



ESB Group Policy on Whistleblowing and Protected Disclosures

Policy Author	Group Head of Legal and Group Financial Performance & Governance Manager
Policy Owner	Deputy Chief Executive / Executive Director Group Finance & Commercial
Approved by	Audit and Risk Committee
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Review Cycle	Three Years
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Communication Plan	No – minor updates only
Training Plan	No – minor updates only

1. Policy Details

1.1 Policy Statement

In line with its 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 everybody 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 regarding ESB operations. All reports of wrongdoing made under this policy will be subject to an appropriate assessment and/or investigation and ESB will not tolerate anyone being penalised or suffering any detriment because of raising a concern.

ESB's Whistleblowing and Protected Disclosures Policy ("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 (as amended by the Protected Disclosures (Amendment) Act, 2022), ("the **Act**") in relation to setting out how protected disclosures can be made by workers (as defined in the Act – see below). 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 a work-related context, including breaches of ESB's Anti-Bribery, Anti-Corruption and Fraud Prevention Policy.

1.2 Purpose of 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 confidentially;
- 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 confidentially and without fear of penalisation.

1.3 Scope of Policy

This policy applies to workers who wish to report any reasonable concerns they have about perceived wrongdoing, including fraud, in ESB (either in Ireland or elsewhere). ESB is committed to ensuring that workers who wish to make a report have a safe and secure way to do so.

1.4 Definitions

In this Policy:

(a) 'worker' means all current and past employees and officers of any ESB Group company¹ in addition to volunteers, interns, Board members, contractors, casual workers, agency workers and members of administrative, management or supervisory bodies while working for or on

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

behalf of an ESB Group company, together with job applicants (where information on a relevant wrongdoing is acquired during the recruitment process or during pre-contractual negotiations).

(b) 'contractor' means a person who, personally or through a contract with his or her employer, undertakes to do or perform work or services for an ESB Group company.

2. Examples of Wrongdoing

This Policy covers disclosures made by a worker regarding a wrongdoing which has come to his/her attention in a work-related context. This includes disclosures of 'relevant wrongdoings' as defined in the Act. Examples include:

- committing/attempting to commit 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;
 - false accounting - for example, preparing fake invoices;
 - bribery and 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
- any attempt to conceal or destroy information relating to any of the above matters

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

3. 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 to report a wrongdoing and are set out in the recommended order:

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/her Line Manager, a worker may raise a concern with a member of the Senior Management Team of his/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 and 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**

Anyone raising a concern within ESB about a wrongdoing should be confident that the concern will be investigated in line with the requirements of the Act. However, the protections of the Act may also apply to a person who discloses information about wrongdoing to external parties in certain situations. An ESB employee who discloses information about wrongdoing to the Minister for the Environment, Climate and Communications will be protected under the Act if he/she has previously disclosed substantially the same information to ESB and there has been no feedback and/or inadequate follow up as well as in certain other circumstances.

A disclosure can also be made to other external parties listed in the Act or to the Protected Disclosures Commissioner if the person making the disclosure reasonably believes that the wrongdoing has taken place and that the information that he/she is disclosing is substantially true. If the disclosure is not made to ESB, the Minister or a prescribed body and is instead made publicly, very stringent requirements apply in order for the disclosure to qualify as a "protected" disclosure under the Act. For this reason, it is strongly recommended that independent legal advice is obtained before making a disclosure of information to an external party.

When reporting a wrongdoing, any information available should be disclosed to enable a full assessment and/or investigation. It is not necessary to provide proof that the wrongdoing has occurred but enough information should be provided to demonstrate why it is reasonably believed that a wrongdoing has occurred. Appendix 2 outlines the type of information to include in a report of a wrongdoing.

Concerns may be raised verbally or in writing. Where a concern is raised verbally, the person with whom the matter is raised may write to the person who made the disclosure confirming his/her understanding that a disclosure has been made and may ask the person who raised the matter to confirm that in writing so as to make sure that the matter is properly dealt with as a disclosure of wrongdoing. To help with investigating the matter, the person who raised the issue may be asked to help in setting out the concerns in writing.

