



# Group Speak Up Policy



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Policy Owner: Head of Speak Up and Investigations

Classified as: Public (Green)



# Message from Richard Goulding, Speak Up Sponsor and Independent Non-Executive Director

Dear Colleagues,

As a Board member of the Bank of Ireland Group (Group), a key part of my role is to provide oversight of and challenge to the decisions affecting our Group purpose – Helping you Thrive. We must be a customer focused and responsible business. This means putting things right quickly when they go wrong. It also means raising concerns, early, when we know or suspect that wrongdoing has taken place. To that end, I want to explain what we mean by 'Speak Out' and 'Speak Up'.

We all have a responsibility to 'Speak Out' to ensure we have an efficient and psychologically safe working environment for us all to thrive. Ideally everyone should feel able to speak out, for example, in meetings if you have a concern that we are not working as best we can. The alternative is to let your People Manager or another Senior Manager know what your concern is. However, when you speak out and you believe that your concern has not been appropriately addressed or, you believe your People Manager or a more Senior Manager has a conflict of interest in relation to your concern, then it is time to 'Speak Up'.

Your Speak Up concern is important and will be managed confidentially and thoroughly investigated. You will not be penalised in any way for Speaking Up. We have a Speak Up process through which all colleagues can contact the Group Speak Up Desk, or an Authorised Recipient including myself, who will deal with the matter appropriately. Authorised Recipients are designated senior management within the Group who manage concerns in line with the standards outlined in this Policy and are listed in the Infographic on [page 3](#).

For Grievance matters, (a colleague's concern relating to their own employment, refer to section 2 below), colleagues should use the Group Grievance procedures and not the Speak Up process (Contact details for raising such concerns are included in the Infographic on [page 3](#)).

The Board and the Group Executive Committee take the Group Speak Up Policy and process extremely seriously. That is why I am sponsoring it. We want to have a risk culture which embraces constructive challenge and enables a working environment where we show and receive support for raising any concerns. If you have a concern, we want you to feel free to raise the matter at once, rather than wait until you have proof. In fact, putting off speaking up risks our reputation and could damage our customers' interests.

I would ask you to read the Group Speak Up Policy and to continue to be personally accountable, in line with our Group values, for reporting any concerns.

Kind regards,

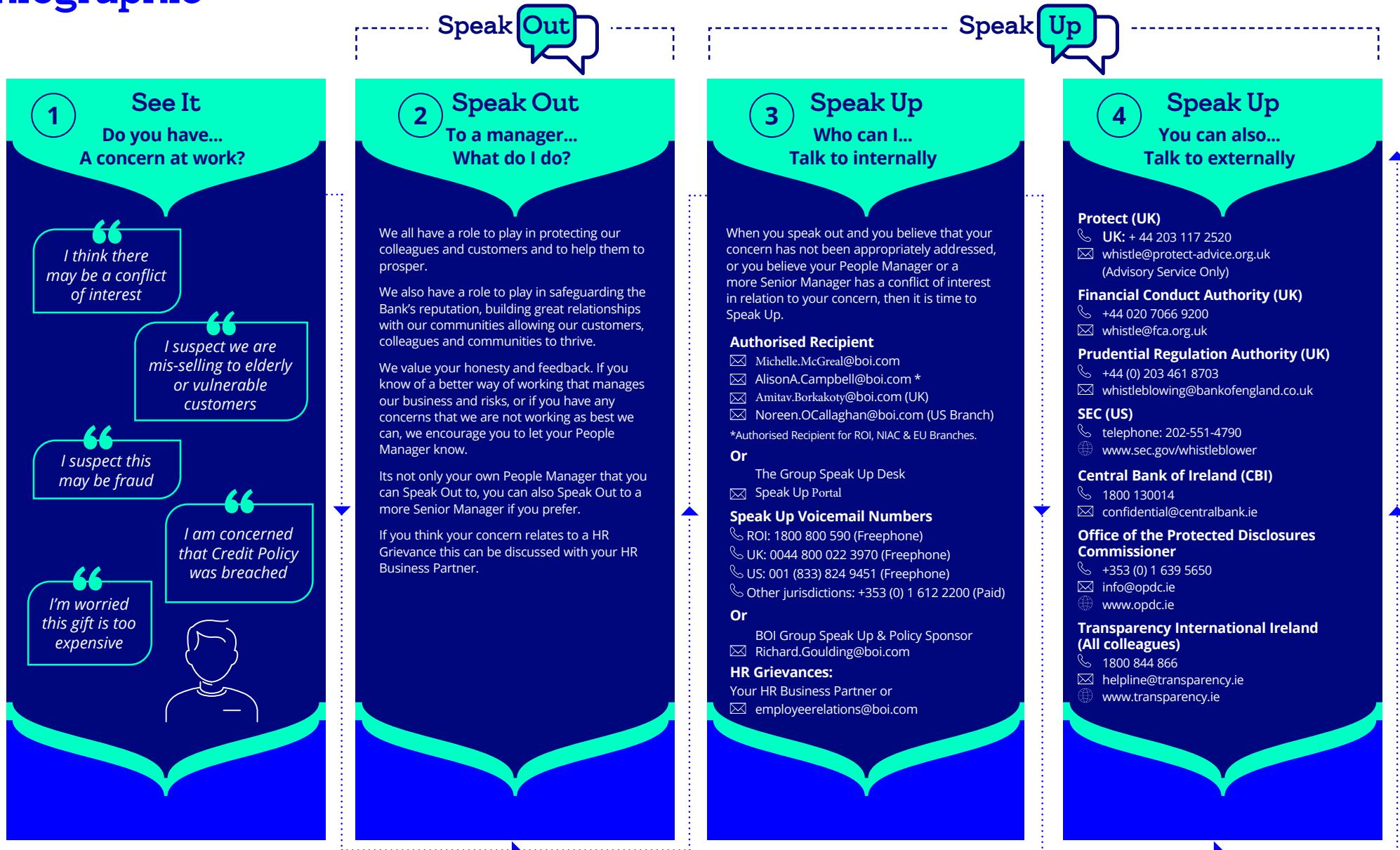


Richard Goulding  
Speak Up Sponsor  
Independent Non-Executive Director

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# Infographic



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# 1. Introduction



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# 1. Introduction

## Why is this Policy necessary?

The Group Speak Up Policy (Policy) sets out how all colleagues can safely and confidentially raise a Speak Up concern (as defined in section 2 below) of which they become aware in a work related context<sup>1</sup>, without fear of penalisation. It also describes what all colleagues can expect from the Group if you report a Speak Up concern.

We are committed to conducting our business with honesty and integrity and complying with our regulatory, legal and Group Policy obligations. This Policy expresses our commitment to addressing Speak Up concerns about wrongdoing that may arise and protecting people who make Speak Up reports of wrongdoing. A culture of openness and accountability is essential to prevent wrongdoing and to address wrongdoing when it does occur to protect our customers, colleagues and business.

