

CONFIDENTIAL

BDO Ireland Protected Disclosures Policy

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Version Control

PREPARERS

Version	Date	Prepared by	Nature of Changes
V2.2025	13/05/2025	Sterwart Dunne	Member of Quality and Risk Committee
	13/05/2025	Tinashe Chipindu	Technical Support Group
	28/05/2025	Nozipho Nkabinde	Technical Support Group

REVIEWERS

Version	Date	Review by	Role
V2.2025	13/05/2025	Richard Warren -Tangney	Co-Chairperson of Quality and Risk Committee
	13/05/2025	Paul Nestor	Co-Chairperson of Quality and Risk Committee
	28/05/2025	Philip Glynn	Member of Quality and Risk Committee
	26/05/2025	Brian Gartlan	Member of Quality and Risk Committee

APPROVERS

Version	Date	Approved by	Role
V2.2025	18/06/2025	Quality and Risk Committee	Quality and Risk Committee

SUMMARY OF CHANGES

- ▶ **External Links Update:** The policy now includes updated external links to ensure accessibility to current resources and references.
- ▶ **Enhanced Readability:** The wording throughout the document has been revised for improved readability and comprehension.
- ▶ **Comprehensive Summary:** A detailed summary outlining the why, who, and what of the policy has been incorporated.
- ▶ **Scope Expansion:** Remote and hybrid workers are now explicitly included in the scope to eliminate any ambiguity.
- ▶ **Legislation Updates:** The policy reflects the latest legislative changes to maintain compliance and relevance.
- ▶ **Acknowledgment Timeline:** Clarification that acknowledgment of receipt of reports will be issued within seven calendar days.

Introduction

BDO considers integrity to be one of the cornerstones of its DNA. This principle is fundamental to our operations and guides our actions and decision-making processes. A speaking up policy and culture, which empowers those within the firm to raise concerns, benefits the firm by allowing potential problems to be identified and resolved at an earlier stage. Such a policy is integral to maintaining integrity, as it ensures transparency, accountability and compliance.

The protected disclosures policy, which also refers to **whistleblowing**, encourages you to **speak up** about any breaches of internal rules, laws, or unethical actions **confidentially**. This helps us address problems early and maintain compliance. Everyone within the firm is responsible for ensuring the Firm lives up to its quality and risk commitments and obligations. The terms protected disclosures, and whistleblowing will be used interchangeably within the policy to ensure clarity and comprehensive protection for individuals who report such issues.

This policy has been created based on applicable EU legislation [Directive (EU) 2019/1937 (the EU Whistleblowing Directive)] which has been transposed into Irish law.

Why this Policy

The purpose of this Protected Disclosure Policy is:

- ▶ To encourage you to report issues, knowing they will be taken seriously, investigated, and that your confidentiality will be respected;
- ▶ To provide you with guidance on how to raise your concerns; and
- ▶ To reassure you that you can report matters without fear of penalisation.

Who is this policy applicable to

This policy is applicable to everyone having a working relationship with BDO including:

- ▶ Employees (colleagues);
- ▶ Temporary workers such as contractors or agency workers;
- ▶ Remote and Hybrid workers;
- ▶ Unpaid volunteers or interns; and
- ▶ Self-employed service providers (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 do I need to do?

Employees are encouraged to report any breaches of law, policies, or unethical behaviour using the provided channels to report. Reporting a concern can be difficult. We understand your worries about possible repercussions and so our policy ensures you can raise issues without fear of retaliation.

If you're uncertain about reporting a concern, consider discussing it with your manager, provided they are not involved in the issue. **Avoid sharing your concerns** with anyone directly involved in the incident or disclosing your suspicions to anyone other than the person from whom you have sought confidential advice.

What needs to be reported?

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

- ▶ Breaches of BDO policies or procedures, including unethical behavior and professional misconduct;
- ▶ A criminal offence, including theft or fraud;
- ▶ Failure to comply with legal obligations including breaches of anti-money laundering law, 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; and
- ▶ Attempts to suppress or conceal information relating to any of the above.

This policy doesn't cover personal job complaints or disputes with colleagues. Those should follow the BDO Employee Handbook and HR policies.

This Policy does not replace any other legal reporting or disclosure requirements. Where statutory reporting requirements and procedures exist, these must be fully complied with, for example¹ Money Laundering and Terrorist Financing and Data Protection breach related reporting².

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.

Protection of the whistleblower

BDO ensures no retaliation for employees making protected disclosures in good faith. Retaliation may include demotion, termination, harassment, or any adverse treatment related to the disclosure. Employees will not face penalties or discrimination if their concerns are mistaken or have innocent explanations.

If you feel you're facing retaliation after making a disclosure, **report it immediately** to your

¹ Not an exhaustive list.

² Colleagues 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.

manager or the HR Department. **Retaliating employees** will face disciplinary action.