The identity of a person who makes a protected disclosure will be kept confidential by the person to whom the disclosure is made, and will not, without permission, be disclosed elsewhere other than to those who need the information in order to follow up and investigate the concerns raised.

Disclosures of wrongdoing can be made anonymously, but in these instances ESB may decide not to investigate the matter, particularly if the practical difficulties of investigating an anonymous disclosure are too great.

4. Protection and Assurance

ESB is committed to ensuring that workers can report matters which they reasonably believe 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. ESB commits to following up on any concern raised in a timely way and in accordance with the requirements of the Act.

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 someone feels that he/she is being subject to adverse treatment after raising a concern in line with this Policy, he/she should report the matter immediately to a senior HR manager. Any complaint of penalisation will be assessed as appropriate and anyone who behaves adversely towards somebody who has reported a wrongdoing under this Policy will be subject to disciplinary action and may also be guilty of an offence under the Act.

All disclosures made under this Policy will be treated seriously by ESB and will be treated in confidence. ESB acknowledges that it has a duty of confidentiality to anyone who raises a concern under this Policy except where that person agrees to the disclosure of his/her identity or where that is otherwise necessary in the public interest or required by law. In these circumstances the person who has made the report will, where practical, be informed before any action is taken that would identify him/her. If a person who makes a disclosure under this Policy is concerned that his/her identity is not being adequately protected after he/she has made the disclosure, he/she can raise it with the Group Head of Legal or the Group Internal Auditor. ESB will investigate reports received under this Policy in a manner which ensures that the confidentiality of the person making the report, as well as any third party mentioned in the report, is protected.

The investigation of allegations of wrongdoing made against any specific employee will be conducted in accordance with the applicable company disciplinary policy and in accordance with the principles of fairness applying under that policy, as described further in Section 6.

Professional supports available to ESB staff, including ESB's Employee Assistance Programme and 24/7 counselling service, are available to any employee who makes a disclosure under this Policy and to any employee accused of wrongdoing.

If a disclosure is made under this Policy, but the resulting investigation does not confirm the information or allegation made, no action will be taken against the person who raised the matter so long as he/she had a reasonable belief that the information disclosed tended to show wrongdoing.

However, where somebody suffers damage as a result of a disclosure made about him/her and the reporting person knowingly reported false information, the reporting person may be subject to disciplinary action and the person who was damaged by the information or allegations might take an action against (i.e. sue) the person who made the disclosure. Where

an allegation of wrongdoing is made against a specific 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.

5. Policy Exclusions

Personal grievances between a reporting person and ESB (or their co-workers) that solely affect the reporting person are not covered by this Policy or by the Act. Personal grievances should be addressed through ESB's relevant HR grievance procedures and policies.

Anybody whose role involves the detection and/or investigation of wrongdoing may make a disclosure about wrongdoing under this Policy but if they do so, that disclosure is not a 'protected disclosure' under the Act.

Anybody who is uncertain whether a matter is within the scope of this Policy or not can seek guidance in confidence from the Group Head of Legal or the Group Internal Auditor. Contact details are included in Appendix 1.

6. Assessment and Investigation

ESB is committed to following up on all reports of wrongdoing quickly and effectively. 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 appropriately investigated and that the manner in which it is investigated does not compromise ESB's ability to take effective action in relation to any wrongdoing discovered.

Anyone who reports wrongdoing under this Policy (through whatever channel it is reported) will receive an acknowledgment within seven days. A designated person will then be identified to conduct an initial assessment of the matter together with the Fraud and Wrongdoing Triage Committee. The Fraud and Wrongdoing Triage Committee is made up of senior management from a range of disciplines including representatives from Group Internal Audit, Group Finance, Legal, Compliance and HR. The designated person identified will diligently follow up on the report and will maintain communication with the reporting person.