## To whom does this Policy apply?

This Policy covers all 'colleagues' working in or for the Group, including the Republic of Ireland (Bank of Ireland (BOI) and New Ireland Assurance), the United Kingdom (BOI UK Bank and Third Country Branch), the BOI US Branch and the BOI European Branches (France, Germany and Spain). This Policy does not include all 'colleagues' working for the Davy Group who should refer to the "Davy Group Whistleblowing Policy."

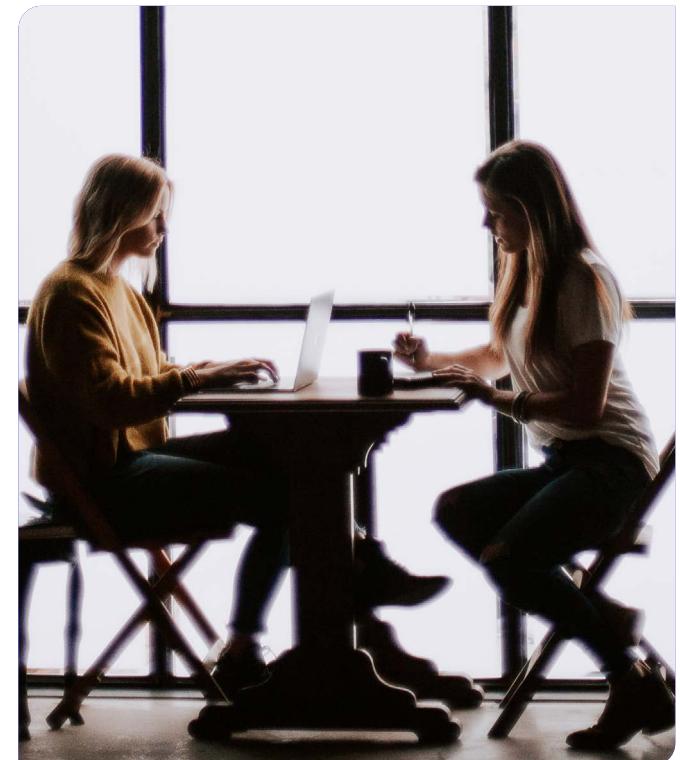
The term 'colleagues' includes permanent, fixed-term and specified-purpose employees, officers, directors, consultants, contractors, individuals who work under contract, interns, casual workers, temporary agency employees, work experience students, volunteers, unpaid trainees, board members, shareholders, members of administrative management or supervisory bodies and job applicants, in each case who acquire information on Speak Up concerns (as defined in section 2 below) in a work-related context.

## Our responsibilities

We are all responsible for our own behaviour at work, whether face to face, online or via social media. We are all empowered to challenge behaviours that don't align with the Group purpose and values. The Group needs to know about any suspected or actual wrongdoing that could negatively impact on any part of the Group's purpose or strategic priorities.

If you have a concern, as a first step in line with the Group Code of Conduct you should Speak Out and let your People Manager know, or raise a concern to a more Senior Manager if you prefer. However, if this is not possible, due to a conflict of interest or you believe your concern has not been appropriately addressed, you should 'Speak Up.'

For Grievance matters, colleagues should use the Group Grievance procedures (Contact details for raising such concerns are included in the Infographic on [page 3](#)).



<sup>1</sup> A work-related context means current or past work activities in the Group through which, irrespective of the nature of those activities, persons acquire information concerning a Speak Up concern and within which those persons could suffer penalisation if they reported such information.

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# 1. Introduction

## Who is responsible for Group Speak Up arrangements?

The Group Speak Up Desk ([Speak Up Portal](#)) is the primary channel which all colleagues use to raise Speak Up concerns and forms part of the Speak Up and Investigations unit (SUI) in the Third Line of Defence. The SUI unit is separate to all other functions in the Third Line of Defence. All Speak Up concerns are managed in confidence and investigated separately to the rest of the Third Line of Defence business and responsibilities. Speak Up concerns may also be raised internally to an Authorised Recipient in the Republic of Ireland, the UK and the US (contact details are outlined in the Infographic on [page 3](#)).

## If in doubt – ask questions

The Policy encourages all colleagues to raise any concern about suspected or actual wrongdoing which will be treated in a safe and confidential manner. There may be instances in which the 'right thing' may not be clear to colleagues and there may be differing interpretations or views on how best to proceed with a concern. If you are unsure about what action to take, please contact the Group Speak Up Desk or an Authorised Recipient (as detailed on [page 3](#)) who will provide confidential advice and support.



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## 2. What is a Speak Up?



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## 2. What is a Speak Up?

The Group hopes that in many cases, colleagues will be able to raise their concerns with their People Manager in the first instance, or another Senior Manager, by Speaking Out (please refer to important information contained on [Page 23](#) for People Manager responsibilities). However, this may not always be possible, or the colleague may feel that their concern is not being appropriately addressed, in which case they should Speak Up.

The Group defines a Speak Up concern as any suspected:

- relevant wrongdoing (as defined in Appendix 8(C) under the ROI Protected Disclosures Acts 2014 and 2022; UK Employment Rights Act 1996) and failure to comply with EU, UK and US regulations, including breaches of banking regulations; and/or
- failure to comply with Group Policies under the Group's Risk Management Framework.

The Speak Up concern must have come to the concern of the colleague in a work related context.

### Types of Speak Up concerns include, but are not limited to:



failure to comply with any legal obligation, including any financial services rules or laws, regulations, codes (e.g., failure to comply with Fitness & Probity, Anti-Money Laundering legislation and Consumer Protection Code) and European Union legislation, other than one arising under the Discloser's contract of employment, e.g., grievance related matter



a criminal offence<sup>2</sup> (e.g., theft or fraud)



failure to comply with our Group Policies under the Group's Risk Management Framework (e.g., breach of Credit Policy; mis-selling to elderly or vulnerable customers; conflict of interest on a relative's account)



damage to the environment



a miscarriage of justice which has occurred, is occurring or is likely to occur



the endangering of the health and safety of any colleague



behaviours which may hinder effective risk management practice and could cause harm to the Group, colleagues, customers and /or communities



Concealment or destruction of information of any of the above types of Speak Up concerns

For UK Colleagues, the definition is expanded to include "behaviour that harms or is likely to harm the reputation or financial well-being of the Group, its subsidiaries or branches." This is a FCA regulatory requirement under the Senior Management Arrangements, Systems and Controls Sourcebook (SYSC 18 – Whistleblowing).

Concerns relating to non-compliance with Group Policies under the Group's Risk Management Framework, which don't breach a regulation/law, are not legally protected under Protected Disclosures legislation. Nonetheless, they are considered Speak Up concerns under this Policy. The Group affords to colleagues who raise Speak Up concerns similar protections against dismissal and penalisation to those set out in the ROI Protected Disclosures Acts 2014 and 2022 and the Employment Rights Act 1996 (UK).

