timely manner. Workers should not pursue their own investigations into alleged wrongdoing, but should report their concerns using the channels outlined in this policy. This is to ensure that the matter is properly investigated by appropriate personnel and that the manner in which the matter is investigated does not compromise ESB's ability to take effective action in relation to any wrongdoing.

Once information in relation to the alleged wrongdoing is reported under this policy, an initial assessment of the matter will be undertaken promptly by the person to whom the report was made.

If a report is made to the Group Internal Auditor (either directly or via the Confidential Helpline / Website), or to the Company Secretary or Group Head of Legal, he or she will conduct the initial assessment and may appoint an independent Senior Manager to investigate the matter further.

In conducting the initial assessment, the person who has made the report may be asked to attend meetings and/or to provide further information to clarify aspects of the disclosure to establish:

- the facts underpinning the report of wrongdoing or alleged wrongdoing;
 - evidence furnished by the person making the report to support the allegation;
- any personal interest the person making the report may have in the matter;
- whether sufficient grounds exist to initiate a further investigation;

The complexity, seriousness and materiality of the allegation including whether external bodies should be informed will determine the nature and extent of the investigation. The person reporting the wrongdoing will (except in case of reports made anonymously) be informed of the outcome of the initial assessment.

Investigations will be carried out objectively and fairly with agreed terms of reference. An Independent Investigator will be appointed by Group Internal Auditor following consultation with relevant management.

The Investigator will consult with the Group Head of Legal, Group Compliance Officer and/or subject

matter experts as required, to consider any legal obligations arising from the report and/or from any

information which comes to hand during investigation, including any legal requirements to make a report to An Garda Síochána or to a regulatory body.

Following the investigation, a report will be prepared in accordance with the terms of reference and may include recommendations arising from the investigation. Where possible the person who made the report will be informed of the conclusions of the investigation. Any disciplinary investigation or action taken against an employee as a result of the investigation of wrongdoing shall be conducted in accordance with the relevant ESB disciplinary process.

Appendix 3 illustrates the Wrongdoing Reporting and Follow-up Process.

8. POLICY APPROVAL, REPORTING AND COMMUNICATION

This Policy is approved and reviewed at regular intervals by ESB's Audit and Risk Committee. The Executive Director, Group Finance and Commercial oversees the implementation of the policy.

ESB will comply with reporting obligations under the Act regarding protected disclosures.

This policy is communicated to all new employees upon commencement of employment as part of induction training. Awareness of this policy will also form part of training provided to staff in relation to ESB's Ethics Policy and Anti Bribery, Corruption and Fraud Policy. This policy is published on the ESB Intranet Site. Material changes made to this policy will be communicated to staff.

Appendix 1
Relevant Contacts

[Redacted]

Online: <https://esb.alertline.com>

Appendix 2

Information to include in Disclosures of Wrongdoing

It is recommended that disclosures should include the following details:

- a. that the disclosure is being made under the policy;
- b. the disclosure's name, position in the organisation, place of work and confidential contact details
- c. the date of the alleged wrongdoing (if known) or the date the alleged wrongdoing commenced or was identified;
- d. whether or not the alleged wrongdoing is still ongoing;
- e. whether the alleged wrongdoing has already been disclosed and if so, to whom, when, and what action was taken;
- f. information in respect of the alleged wrongdoing (what is occurring / has occurred and how) and any supporting information;
- g. the name of any person(s) allegedly involved in the alleged wrongdoing (if any name is known and the worker considers that naming an individual is necessary to expose the wrongdoing disclosed); and
- h. any other relevant information.

Appendix 3

Wrongdoing Reporting and Follow-up Process