In conducting the initial assessment, the person who 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; and
- whether sufficient grounds exist to initiate a further investigation.

If, having carried out an initial assessment, the designated person together with the Fraud and Wrongdoing Triage Committee decides that there is no obvious evidence that a relevant wrongdoing occurred, the matter can be closed. The reporting person will receive written notification as soon as practicable of the decision and the reasons for it.

If the designated person and the Fraud and Wrongdoing Triage Committee decide that there is sufficient information to show that a relevant wrongdoing has or may have occurred, a formal investigation will be initiated with an investigator(s) appointed and advice obtained from Legal and HR as required. The investigator/investigation team is independent from the incident, with no connection to the subject matter of the investigation and will have the relevant skills and expertise to conduct the investigation properly. The investigator/investigation team may be ESB employees or external third parties (or a combination of both). The nature and extent of the investigation will depend on the

complexity and seriousness of the matter. Group Internal Audit oversees all investigations ensuring that appropriate terms of reference are agreed, appropriate budget is available to conduct investigations and fair, unbiased investigations are conducted in line with this Policy and related guidelines for investigating/managing incidents of wrongdoing.

The investigator/investigation team will consult as necessary with the Group Internal Auditor, Group Head of Legal and/or Group Compliance Officer and/or other subject matter experts, and any legal requirements to make a report to the relevant policing authority or to a regulatory body will be considered.

Following the investigation, a report will be prepared in accordance with the terms of reference and may include recommendations arising from the investigation. The person who raised the concern will get feedback within a reasonable period and, in any case, within three months. The outcome of each investigation is also reported by Group Internal Audit to the Audit and Risk Committee. Any disciplinary investigation or action taken against any employee following investigation of a wrongdoing shall be conducted in accordance with the relevant ESB disciplinary process.

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

7. 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 ("Our Code") and Anti-Bribery, Anti-Corruption and Fraud Prevention Policy. This Policy is published on ESB's intranet site. Material changes made to this Policy will be communicated to staff.

8. Related Documents

This Policy should be read in conjunction with other related ESB policies including:

- ESB's Code of Ethics ("Our Code")
- ESB's Anti-Bribery, Anti-Corruption and Fraud Prevention Policy

Appendix 1

Relevant Contacts

Group Internal Auditor

Email: claire.ryan@esb.ie

Fraud Risk Manager

Email: ryan.stafford@esb.ie

Group Compliance Manager

Email: hilary.boyse@esb.ie

Group Head of Legal

Email: emma.keavney@esb.ie

Company Secretary

Email: marie.sinnott@esb.ie

Contact details for the above individuals are available on ESB's intranet site.

Confidential Helpline:

Ireland: 1 800 812 740

UK: 0800 915 1571

Other Jurisdictions: www.safecall.co.uk/freephone

Webmail Online: <https://www.safecall.co.uk/clients/esb>

Appendix 2

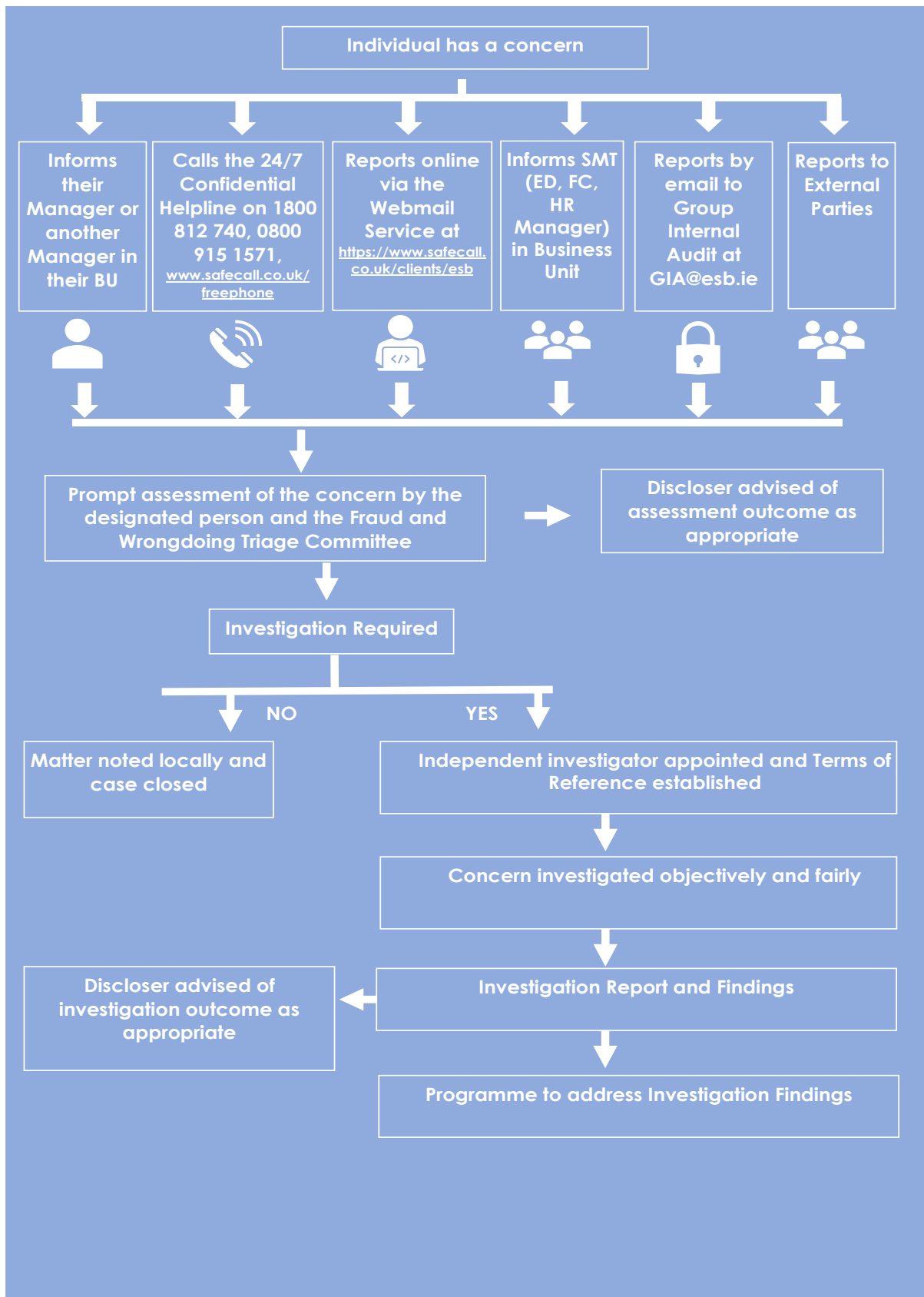
Information to include in Disclosures of Wrongdoing

It is recommended that disclosures should include the following details:

- a. confirmation that the disclosure is being made under this Policy;
- b. the discloser'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



Note: Reports raised by an employee will be acknowledged within seven days of receipt. The reporting person will be informed of the outcome of the initial assessment and additional feedback will be provided within three months.

Version History

Document Control, Review and Approval

Version No.	Date	Document Developer	Description of Change / Review	Approved by
1.0	September 2019	Alan Daly & William Young	Policy Update	Pat Fenlon & Audit and Risk Committee
2.0	December 2022	Janice Kavanagh, Alan Daly, Ronan Byrne & Paul O'Riordan	Policy Update	Paul Stapleton & Audit and Risk Committee
3.0	September 2024	Bernie Shaughnessy, Alan Daly, Lorraine Cody & Paul O'Riordan	Policy Update	Paul Stapleton & Audit and Risk Committee
3.1	September 2026	Ryan Stafford	Update of key contacts in Appendix 1	