Contact details for raising such disclosures are included in the Infographic on [page 3](#). If a colleague is uncertain about whether something is within the scope of this Policy, advice should be sought from the Group Speak Up Desk ([Speak Up Portal](#)).

### Reasonable belief

This Policy will provide protections if a colleague reports a Speak Up concern when they have a **reasonable belief** that wrongdoing has occurred, is occurring or is likely to occur in the Group, even if they are mistaken in their belief. Concerns raised which are not made on the basis of a reasonable belief are not covered by this Policy or protected under the ROI Protected Disclosures Acts 2014 and 2022 and the Employment Rights Act 1996 (UK). Knowingly making a false disclosure will result in a referral under the Group disciplinary procedure.

<sup>2</sup> Criminal offences in ROI, UK and US are outlined in Section 8 (E) Appendix.

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## 2. What is a Speak Up?

### Respect at Work matters

For ROI, EU and US colleagues, Respect at Work matters (bullying, discrimination, harassment) impacting only the reporting colleague on a personal level (i.e. a colleague complains that they have been bullied by their People Manager) does not constitute a Speak Up and should be reported and dealt with under the Group's dedicated Respect at Work Policy and Procedures. However, where a colleague raises complaints of Respect at Work matters, that impacts a number of colleagues, and is not just impacting on the reporting colleague, then this is a Speak Up and should be raised through the Speak Up channels.

For UK colleagues, all Respect at Work matters, regardless of whether they are personal to an individual colleague or impact a number of colleagues, can be reported to People Services or through the Speak Up channels, in compliance with UK regulation.

For all colleagues, all Respect at Work matters will be dealt with under the Group's dedicated Respect at Work Policy and Procedures. Where the disclosure also meets the definition of a Speak Up concern, then the Discloser and Respondent<sup>3</sup> will be afforded additional protections, including keeping their name confidential, as outlined in this Policy.

### What is not covered under this Policy?

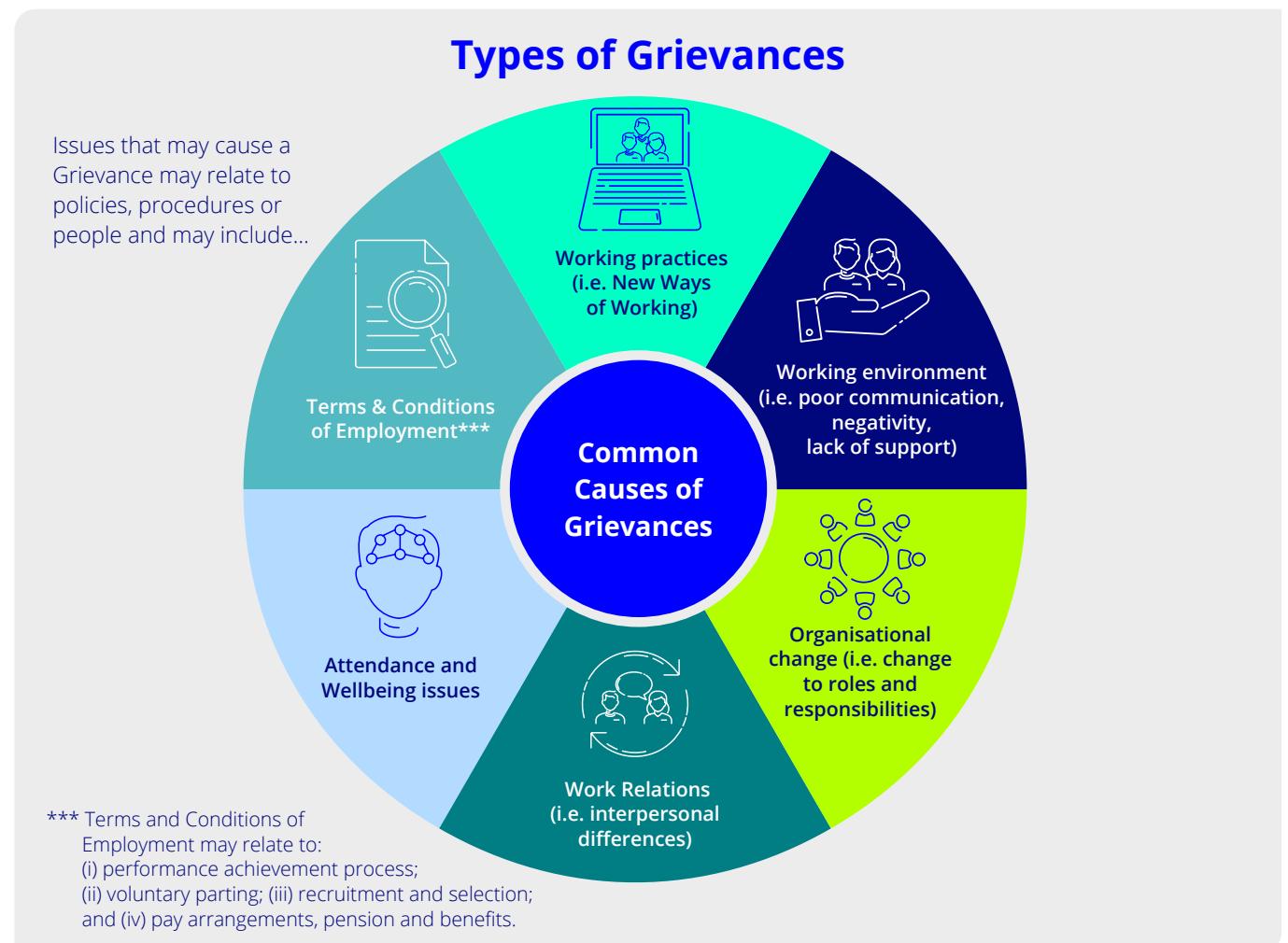
This Policy does not apply to Grievances and customer complaints. A Grievance arises when a colleague wants to raise a concern, problem or complaint in relation to their own employment.

<sup>3</sup>A Discloser is a colleague who raises a Speak Up concern.

A Respondent is a colleague who is the subject of a Speak Up concern.

For Grievance matters, a colleague should use the Group's Grievance Procedure (Contact details for raising such disclosures are included in the Infographic on [page 3](#)).

If a colleague is uncertain about whether something is within the scope of this Policy, advice should be sought from the Group Speak Up Desk ([Speak Up Portal](#)).



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### 3. How to raise a Speak Up concern



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### 3. How to raise a Speak Up concern

All colleagues should raise any genuine concern they may have as soon as possible to enable the Group to take any required action. A colleague should not pursue their own investigations, however well intended, as a flawed or improper investigation could compromise the Group's ability to take effective action.

