

# BDO Ireland Protected Disclosures Policy

## Introduction

BDO considers integrity to be one of the cornerstones of its DNA. A speaking up policy and culture, which empowers those within the firm to raise concerns, benefits the firm as it allows potential problems to be identified and resolved at an earlier stage. An effective speaking up policy also enhances the compliance culture of the firm because it means that everyone within the firm is given the responsibility of ensuring that the firm lives up to its commitments and obligations, from a quality and risk perspective. Therefore, a whistleblowing mechanism has been set up that offers employees the possibility of reporting any breach of internal policies and procedures, laws, and regulations in a confidential manner.

Making a report is not an easy decision. At BDO we are aware that you are concerned about the possible implications and reprisals of a report. BDO has established a policy to ensure that a framework exists within which employees can voice their concerns without fear of retaliation.

If you are unsure whether you should report your concern, it may be helpful to discuss it with your manager if they are not in any way involved in the matter. It is important that you do not discuss your concerns with anyone involved in the incident or disclose your suspicions to anyone other than the person from whom you have requested confidential advice.

This policy has been created based on applicable EU legislation [Directive (EU) 2019/1937 (the EU Whistleblowing Directive)]. The EU Directive has not yet been transposed into Irish law.

## Purpose

The purpose of this Whistleblowing Policy is:

- To facilitate employees to report Protected Disclosures as soon as possible in the knowledge that their concerns will be taken seriously and investigated, where appropriate, and that their confidentiality will be respected as provided for in the legislation;
- To provide employees with guidance as to how to raise those concerns;
- To reassure employees that they can report relevant wrongdoings without fear of penalisation.

## Scope

This policy applies to all persons having a working relationship with BDO including:

- Employees;
- Temporary workers such as contractors or agency workers;
- Unpaid volunteers or interns;
- Persons providing services on a self-employed basis, such as consultants.

This policy also applies to persons who have ceased working with BDO or are about to begin work with the firm, if they obtained information about matters during or after the termination of the working relationship or during the recruitment process or other pre-contractual negotiations.

### What matters are to be reported?

The following matters fall within the scope of the whistleblowing policy:

- Breaches of BDO policies or procedures, including unethical behavior, poor quality performance, incompetence and professional misconduct;
- A criminal offence, including theft or fraud;
- Failure to comply with legal obligations including breaches of competition law, state aid, tax law, public procurement, financial services, protection and welfare, risks to public health and to consumer protection;
- Protection of privacy and personal data, and security of network and information systems;
- Attempts to suppress or conceal information relating to any of the above.

The policy does not cover complaints about your employment (e.g., a grievance in relation to your own contract of employment) or interpersonal grievances between you and another colleague. Such matters would be more appropriately addressed through the policies and procedures detailed in the BDO Employee Handbook (found on BDO People) and the HR Department.

This Policy does not replace any other legal reporting or disclosure requirements. Where statutory reporting requirements and procedures exist, these must be complied with fully. This includes (but is not limited to) Money Laundering and Terrorist Financing and Data Protection breach related reporting<sup>1</sup>. This Policy is not intended as a replacement of alternative reporting channels unless the specific case allegedly involves wrongdoing by BDO related parties, or the reporting individual feels they need or want to make use of an anonymous reporting channel.

---

<sup>1</sup> Staff members may refer to the applicable policies and procedures available on BDO People and/or consult with members of the Quality & Risk Committee for further details.

## **Protection of the whistleblower**

No person who makes a protected disclosure in good faith through the whistleblowing mechanism can be penalized or be the subject of any discriminatory measure. BDO does not permit retaliation against those who, in good faith, report a violation or suspected violation of the policies or procedures. If you report a concern and it later turns out that you were mistaken or if there is an innocent explanation for your concern, you will not be penalized or discriminated against.

If you believe that you are being subjected to penalization because of making a disclosure under this procedure, you should inform your manager or the HR Department immediately. Employees who penalize or retaliate against those who have raised concerns under this policy will be subject to disciplinary action. Employees are not expected to prove the truth of an allegation.

However, the person making the disclosure must have a reasonable belief that there are grounds for his or her concern. It should be noted that appropriate disciplinary action may be taken against any employee who is found to have raised a concern or raised a disclosure with malicious intent. In addition, the disclosure of a wrongdoing does not confer any protection or immunity on a person in relation to any involvement that person may have had in the wrongdoing.

The provisions of this policy in relation to protections for persons having made protected disclosures are to be read in the context of the BDO Disciplinary Policy (refer to the Employee handbook on BDO People).

## **Confidentiality of the disclosure**

If you raise a concern, all reasonable steps will be taken to protect your identity. Your identity will not be disclosed to persons other than those authorized to receive or follow up reports without your express consent. This also applies to all other information from which your identity can be directly or indirectly derived. Your identity may only be disclosed in the event of a necessary and proportionate obligation, imposed by law or regulations in the context of investigations or legal proceedings.

Where the identity of the reporting person is disclosed to another person, the reporting person shall be informed before their identity is disclosed unless such information would jeopardise the related investigations or judicial proceedings.

### Anonymous Reports

A report may be made anonymously through the Whistleblowing reporting system, Whistlelink. However, on a practical level it may be difficult to investigate such a concern and BDO has limited obligations to accept or follow up on anonymous reports. BDO would encourage employees to put their names to reports, with our assurance of confidentiality where possible, to facilitate appropriate follow-up. This will make it easier for us to assess the disclosure and take appropriate action including an investigation if necessary. Any persons who report anonymously are still protected by the provisions of this policy (and the underlying legislation reflecting the EU Whistleblowing Directive) if their identity is subsequently revealed and they are potentially subject to penalisation.

