



I-RES GROUP POLICY

Whistleblower Policy

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1. Introduction

1.1 Summary

Irish Residential Properties REIT plc and its subsidiaries' (collectively, the “**Group**”, “**we**”, “**us**”, “**our**” and each a “**Company**”) are committed to achieving the highest standards of openness, probity, and accountability, as well as the highest possible ethical standards in all of our practices. To achieve this, we encourage staff to use internal mechanisms for reporting any malpractice or illegal acts or omissions. We therefore view it as extremely important to have a mechanism in place to enable staff to voice concerns in a responsible and effective manner.

1.2 Purpose

This Policy has been designed to enable all of our workers to raise concerns safely, appropriately and without fear of dismissal, harassment, detriment or penalisation.

We recognise that there may be times when a worker has a concern about what is happening at work. Usually, these concerns are easily resolved. However, where there is a threat or danger to the public, clients or colleagues, or instances of professional misconduct or financial malpractice, it can be difficult to know the best course of action to take. It is therefore important to us that all workers are aware of this Policy so that such issues are raised early and in the right way.

If, however, you are aggrieved about a personal position, or an issue that is only affecting you, then it would be more appropriate to use a different process as issues of this nature are not protected disclosures. In such circumstances you should speak to either your manager, or another appropriate manager, about what to do. This Policy relates primarily to concerns for the interests of others or the Company

1.3 Document Audience

The intended audience for this document is: Group employees, former employees, persons applying for a role in pre-contractual negotiations, contractors, trainees, agency staff, suppliers, board members and individuals who are or were shareholders in the Group (a “**worker**” or “**you**”).

1.4 Relationship with other Documentation

The policy should be read in conjunction with: the Protected Disclosures Act 2014 as amended by the Protected Disclosures Act 2022 (Transposition of Directive EU 2019/1937), Companies Act 2014, each as amended from time to time.



2. Policy Details

2.1 Definitions

We are committed to dealing with all concerns raised under this Policy. For the purpose of this Policy:

- **Whistleblowing** is raising a concern, which in the reasonable belief of a worker shows one or more Relevant Wrongdoings.
- The Relevant Wrongdoing must have come to the worker's attention in connection with the worker's employment/engagement.
- Relevant Wrongdoings include:
 - the commission of an offence;
 - a miscarriage of justice;
 - non-compliance with a legal obligation (other than one arising under the worker's contract of employment or service agreement);
 - health and safety threats;
 - misuse of public monies;
 - mismanagement by a public body;
 - damage to the environment; and
 - concealment or destruction of information relating to any of the above.

A Relevant Wrongdoing could relate to the Group, or to another organisation, once it has come to the worker's attention in connection with their employment.

Examples of Relevant Wrongdoings might include misrepresentation, misuse or theft of the Group's information, finances or other assets, unacceptable behaviour towards colleagues or the public, or the distortion of records to conceal the misappropriation of assets or otherwise for gain, specified breaches of EU law across financial services, products and markets, money laundering or terrorist financing, product safety and compliance, consumer protection, protection of privacy and personal data, protection of the environment and security of network and information systems.

There are exceptions to the definition of Relevant Wrongdoing and, in particular, a matter is not regarded as a Relevant Wrongdoing if it is a matter which is the function of the worker or the worker's employer to detect, investigate or prosecute and does not consist of or involve an act or omission on the part of the employer. There are also exceptions where the matter involves trade secrets.

The motivation for making a disclosure is irrelevant. What is required is that a worker has a reasonable belief as to wrongdoing and that this wrongdoing has come to the worker's attention in connection with his/her employment.



2.2 Protection

Workers who raise concerns in accordance with this Policy will be protected by the Protected Disclosures Act 2014 and the Protected Disclosures Amendment Act 2022.

We take this extremely seriously and are committed to ensuring that no worker who raises a concern under this Policy will suffer any harassment or other detrimental treatment as a result of raising a concern. Detrimental treatment includes dismissal, disciplinary action or penalisation, threats or intimidation to the individual, or any other unfavourable treatment connected with raising a concern.

Staff must not threaten, penalise or retaliate in any way against people who raise concerns under this Policy. Anyone involved in such conduct will be subject to disciplinary proceedings which may result in disciplinary action up to and including dismissal. Those choosing to make disclosures without following this procedure may not receive the protection outlined in this Policy.

2.3 Raising a Concern Internally

A worker may raise a concern orally, in person or put the matter in writing if they prefer. The concern, if made orally, should be made to the Company Secretary and General Counsel, or if made in writing, should be addressed to the Company Secretary and General Counsel at South Dock House, Hanover Quay, Dublin 2, D02 XW94.

As it is essential to have all critical information in order to effectively evaluate and investigate the issue, the worker should provide as much detail as possible including details of the parties involved, dates or period of time, the type of concern and any other information relevant to that concern and contact details, in case further information is required.

All concerns raised under this Policy will be considered by the Company Secretary and General Counsel or a nominated third party. A nominated third party may be requested to conduct the investigation where an independent party is required. They may invite suggestions from you as to how it could be resolved and ask you to participate in any investigation. If you have any personal interest in the matter, you should declare it at the outset. Conversations will normally be conducted confidentially.

Dealing with an issue may involve an informal review or a more detailed investigation. We will advise you who will handle the matter, how to contact them and whether further assistance may be needed. We will strive to keep you updated on the progress of your disclosure. The Group will acknowledge receipt of your disclosure within seven days. Thereafter, we will aim to provide feedback within three months of this acknowledgment and, if requested, at further three-month intervals. However, you may not necessarily be informed of the specific outcome or actions taken concerning people involved in the investigation or what specific action they may have faced.