If a colleague believes a concern has not been adequately addressed by their People Manager and /or relevant Senior Manager or feels that they are conflicted, then they should raise a Speak Up concern. It is preferable if a Speak Up concern is raised in writing, but it can also be raised verbally with the Group Speak Up Desk. Colleagues should provide as much detail as possible, giving background and history of the concern, and details of dates, names, sequence of events and descriptions of circumstances.

Colleagues should contact the Group Speak Up Desk ([Speak Up Portal](#)) or an Authorised Recipient and use the Speak Up process as outlined in the infographic on [page 3](#).

The Group's strong commitment to this Policy means that colleagues can raise Speak Up concerns and be sure that they will be supported and protected from penalisation (penalisation covered in further detail in Section 5 below).

If a reasonable belief is raised under this Policy, the Group will ensure that the job security of the individual who raised

the reasonable belief will not be impacted, and they will not suffer any form of penalisation as a result of raising their concern.

Once a Speak Up concern has been made, it is not normally possible for a Discloser to withdraw the concern. The Discloser is required to co-operate with the SUI Team as required.

All contact through the Speak Up channels will be kept confidential, and the identity of the colleague will only be disclosed in exceptional circumstances. Such exceptional circumstances are outlined in Appendix 8(D) of the Policy.

#### Anonymous concerns

The Group has a preference for colleagues to put their names to Speak Up concerns raised, with its assurance of confidentiality of their identity, in order to facilitate a comprehensive and effective investigation which may require follow up meetings with the colleague to obtain additional information.

However, the Group has a specific, independent and anonymous channel for colleagues to raise anonymous Speak Up concerns by sending a note or letter to an Authorised Recipient (as detailed in the Infographic on [page 3](#)). For anonymous disclosures, feedback cannot be provided following an investigation. In addition, protections and supports cannot be put in place while the Discloser remains anonymous.

Where a colleague raises a Speak Up concern under this Policy by way of an anonymous report and is subsequently identified, the colleague will be afforded the protections under the ROI Protected Disclosures Acts 2014 and 2022

and the Employment Rights Act 1996 (UK).

#### External Reporting

The purpose of this Policy is to provide an internal mechanism for raising Speak Up concerns and investigating and remediating wrongdoing. It is recommended that colleagues raise their concerns internally in the first instance, if appropriate, as this will enable prompt action to be taken to address the concern raised.

Colleagues may raise concerns of alleged relevant wrongdoing (as defined in Appendix 8(C) under the ROI Protected Disclosures Acts 2014 and 2022; UK Employment Rights Act 1996) to external bodies (Prescribed Persons) without first using the Group's internal arrangements (see Infographic on [page 3](#)). Prescribed Persons may include any of the Group's regulators, Law Enforcement, the Protected Disclosures Commissioner and/or Prescribed Persons as per the ROI Protected Disclosures Acts 2014 and 2022. Prescribed Persons are regulatory functions in the area which is the subject of the disclosure, e.g., CBI, Health and Safety Authority and the Data Protection Commission. A full list of Prescribed Persons by sector is available on [gov.ie](#).

Colleagues are afforded the same legal protections for external disclosures as those raised internally under the ROI Protected Disclosures Acts 2014 and 2022 and the UK Employment Rights Act 1996 (UK). However, external disclosures are subject to a higher evidential burden than internal disclosures and the colleague must have a reasonable belief that the allegation is substantially true. Such disclosures should be limited to the alleged relevant wrongdoing and should not disclose confidential company, Group, or commercial information unrelated to the alleged relevant wrongdoing.

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Message from  
Speak Up Sponsor

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### 3. How to raise a Speak Up concern

#### External Reporting (cont.)

Colleagues may make a disclosure to a Prescribed Person and / or the Protected Disclosures Commissioner if they reasonably believe that the alleged relevant wrongdoing forms part of their responsibilities or functions and the information the colleague discloses and any allegation in it are substantially true.

#### Regulatory Prescribed Roles/ Control Function Holders

Colleagues performing pre-approval controlled functions (PCF) for the Group may be obliged to report certain wrongdoings directly to the appropriate regulator.

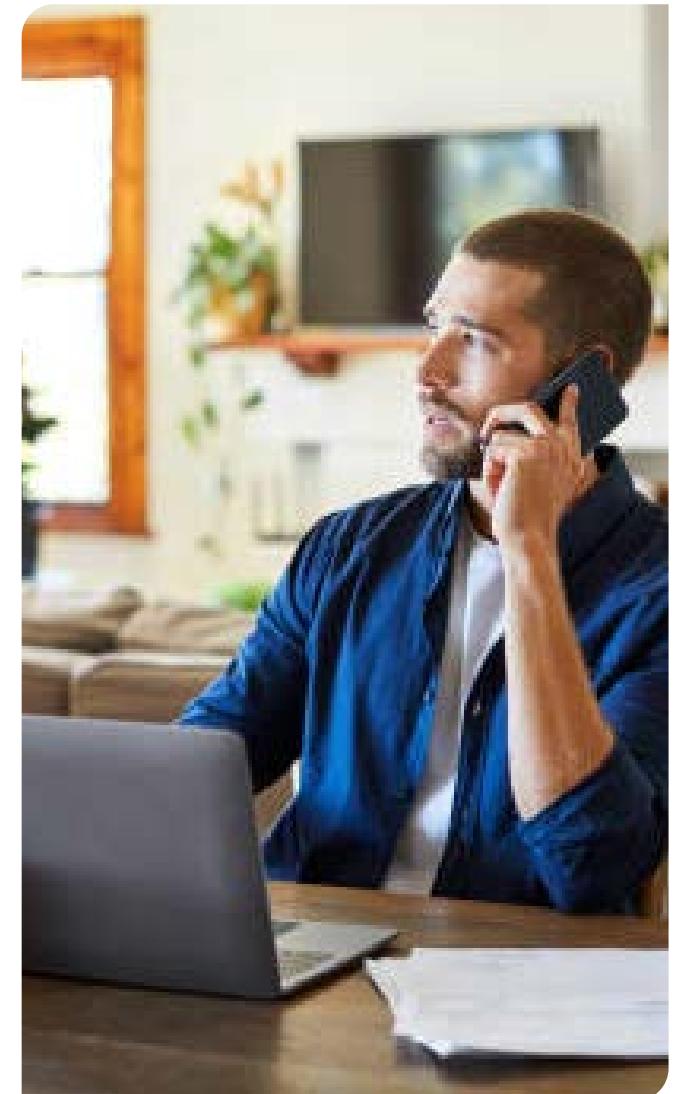
In the US, Section 922 of the Dodd-Frank Act of 2010 expressly prohibits penalisation by employers against those making a Speak Up (Whistleblowing) disclosure and provides them with incentives to voluntarily provide the SEC with original information that leads to a successful enforcement action.

#### Fitness & Probity

A Speak Up investigation is not a Fitness and Probity (F&P) review and should not be used as a substitute for one. The findings of a Speak Up Investigation may be considered separately by management, other than SUI management, in deciding whether F&P concerns arise and whether a separate and independent F&P review is required.