### **Submission of a Protected Disclosure**

You are strongly encouraged to report your concerns through internal channels if you become aware of a violation of laws, regulations or internal policies and procedures.

### Reporting channels

BDO provides you with three channels for making a protected disclosure. Reports can be submitted via:

- The whistleblowing platform: [BDOIreland.whistlelink.com](https://BDOIreland.whistlelink.com)
- You can leave a report by calling (01) 470 0060 and leaving your message or you can phone (01) 470 0000 and ask to speak with Michael Costello or Stewart Dunne
- You can send a letter, noting in the subject line that it is a “Protected Disclosure”, to:  
FAO: Stewart Dunne  
BDO  
Beaux Lane House  
Mercer Street Lower  
Dublin  
D02 DH60

All reports will be handled by Stewart Dunne (Chair of the Quality & Risk Committee) and Paul Nestor (Money Laundering Reporting Officer). Where ethical issues are identified, Michael Costello, Managing Partner and Ethics Partner will be consulted and will have final approval on the appropriate actions to be taken.

## Anonymous reports

The whistleblowing platform made available by BDO makes it possible to submit reports anonymously. When making an anonymous report via Whistlelink, it is important that the reporter notes or remembers the report number, as the report number will be required to review any follow-up questions or submit more information.

Reports via the other channels (via telephone or a written communication) cannot be received anonymously as this prevents feedback from BDO to the reporter, as required by EU Directive 2019/1937. If a report via telephone or written communication does not include contact details, BDO is unable to provide the required feedback.

## **Contents of your report**

Your report should contain the following information:

- Your name and position in BDO as well as your contact details (unless you choose to report anonymously via Whistlelink);
- Your role or involvement in the incident mentioned in the report;
- A detailed description of the incident you wish to report, along with the time, date and location;
- The name and contact details of other persons who witnessed, or have further information about, the incident;
- Any information you might have about similar previous incidents involving the person(s) mentioned in your report;
- Any evidence or useful documents you have in connection with the report.

## **Treatment of Disclosure**

### Acknowledgement & Initial Assessment

Upon receipt of the report, receipt of which will be acknowledged within 7 days, there will be an initial assessment. The initial assessment will include determining if the reported matter falls within the scope of the matters to be considered under this policy or does the matter more appropriately relate to our other procedures (e.g., employment related grievance). The initial assessment will also consider what actions are to be taken, including clarifying certain matters, clearing up misunderstandings or resolving the matter by agreed action without the requirement for an investigation. The follow up and feedback to you will be provided within 3 months of the date of receipt of the report.

We may request a meeting with you to discuss the matter. Should you agree to the meeting you can be accompanied by a colleague or a representative, should you so wish.

If the report was made via the whistleblowing platform (anonymous or otherwise), communication with the reporter will take place via the platform.

### Investigation of the report

If the initial assessment concludes that an investigation is warranted, we will conduct the investigation in a fair and objective manner. The form and scope of the investigation will depend on the subject matter of the disclosure. Depending upon the seriousness of the matters raised, the Disclosures may be referred immediately to the appropriate authorities. Likewise, if urgent action is required this action will be taken.

Where an investigation is initiated, we will inform you of:

- How we propose to investigate the matter;
- Keep you informed of actions taken;
- The outcome of the investigation and if no further investigation will take place;
- The estimated timeframes in respect of the actions to be taken, with a commitment to deal with the matter as quickly as practicable.

However, confidentiality and legal proceedings may not allow us to provide you with specific details of an investigation.

As part of the investigation process, we may request a meeting with you to discuss the matter to clarify certain matters or seek additional information. Should you agree to the meeting you can be accompanied by a colleague or a representative and the meeting can be held off site to maximise confidentiality.

### **Raising a Concern Externally**

This policy seeks to provide a mechanism within the workplace to deal with concerns or disclosures regarding wrongdoing. BDO is confident that issues can be dealt with “in house” and we strongly encourage employees to report such concerns internally.

However, there may be instances where an employee wants to make a disclosure externally and the associated legislation provides for a number of avenues in this regard. If you are considering an external disclosure, different and potentially more onerous obligations apply depending on to whom the disclosure is made (higher thresholds for external disclosures to qualify as “protected disclosures” compared to “reasonable belief” that applies to an internal disclosure). For further information on whistleblowing (including on external disclosures) you may wish to refer to the following links:

Further Guidance:	Citizens Information - Protection for whistleblowers <a href="http://www.citizensinformation.ie/en/employment/enforcement_and_redress/protection_for_whistleblowers.html">http://www.citizensinformation.ie/en/employment/enforcement_and_redress/protection_for_whistleblowers.html</a>
Prescribed bodies	<a href="http://www.irishstatutebook.ie/eli/2014/si/339/made/en/print">http://www.irishstatutebook.ie/eli/2014/si/339/made/en/print</a> For example the Chief Executive of the Irish Auditing and Accounting Supervisory Authority (IAASA) re: "All matters relating to the regulation by the prescribed accountancy bodies as set out in section 9 of the Companies (Auditing and Accounting) Act 2003 (No. 44 of 2003)." IAASA webpage on "protected disclosures" (including contact details) at <a href="https://www.iaasa.ie/Footer/Legal-Requirements/Protected-DisclosureReports">https://www.iaasa.ie/Footer/Legal-Requirements/Protected-DisclosureReports</a> .
Code of Practice	<a href="https://www.workplacerelations.ie/en/Good_Workplace_Relations/codes_practice/COP12/">https://www.workplacerelations.ie/en/Good_Workplace_Relations/codes_practice/COP12/</a>

### Communication, Monitoring and Review

This policy will be communicated as appropriate and will be subject to regular monitoring and review in consultation with BDO stakeholders (including employees).