You don't need to prove the truth of your allegation, but the person making the disclosure must have a reasonable belief that there are grounds for their concern. Employees making malicious claims may face disciplinary action. Disclosing wrongdoing does not confer protection or immunity to individuals involved in the wrongdoing.

This Protected Disclosures policy must be read together with the BDO Disciplinary Policy³.

Confidentiality of the disclosure

Confidentiality is prioritised. This means that:

- ▶ All reasonable steps will be taken to protect your identity. The focus will be on wrongdoing as opposed to the person making the disclosure.
- ▶ Your identity will not be disclosed to anyone other than those authorised to receive or follow up reports. All information from which your identity can be directly or indirectly derived will also be protected.
- ▶ However, there may be circumstances, as envisaged in the associated legislation, where your identity is disclosed to another person. This may arise in a situation where you are participating in an investigation into the matter being disclosed. Should such a situation arise, we will make every effort to inform you that your identity may be disclosed, unless this would jeopardise any investigation or judicial proceeding.

Your identity may only be disclosed in the event of a necessary and proportionate obligation, imposed by law or regulation in the context of an investigation or legal proceedings.

Anonymous Reports

BDO uses Whistlelink, which is an externally sourced whistleblower system that provides a secure and structured way for individuals to report misconduct, ensuring that concerns are handled professionally and ethically. All reports may be made anonymously through Whistlelink. However, anonymous reports might be harder to investigate, so we encourage including your name for better follow-up. We also have limited obligations to accept or follow up anonymous reports. The reporter should take a note of the **report number**, as this will be required to review any follow-up questions or submit more information.

Anyone who reports anonymously is still protected by this policy if their identity is subsequently revealed and they are potentially subject to retaliation.

³ Refer to the Employee handbook on BDO People.

Submission of a Protected Disclosure

You are encouraged to report via the internal channels below:

- ▶ The whistleblowing platform, Whistlelink: <https://bdoireland.whistlelink.com/>;
- ▶ Calling (01) 470 0060 and leaving a message;
- ▶ Calling (01) 470 0000 and speaking with Michael Costello or Paul Nestor; or
- ▶ Send a letter, noting in the subject line that it is a “Protected Disclosure”, to:

FAO: Paul Nestor

BDO

Block 3, Miesian Plaza

50 - 58 Baggot Street Lower

Dublin 2 D02 Y754

All reports are handled by the Chair of the Quality & Risk Committee and the Money Laundering Reporting Officer for each partnership. Where ethical issues are identified, the Ethics Partner and Managing partner will be consulted and will have final approval of any actions to be taken. Where the allegation reported involves any of the aforementioned individuals, the case will be handled by the managing partner.

Only Whistlelink can facilitate anonymous reports. Reports via other channels cannot be received anonymously as this would prevent feedback being provided to the reporter⁴.

Contents of your report

Your report should contain:

- ▶ Your name and position;
- ▶ Your contact details (unless you choose to report anonymously via Whistlelink);
- ▶ Your role or involvement in the reported incident;
- ▶ 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 who may have further information about, the incident;
- ▶ Any information you might have about similar previous incidents involving the person(s) mentioned in your report; and
- ▶ Any evidence or useful documents you have in connection with the report.

⁴ As required by EU Directive 2019/1937.

Treatment of Disclosures

Acknowledgement & Initial Assessment

- ▶ Report receipt of which will be acknowledged within 7 calendar days.
- ▶ Initial assessment

This determines if the reported matter falls within the scope of this policy, and if so, what actions might be taken, including clarifying certain matters, clearing up misunderstandings or resolving the matter by agreed action without the requirement for an investigation.

- ▶ Follow up and feedback is 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. 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 disclosure 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;
- ▶ Actions taken;
- ▶ The investigation outcome, or if no further investigation will take place; and
- ▶ The estimated timeframes in respect of the actions to be taken, with a commitment to deal with the matter as quickly as practicable.

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

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 away from the office.

Raising a Concern Externally

This policy seeks to provide a mechanism within the workplace to deal with protected concerns or disclosures. We are confident that these matters can be dealt with internally and we encourage colleagues to avail of the available internal reporting channels.

There may be instances where you wish to make a protected disclosure externally and the associated legislation supports this wish. Different and potentially more onerous obligations apply to external disclosures depending on to whom the disclosure is made. For further information on whistleblowing (including on external disclosures) you may wish to refer to:

Guidance:	Citizens Information - Protection for whistleblowers
	Protection for whistleblowers
Prescribed bodies	S.I. No. 339/2014 - Protected Disclosures Act 2014 (Section 7(2)) Order 2014. 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 Protected Disclosure Reports - IAASA
Code of Practice	Codes of Practice - Workplace Relations Commission

Communication, Monitoring and Review

We will communicate this policy to colleagues as appropriate. The policy will be subject to regular monitoring and periodic review in consultation with internal stakeholders (including colleagues).

FOR MORE INFORMATION:

Paul Nestor

pnestor@bdo.ie

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