#### What happens with Speak Up concerns relating to GIA?

Anyone wishing to raise a concern relating to GIA can still do so to the Group Speak Up Desk. While the SUI unit is separate and independent to GIA in the Third Line of Defence, colleagues can raise a concern directly with the Chair of Group Audit Committee and Non-Executive Sponsor of the Group Speak Up Policy (contact details provided in the Infographic above on [page 3](#)). Alternatively, colleagues can raise a concern through external channels which is also outlined in the Infographic on [page 3](#).



#### ROI

Under the **Central Bank (Supervision and Enforcement) Act 2013**, if you perform a PCF, you are required to disclose to the CBI information relating to a breach of, or offence under, financial services legislation or the concealment or destruction of evidence relating to such an offence or breach, that you believe will be of material assistance to the CBI.

#### UK

Persons performing **Senior Managers Regime** functions are required under the **Senior Manager Conduct Rules** to disclose appropriately to the FCA or PRA any information of which they would reasonably expect notice of.

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# 4. How we deal with your Speak Up concern



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## 4. How we deal with your Speak Up concern

The SUI unit will maintain, at all times, a neutral and impartial stance throughout the investigation of a Speak Up concern. While the Group cannot guarantee the outcome that parties to the Speak Up (Discloser and Respondent) may seek, the Group will deal with Speak Up concerns fairly and objectively and under the appropriate Policy.

The Group Speak Up Desk will acknowledge receipt of the concern in writing within 7 days. Following receipt of the concern, an assessment is performed by an Authorised Recipient (or their delegate), members of the Group Speak Up Desk and may involve consultation and support from internal or external subject matter experts as appropriate. This assessment will ascertain whether the disclosure constitutes a Speak Up concern (as defined in Section 2 above) and is supported by appropriate ("prima facie") evidence to corroborate the concern. If necessary, further information may be requested from the Discloser to facilitate the assessment.

The Group Speak Up Desk will inform the Discloser of the outcome of the assessment in writing. In the event that appropriate ("prima facie") evidence to support the Speak Up concern is not identified, the Group Speak Up Desk may close out the process. For those concerns which relate to HR matters such as Grievances or Respect at Work, the Group Speak Up Desk will refer the Discloser to the relevant Group procedure and advise them to engage with People Services. If the Discloser requests, the Group Speak Up Desk will engage with their HR Business Partner / Group Employee Relations (People Services) on their behalf to assist with the handover of the concern.

If there will be an investigation into the concern, all relevant information shared by the Discloser will be passed onto the Investigation team regardless of with whom the information was originally shared.

### Investigation Process

Following the initial assessment to ascertain whether a disclosure constitutes a Speak Up, a triage assessment may take place to identify subject matter experts appropriate to support the investigation. In certain instances, where there are conflicts of interest or where the SUI team doesn't have the required knowledge, the investigation may be outsourced to an independent subject matter expert, such as a lawyer. The scope and terms of reference of any investigation will be approved by the SUI unit prior to the investigation being carried out. The Discloser, Respondent and/ or Persons of Interest may be invited to attend meetings, which may take place off-site, to provide further information. They may be accompanied by another person, an employee representative, or a Designated Support Colleague to any meeting if they so wish. Support Colleagues are subject to review and approval prior to the meeting by the SUI unit to ensure there is no conflict of interest. All colleagues assisting an investigation are required to co-operate fully and in a timely manner to facilitate the completion of the investigation.

The Investigator(s) will draft a report upon conclusion of the investigation (the Report). The Report will be sent to Senior Management, with relevant responsibilities in relation to the Speak Up concern, who will determine what (if any) action should be taken by the Group. Where allegations against a Respondent are not upheld, an update on the outcome of the investigation, where appropriate, can also be provided to persons who supported the investigation.

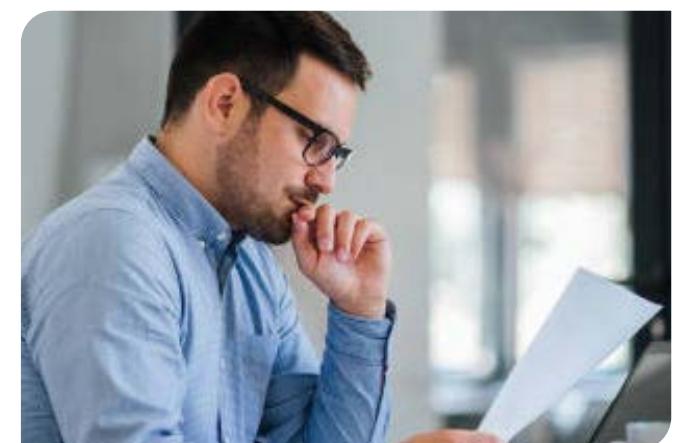
Feedback will be provided to the Discloser within 3 months of acknowledging the concern and, if requested by the Discloser in writing, every 3 months until the investigation is closed. Feedback should include information on the progress of the investigation. Once an investigation has

concluded an update will be provided to the Discloser. However, sometimes the need for confidentiality may prevent the SUI unit from giving the Discloser specific details of the investigation or any action taken as a result. The Discloser must treat any information about the investigation as strictly confidential.

It should be noted that due process requires that any Respondent should be made aware of and given the opportunity to respond to any allegations made against them.

### If the Discloser or Respondent are not satisfied with the outcome of an investigation

Where this is the case, a Discloser or Respondent (if any) can request a review within 28 days of the report issuing with the Group Chief Internal Auditor or the Sponsor of the Group Speak Up Policy (an independent Non-Executive Director), who will consider and or refer the matter as appropriate.



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## 5. Protections



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## 5. Protections

### Confidentiality of Identity

This Policy provides that Authorised Recipients, the Group Speak Up Desk, and any other stakeholders to whom the Speak Up concern may be referred, must ensure the confidentiality of the identity of the Discloser is protected. There are only limited circumstances where a Discloser's identity may be disclosed, beyond the persons referred to above, in compliance with legislation, as set out in Appendix 8(D). Under ROI Protected Disclosures Acts 2014 and 2022 and the Employment Rights Act 1996 (UK), Disclosers are afforded specific legal protection where they raise a suspected wrongdoing.

Third parties (including the Respondent) referenced in a disclosure should also have their identity protected while the investigation is ongoing unless disclosure of their identity is necessary or is otherwise required by law. In addition, a Respondent's name may be only disclosed to Senior Management when an investigation is completed and the allegation is upheld.

While it is open to the Discloser and third parties to waive confidentiality of their identity, the default position is that the identity of the Discloser of the Speak Up concern (and any information that might identify the Discloser) is kept strictly confidential to the Group Speak Up Desk and persons appointed to carry out or support an investigation.