2.4 Confidentiality

This Policy encourages you to put your name to any allegation you make. However, anonymous complaints may also be considered but it is important to be aware that this may cause difficulty for us in investigating your concern. Clearly it is in the interests of the Group that concerns can be raised openly and dealt with fairly and professionally.

We will treat all concerns raised under this Policy sensitively and will take all reasonable steps to protect the identity of the person who has raised the concern. However, in some cases it will be necessary to disclose the identity of the person who has raised the concern, primarily where prior agreement has been reached with the worker or where it is believed necessary in order:

- to effectively investigate the wrongdoing concerned;
- to prevent serious risk or damage;
- to prevent a crime or to prosecute a criminal offence; or
- in the public interest or as required by law.

In such circumstances, we will endeavour to enter into dialogue with the worker in advance to discuss how to proceed.

A proper investigation may be more difficult or impossible if we cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible, and you will not ordinarily be able to receive feedback if you do not provide your name. In addition, it may be more difficult to qualify for protections under the Protected Disclosures Act 2014. Workers who are concerned about possible reprisals if their identity is revealed should come forward to the Company Secretary and General Counsel and appropriate measures can then be taken to assist in preserving confidentiality.

In all circumstances, we will act in accordance with our obligations under applicable data protection law. Further details in relation to the processing of personal data by us are set out in our related policies and procedures.

2.5 Raising Concerns Externally

A worker should endeavour, in the first instance, to raise any concerns internally. It is our intention that workers will not find it necessary to alert anyone externally. However, the law recognises that in certain circumstances it may be necessary to raise a concern externally to a Prescribed Person (as described below), a legal advisor or, in very limited circumstances, to other persons.

Prescribed Person



The Protected Disclosures Act 2014 provides for external reporting of relevant wrongdoing to a Prescribed Person, namely an authority with a regulatory function in the area which are the subject of the allegations, in circumstances where:

- a) you reasonably believe that the Relevant Wrongdoing is within the remit of a Prescribed Person (i.e. due to the matter concerned it is appropriate by reason of the nature of the responsibilities or functions of that person that they will be the appropriate recipient of the disclosure); and
- b) you reasonably believe that the information you disclose, and any inherent allegation are substantially true.

Details of what constitutes a Prescribed Person can be found in legislation (SI 339/2014 as amended from time to time) and examples include the Office of the Director of Corporate Enforcement, which may receive disclosures concerning certain aspects of the Companies Act 2014, and the Office of the Data Protection Commission, which may receive disclosures concerning data protection legislation, and the Office of the Protected Disclosures Commissioner which may receive disclosures and send reports of wrongdoing to the appropriate organisation in accordance with the Protected Disclosures Act. Workers may wish to seek external advice prior to making a disclosure to a Prescribed Person.

Legal Adviser

A protected disclosure may be made in the course of obtaining legal advice from a barrister, solicitor or trade union.

Other Persons

It will very rarely, if ever, be appropriate to raise a concern with other persons (including the media) and in general workers should only do so as a last resort after exhausting the procedures set out in this Policy. We strongly encourage you to seek advice before reporting a concern to any external body.

In order for such a disclosure to be protected:

- the worker must reasonably believe that the information disclosed is substantially true;
- the disclosure is not made for personal gain; and
- the making of the disclosure is in all the circumstances reasonable. The Protected Disclosures Act 2014 gives guidance on what is reasonable, including the identity of the third party to whom the disclosure is made, whether you complied with this procedure, the seriousness of the wrongdoing, whether the wrongdoing is of a continuing nature or likely to occur in the future and actions taken by the employer in relation to previous disclosures.

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

- at the time of making the disclosure the worker reasonably believes that he/she will be subject to penalisation by us if the disclosure was made to us;
- in a case where there is no Prescribed Person in relation to the Relevant Wrongdoing, the worker reasonably believes that evidence will be destroyed or concealed if the disclosure is made to us;
- the worker has previously made a disclosure of substantially the same nature either to us or a Prescribed Person and no action was taken;



- the relevant wrongdoing is of an exceptionally serious nature; and/or
- the disclosure relates to an imminent manifest danger to the public interest.

2.6 Outcomes

Under the 2014 Act as amended by the 2022 Act, you are protected from penalisation from the Group as a result of raising a concern, such penalisation includes but is not limited to:

- Negative performance assessments or employment references
- Failure to renew a temporary contract
- Harm to reputation or financial loss
- Psychiatric or Medical Referrals
- Withholding training

Penalisation of anyone who raises a concern, or any attempts to deter them from raising a legitimate concern, will be regarded as a serious disciplinary offence.

If an allegation is made with a reasonable belief that it was true, but it is not confirmed by the investigation, no action will be taken against the person who made the allegation. If, however, malicious allegations which the individual making them knows are false are made, disciplinary action may be taken against the individual making them. In addition, Section 13(a) of the Protected Disclosures (Amendment) Act 2022 provides that *“A person who suffers damage resulting from the making of a report, where the reporting person knowingly reported false information, has a right of action in tort against the reporting person”*.

While we cannot guarantee that we will always respond in the manner you might wish, we will endeavour to handle the matter fairly and properly. By adopting this Policy and implementing the procedures set out in it, we will be assisted in achieving this.

If you are not happy with the way in which your concern has been handled or if you believe that it is not appropriate to raise it with the Company Secretary and General Counsel you can raise the concern with the Chief Executive Officer.