### Protections against Penalisation - Disclosers

When a Discloser raises a Speak Up concern under this Policy, they are protected against any form of penalisation as a result of raising such a disclosure. Penalisation is any direct or indirect act or omission which occurs in a work-related context, and is prompted following the submission of a Speak Up concern and causes or may cause unjustified detriment.

Penalisation can include threats of or doing any of the following:

Suspension

Layoff

Dismissal

Demotion

Loss of opportunity for promotion or withholding or promotion

Transfer of duties

Change of location of place of work

Reduction in wages or change in working hours

Imposition or administering of any disciplinary, reprimand or other penalty, coercion, intimidation, harassment or ostracism, discrimination, disadvantage or unfair treatment, injury, damage or loss, or threat of reprisal

Psychiatric or medical referrals

Withholding of training

A negative performance assessment or employment reference

Failure to convert a temporary employment contract into a permanent one, where the worker had a legitimate expectation that he or she would be offered permanent employment

Failure to renew or early termination of a temporary employment contract

Harm, including to the worker's reputation, particularly in social media, or financial loss, including loss of business and loss of income

Blacklisting on the basis of a sector or industry-wide informal or formal agreement, which may entail that the person will not, in the future, find employment in the sector or industry

Early termination or cancellation of a contract for goods or services

Cancellation of a licence or permit

If a Discloser believes that they have suffered any such treatment, they should inform the Group Speak Up Desk immediately. If the matter is not remedied, they should raise it using the Group's Grievance Procedure. Penalisation checks are carried out by the Group Speak Up Desk with the Discloser. These are performed 6 and 12 months following the issuance of the report to establish if the Discloser has encountered any form of penalisation as a result of raising their concern. If a Discloser believes they have been penalised for making a Speak Up concern, they can also raise a claim with the Workplace Relations Commission (within 6 months of the penalisation).

It is open to the Discloser to use or engage with any of the supports set out below in Section 6. Any person who assists the Discloser, in a confidential manner, with the reporting process in a work-related context, or any third person who is connected to the Discloser and who suffers penalisation in a work-related context, are also protected from penalisation.

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## 5. Protections

### Protections – Respondents

A person who suffers damage resulting from the making of a report where the Discloser knowingly reported false information, has a right of action in tort against the Discloser.

A Respondent will be treated in accordance with fair procedures. The Respondent will be informed of the scope of the investigation. The objective of this process is to establish the facts surrounding the matter or matters raised by the Discloser. The Respondent can have absolute confidence that the matter raised by the Discloser (e.g., alleged wrongdoing, alleged breach of a Group Policy under the Group's Risk Management Framework) will be fully and fairly investigated. The Respondent will be provided with updates on the progress and outcome of an investigation. However, sometimes the need for confidentiality will prevent the Group giving the Respondent specific details of the investigation or any action taken as a result.

The Group Speak Up Desk is available to provide advice and guidance to those who are the subject of an investigation arising from a Speak Up concern. It is open to the Respondent to use or engage with any of available supports set out below in Section 6.

### Disciplinary Action

The Group reserves the right to initiate disciplinary action in the event that:

- Speak Up concerns raised which the reporting colleague knows to be false or without a reasonable belief that they tend to show one or more of the Speak Up concerns outlined above. Colleagues are not expected to prove the truth of a concern. However they must have a reasonable belief that there are grounds for their concern.
- any Discloser is penalised or threatened with penalisation by a colleague for raising a concern.
- any colleague conceals or covers up a matter which could be the subject of a Speak Up concern.
- an investigation upholds an allegation(s) of wrongdoing in relation to the conduct of a Respondent(s).

If a colleague is told not to Speak Out or Speak Up, including by a person in authority, he/she should not agree to remain silent and if he/she raises a Speak Up concern, he/she will be afforded the full protections set out in this Policy.

In addition, Board Members and Management must not interfere with, impede, mislead or try to stop an investigation and there may be disciplinary implications were this to occur.



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## 6. Supports



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## 6. Supports

The Group recognises that there may be a need for support throughout the Speak Up process. Colleagues can contact any of the below Supports at any time.

- **The Group Speak Up Desk (Speak Up Portal)**



- **Colleague Wellbeing Programmes**

- The Here For You Programme provides ROI and UK colleagues and their families with 24/7 support to help manage personal or work related issues. The service offers 24/7 access to experienced and qualified case managers who can provide immediate support and potential referral to counselling services. This is an external and confidential service – full details are available on InSite.
- In the US, the Employment Assistance Programme is administered by Cigna. Employees can access these services by logging into the secure [www.MyCigna.com](http://www.MyCigna.com) website and going to Coverage/Employment Assistance Programme (EAP) or by calling Cigna Behavioural Health at 800.274.7603.



- **Partners Council (UK only)**

- Partners Council is an internal employee body, representing colleagues working in the United Kingdom. Your Partners Council representative can assist you on all matters relating to raising or being the subject of a Speak Up concern in BOI – further information is available on InSite.



- **Protect – the UK Whistleblowing Charity**

- Protect is an independent Whistleblowing Charity in the United Kingdom which provides free, confidential advice line supports to all colleagues. Protect do not disclose any details of what is discussed on the calls or the caller details unless they are specifically asked to do so. Contact details are outlined in the Infographic on [page 3](#).



- **Transparency International (TI) Ireland (All Colleagues)**

- TI Ireland are an independent non-governmental, politically non-partisan, and not profit making organisation. Their 'Speak Up Helpline' offers information, referral advice and/or advocacy support to people looking to report wrongdoing, or to witnesses and victims of corruption or other wrongdoing. In addition, their 'Psychological Support Service' offers a range of supports to meet the needs of individuals and family members during and after reporting wrongdoing. Contact details are outlined in the infographic on [page 3](#).



- **Trade Unions**

- The Group recognises a number of trade unions. The colleague's recognised trade union representative can assist the colleague to raise their issues and support and accompany them at a meeting under this Policy.



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## 7. Other information



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## 7. Other information

<b>Reporting</b>	<p>In line with its Regulatory and Compliance objectives, the Group Audit Committee (GAC) considers, reviews, evaluates and approves the Group Speak Up Policy. The GAC also considers, reviews and evaluates arrangements for dealing with Speak Up concerns arising from the implementation of the Group Speak Up Policy (including confidential, anonymous submissions).</p> <p>The SUI unit report updates to GAC for review and consideration on at least an annual basis and as appropriate. Specifically information is provided on the number, categorisation and outcome of Speak Up investigations, any thematic findings and trends which may impact the Group, and key performance indicators which allow for the monitoring and measurement of the Group's Speak Up arrangements by reference to quantitative and qualitative indicators.</p> <p>In the UK, the Whistleblowers' Champion, the Chair of the UK Audit Committee, performs these responsibilities for UK Speak Up and investigations.</p>
<b>Record Keeping</b>	<p>All information relating to Speak Up concerns are stored securely. While cognisant of the timelines called out in the Data Protection legislation and the Group Data Retention Policy, investigation records are often required to be stored for longer than 7 years. This is to address potential Law Enforcement, Court and general legal requests where investigation evidence is required to support and address legal matters.</p>
<b>Policy Non-Compliance / Exceptions to Policy</b>	<p>If non-compliance with this Policy is identified, the business unit / department must assess the impact of the non-compliance and document, as appropriate, the planned remediation. Any instances of Policy non-compliance must be logged on RADAR as a recorded issue for the business unit / department concerned, with an accompanying action plan(s) detailing the planned remediation.</p> <p>In the event that an exception to any aspect of this Policy is required, the relevant business unit/department should make an assessment of the required exception and obtain approval from the Group Executive Committee representative before making a formal request to the Group Chief Internal Auditor for review and approval.</p>
<b>Legislation</b>	<p>This Policy supports current regulatory, legislative and compliance requirements, such as:</p> <p><b>ROI:</b> ROI Protected Disclosures Acts 2014 and 2022, the Central Bank (Supervision and Enforcement) Act 2013, the Criminal Justice (Anti Money Laundering and Terrorist Financing Act) 2010, and the Criminal Justice Act 2011.</p> <p><b>UK:</b> the Public Interest Disclosure Act 1998 (which amended the Employment Rights Act 1996), and the FCA Senior Management Arrangements, Systems and Controls (SYSC) Sourcebook.</p> <p><b>US:</b> the Sarbanes Oxley Act of 2002, and the Dodd-Frank Wall Street Reform and Consumer Protection (Dodd-Frank) Act of 2010, which protect colleagues from retaliation for raising any issues in good faith related to a reasonable belief that a violation of any of the following has or is likely to occur: (i) Federal criminal law provisions prohibiting mail, wire, bank or securities fraud; (ii) any rule or regulation of the Securities and Exchange Commission; or any provision of federal law relating to fraud against shareholders.</p>

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## 8. Appendix

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## 8. Appendix

### (A) Key Risks addressed by this Policy

- Risk of a suspected wrongdoing not being detected by the Group due to a lack of colleague awareness of the Speak Up process, resulting in regulatory, reputational and/or financial impact/losses to the Group, its customers, colleagues and communities.
- Risk of a Speak Up concern being inadequately investigated due to the absence of a clearly defined Speak Up & Investigation process (incl. guidance and Group wide awareness), resulting in an inappropriate outcome for the Disclosers, Respondents, the Group and all associated stakeholders.
- Risk of a colleague being penalised due to an inadequate / improper investigation performed by the Speak Up and Investigations team, resulting in an unfair outcome to them and / or others.
- Risk of a colleague performing pre-approval controlled functions not complying with the requirements of their role (as set out in Section 3 of this Policy – External Reporting) due to the absence of Speak Up Policy, guidance and Group wide awareness, resulting in a regulatory breach.

### (B) Roles and Responsibilities

Role	Responsibilities
All Group colleagues	<ul style="list-style-type: none"> <li>• Understanding their obligations to do the right thing when concerns or wrongdoing is suspected in their line of work through: (1) speaking out with their People Manager / relevant Senior Manager in the Business Unit / Department; or (2) using Group Speak Up channels to raise a Speak Up concern as detailed in this Policy.</li> <li>• Completing the Speak Up mandatory web-based training and attending Speak Up training and awareness sessions facilitated by the Group Speak Up Desk in their Business Unit / Department.</li> <li>• Ensuring that any information provided by or to other colleagues, the Group Speak Up Desk, the Investigations team or Authorised Recipients as part of a Speak Up investigation is kept confidential. For the avoidance of doubt, this also includes situations where information has been requested or provided where the colleague knows or suspects that the information is being provided as part of a Speak Up investigation.</li> <li>• All colleagues assisting an investigation are required to co-operate fully and in a timely manner to facilitate the completion of the investigation.</li> </ul>
People Managers	<ul style="list-style-type: none"> <li>• People Managers should always support colleagues who wish to raise concerns or suspected wrongdoing which came to the attention of the colleague in a work-related context and promote a psychologically safe work environment to allow colleagues raise such concerns.</li> <li>• Where a colleague speaks out and raises a concern with their People Manager, which in accordance with the Group Speak Up Policy is defined as a Speak Up, the People Manager should advise the colleague to review the Group Speak Up Policy and decide whether they want to raise a formal Speak Up concern. If they do, the matter will proceed in line with the Policy.</li> <li>• If the colleague does not wish to raise a formal Speak Up concern and the People Manager is willing and able to address the matter, the People Manager should do so while ensuring compliance with Regulation and Policy. People Managers should also be aware that certain protections under the ROI Protected Disclosures Acts 2014 and 2022 are afforded to the colleague making the disclosure, specifically in relation to the confidentiality of their identity and the prohibition on penalisation.</li> </ul>

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## 8. Appendix

### (B) Roles and Responsibilities (cont.)

Role	Responsibilities
All Business Units and Departments (including First, Second and Third Lines of Defence)	<ul style="list-style-type: none"> <li>Implementing effective systems, structure, procedures and training to direct and assist colleagues to speak out and raise concerns or suspected wrongdoing with People Managers. Also, advising colleagues of their right to raise Speak Up concerns through any of the Group Speak Up channels, where appropriate as outlined in this Policy; and</li> <li>Assessing, reviewing and addressing any risks or control gaps identified from Speak Up processes in accordance with the Group Operational Risk Management Framework requirements.</li> </ul>
Authorised Recipients	<ul style="list-style-type: none"> <li>Informing the Group Speak Up Desk of concerns received by them, supporting the Initial Assessment, where assigned to, investigating concerns and reporting findings arising from the investigation; and</li> <li>Storing all information relating to Speak Up concerns securely. While cognisant of the timelines called out in the Data Protection legislation and the Group Data Retention Policy, investigation records are often required to be stored for longer than 7 years. This is to address potential Law Enforcement, Court and general legal requests where investigation evidence is required to support and address legal matters.</li> <li>Ensuring training is provided for colleagues and controls are in place over the Speak Up process for their jurisdiction in accordance with applicable legislation and best practice.</li> </ul>
Speak Up and Investigations unit	<ul style="list-style-type: none"> <li>Implementing effective systems, structure, and procedures for the management of Speak Up and Investigations;</li> <li>Storing all information relating to Speak Up concerns securely. While cognisant of the timelines called out in the Data Protection legislation and the Group Data Retention Policy, investigation records are often required to be stored for longer than 7 years. This is to address potential Law Enforcement, Court and general legal requests where investigation evidence is required to support and address legal matters.</li> <li>Providing oversight and challenge on the application on the Speak Up Policy, in addition to providing Speak Up training and awareness workshops to all colleagues across the Group; and</li> <li>Reporting of Speak Up and Investigations management information to Group and subsidiary risk governance committees.</li> </ul>
People Services, Group Legal Services and Group Compliance	<ul style="list-style-type: none"> <li>Providing or procuring advice, guidance and technical support in the assessment of concerns disclosed through Group Speak Up channels to ascertain whether it is a Speak Up concern; and</li> <li>in relation to People Services, engaging and assisting the Speak Up &amp; Investigations Unit with the management of investigations from concerns received which contain a combination of Speak Up and Grievance elements.</li> </ul>
Group Internal Audit	<ul style="list-style-type: none"> <li>Appointment of an external auditor to audit the Speak Up and Investigations unit on an annual basis. To ensure independence and avoid any potential conflict of interest, an external auditor will be appointed to audit the Speak Up and Investigation unit and their findings will be presented to the GAC.</li> </ul>

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## 8. Appendix

### (C) Protected Disclosures definitions

A "Protected Disclosure" is a disclosure in respect of which the Discloser has legal protections, including from penalisation/dismissal under the ROI Protected Disclosures Acts 2014 and 2022 and in the UK, under the Employment Rights Act 1996.

#### ROI Protected Disclosures Acts 2014 and 2022

**The following matters are relevant wrongdoing for the purposes of the Act:**

- an offence has been, is being or is likely to be committed;
- a person has failed, is failing or is likely to fail to comply with any legal obligation (including a regulatory obligation), other than one arising under the Discloser's contract of employment or other contract whereby the Discloser undertakes to do or perform personally any work or services<sup>4</sup>;
- a miscarriage of justice has occurred, is occurring or is likely to occur;
- the health and safety of any individual has been, is being or is likely to be endangered;
- the environment has been, is being or is likely to be damaged;
- an unlawful or otherwise improper use of funds or resources of a public body or of other public money has occurred, is occurring or is likely to occur; or
- that a breach has occurred (as defined in ROI Protected Disclosures Acts 2014 and 2022), is occurring or is likely to occur, or
- that information tending to show any matter falling within any of the preceding paragraphs has been, is being or is likely to be concealed or destroyed or an attempt has been, is being or is likely to be made to conceal or destroy such information.

#### Employment Rights Act 1996 (UK)

**"Qualifying disclosure" means any disclosure of information which, in the reasonable belief of the worker making the disclosure, tends to show one or more of the following:**

- A criminal offence has been committed, is being, or is likely to be committed;
- A person has failed, is failing, or is likely to fail to comply with any legal obligation to which they are subject to;
- A miscarriage of justice has occurred, is occurring, or is likely to occur;
- The health and safety of any individual has been, is being or is likely to be endangered;
- Damage to the environment; or
- Information tending to show any matter falling within any one of the preceding paragraphs has been, is being or is likely to be deliberately concealed.

<sup>4</sup> This includes, but is not limited to, a breach of EU law relating to public procurement, financial services, products and markets, prevention of money laundering, terrorist financing; product safety and compliance; public health, consumer protection, protection of privacy and personal data, and security of network and information systems; competition and State aid rules, rules of corporate tax or to arrangements the purpose of which is to obtain a tax advantage that defeats the object or purpose of the applicable corporate tax law.

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## 8. Appendix

### (D) Confidentiality of Identity - Exceptions

The Discloser may explicitly consent to the Disclosure of their identity. Disclosure of the Discloser's identity, may be required in certain circumstances, for example:

- where the disclosure is a necessary and proportionate obligation imposed by law in the context of investigations or judicial proceedings, including with a view to safeguarding the rights of defence of others;
- where the person to whom the Speak Up concern was made took all reasonable steps to avoid disclosing the identity of the Discloser or reasonably believes that disclosing the identity of the Discloser or any such information is necessary for the prevention of serious risk to the security of the State, public health, public safety or the environment; or
- where the disclosure of the identity of the Discloser is required by law.

In these circumstances, the Discloser will be notified of the reasons for the disclosure of their identity, in writing, before their identity is disclosed, unless such notification would jeopardise:

- the effective investigation of the disclosure;
- the prevention of serious risk to security of the State, public health, public safety or the environment; or
- the prevention or prosecution of a criminal offence.

### (E) Criminal Offences

#### ROI:

##### ROI Protected Disclosures Acts 2014 and 2022

The ROI Protected Disclosures Acts 2014 and 2022 make it an offence to:

- hinder or attempt to hinder a worker in making a report;
- penalise or threaten penalisation or cause or permit any other person to penalise or threaten penalisation;
- bring vexatious proceedings;
- breach the duty of confidentiality regarding the identity of reporting persons;
- make a report containing any information that the reporting person knows to be false; or
- fail to establish, maintain and operate internal reporting channels and procedures.

All of these offences can attract significant penalties. A person guilty on (i) summary conviction may be liable to a fine not exceeding €5,000 or imprisonment for a term not exceeding 12 months or both; or (ii) indictment may be liable to a fine not exceeding €75,000, €100,000 or €250,000 (depending on the specific offence) or to imprisonment for a term not exceeding 2 years, or both.

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## 8. Appendix

### Criminal Offences (cont.)

#### Criminal Justice Act 2011

Section 19(1) of the Criminal Justice Act 2011 makes it an offence to withhold information, without reasonable excuse, where a person knows or believes the information might be of material assistance in preventing the commission by another person of a “relevant offence” or securing the apprehension, prosecution or conviction of any person for a “relevant offence”.

For the purposes of the 2011 Act, a relevant offence includes 130 different types of criminal offences including but not limited to banking offences, investment funds and other financial activities, company law offences, money laundering and terrorist activities, fraud and theft offences, bribery and corruption offences, consumer protection offences and criminal damage to property offences.

If a colleague has this type of information and/or they are aware, concerned or suspect that a “relevant offence” is being or has been committed, they are then required to report same to Law Enforcement, unless they have a reasonable excuse such as the right not to incriminate themselves or the fact that to their knowledge someone else has or will be reporting the matter. The Group encourages Disclosers, before they make a disclosure or report such information to Law Enforcement, to seek advice from the Group Speak Up Desk.

#### UK:

#### Criminal Law Act 1967

Section 5(1) of the Criminal Law Act 1967 states that where a person has committed a relevant offence, any other person who, knowing or believing that the offence or some other relevant offence has been committed, and that they have information which might be of material assistance in securing the prosecution or conviction of an offender for it, accepts or agrees to accept for not disclosing that information any consideration other than the making good of loss or injury caused by the offence, or the making of reasonable compensation for that loss or injury, shall be liable on conviction on indictment to imprisonment for not more than two years.

#### US:

If a colleague has a concern about whether they are required to report a known or suspected criminal offence covering banking offences, investment funds and other financial activities, company law offences, money laundering and terrorist activities, fraud and theft offences, consumer protection offences and criminal damage to property offences, they should contact the Authorised Recipient in the US (as outlined in the Infographic outlined on [page 3](#)) or the Group Speak Up Desk.

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