



WHISTLE-BLOWING POLICY

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Policy Owner:	Company Secretary

1. Introduction

Mediahuis Ireland ('Mediahuis') is committed to maintaining an open culture with the highest standards of honesty, integrity, accountability and compliance, where all workers can raise concerns in confidence when acting in good faith. All workers have a responsibility to raise a concern if they believe something may be wrong within Mediahuis. Mediahuis is committed to listening to concerns and taking actions to address them.

Workers who wish to raise a concern about possible wrongdoing in the workplace are protected by legislation, including the Protected Disclosures Act 2014 (the 'Act'). We encourage all workers to raise a concern where they discover information which they believe shows 'Relevant Wrongdoings', as defined in this Act and explained below, within Mediahuis.

Unlike some concerns relating to issues at work which can be easily resolved, it may be difficult to know how to deal with concerns relating to breaches of law or regulations; fraud; financial misconduct; health and safety issues or serious misconduct by another person. If you have a reasonable belief that such wrongdoing may be happening in Mediahuis, you are encouraged to raise a concern about it as soon as possible through the appropriate channels suggested below.

There are a number of ways in which workers can raise a concern. These are set out in this Policy.

2. Scope

This Policy applies to all "workers" as defined by the Act. This includes permanent employees, fixed-term employees, officers, consultants, contractors, volunteers, interns, trainees, casual workers, work experience students and temporary agency employees. This Policy is to be used by workers who believe they have discovered Relevant Wrongdoings.

3. Purpose

The purpose of this Policy is to:

- Encourage you to raise your concern as soon as possible;
- Provide you with guidance as to how you can go about raising your concern both internally and externally;
- Reassure you that you can raise your concern without fear of reprisals. This will be the case even if it turns out you were genuinely mistaken;
- Inform you of the actions which will be taken by Mediahuis to address your concern; and
- Advise workers on the procedures to raise concerns externally and factors to be considered in pursuing this option.

4. Policy detail

A. What is raising a concern or 'whistle-blowing'?

Raising a concern or whistle-blowing is the disclosure of information by a worker where he or she reasonably believes that the information shows one or more 'Relevant Wrongdoings' occurring in their organisation and it came to their attention in the course of their work. This can also be referred to as making a "Protected Disclosure".

B. Definition of Relevant Wrongdoings

If you wish to raise a concern, you should refer to the following list of all matters which the Act describes as being Relevant Wrongdoings:

- That an offence has been, is being or is likely to be committed;
- That a person has failed, is failing or is likely to fail to comply with any legal obligation, other than one arising under the worker's contract of employment or other contract whereby the worker undertakes to do or perform personally any work or services;
- That a miscarriage of justice has occurred, is occurring or is likely to occur;
- That the health or safety of any individual has been, is being or is likely to be endangered;
- That the environment has been, is being or is likely to be damaged;
- That 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;
- That an act or omission by or on behalf of a public body is oppressive, discriminatory or grossly negligent or constitutes gross mismanagement; 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.

C. Your protection

This Policy is designed to offer protection to you once you have appropriately raised a concern that you reasonably believe to be true, even if it turns out to be mistaken.

Mediahuis will ensure that you will not face any penalisation or detrimental treatment by Mediahuis for, or as a result of having made a protected disclosure, such as discrimination, harassment, demotion, dismissal, being forced to work at a different location, salary reduction or any other form of unfair treatment. We assure you that Mediahuis will not tolerate reprisal against you by other workers in the event that you raise a concern under this Policy. Anyone involved in such conduct will face disciplinary action and employees should be aware that this may be treated as gross misconduct.

If you believe you have suffered any such treatment, you should contact the Chief People Officer immediately. If the situation fails to be remedied, you should raise it formally under the Grievance Procedure.

Under the Act, you may also be entitled to legal immunity from any civil or criminal liability arising from raising your concern.

It is important to remember that you should not try to investigate a suspected wrongdoing yourself. It is better to report such a suspicion and have it investigated under the appropriate channels. If a wrongdoing is proven, we can assure you that the correct actions will be taken to address it.

D. Confidentiality

Mediahuis will ensure that any concern you raise will be treated in a confidential and sensitive manner. We therefore hope that you feel able to raise a concern openly. However, we understand that there may be situations whereby you would feel more comfortable speaking to someone in confidence. In this instance, if you ask us not to disclose your identity, we will not do so unless necessary and without discussing the point with you, unless required by law.

Please understand that there may be circumstances where Mediahuis is unable to resolve your concern without revealing your identity, for instance, where your personal evidence is essential. If such a case arises, we will discuss with you the best way to proceed.

If you wish to raise your concern anonymously, we would be unable to give you feedback in the above manner. Anonymity would also make it more difficult to investigate your concern.

The need for confidentiality and data protection will be taken into account in providing specific details of an investigation.

E. Procedure for raising a concern internally

We encourage all workers to raise any concerns they have internally. There are a number of options to contact which are set out below. These contacts shall be referred to throughout this Policy as 'Recipients'.

Line manager

If you feel able to raise your concern openly with your immediate line manager, this is the best option to take. This can be done verbally or in writing.

Alternative internal contact

If you feel you are unable to raise your concern with your immediate line manager, for whatever reason, or if you feel he or she has not adequately addressed the concern if you have approached them, you can raise it (verbally or in writing) with any of the following:

- The Policy Owner;
- The Company Secretary;
- The Head of Internal Audit, Risk & Compliance;
- Any member of the Executive Committee; or
- A member of the Mediahuis Ireland Board (the 'Board')
- Please see Appendix 1 for contact details of these alternative internal contacts.

Whistle-blower helpline

There may be instances where you feel uncomfortable raising a concern internally to one of the contacts listed above. In such cases you can contact our confidential whistle-blower helpline. This helpline is available 24 hours a day, seven days a week to report any concerns you may have. Contact details are provided in Appendix 1.

F. What to include in your disclosure report

If you are raising a concern using either of the above options in writing, we would like you to include the following details:

- Your name
- Position in Mediahuis and
- Confidential contact information
- A description of the alleged wrongdoing, including where and when it occurred
- The name of the person(s) involved in the alleged wrongdoing (if you believe this is necessary to expose the wrongdoing);
- Whether the wrongdoing is still ongoing;
- Whether Mediahuis has been put at risk or suffered a loss as a result of the alleged wrongdoing;

- Whether you believe it also happened previously;
- Whether you have already raised your concern with someone else. If so, with whom and when;
- Whether there are any other witnesses;
- Whether any supporting information or documentation exists;
- Details of how you discovered the alleged wrongdoing;
- Any other information you think may be relevant; and
- A statement that you believe the information you are providing is a Protected Disclosure;

G. How Mediahuis will respond

Once you have raised your concern, the Recipient will pass the information you have provided onto the Policy Owner or to the CEO, depending on the nature of the concern.

The Policy Owner, in consultation with the CEO (if appropriate), will assess your concern and consider the most appropriate response. If considered appropriate, they will decide whether and on the type of investigation that needs to be carried out and may allocate a suitable designated Investigating Officer to conduct it. It may be that, due to the nature of the issue, the matter is more appropriately dealt with under another policy, such as the Bullying and Harassment, Health and Safety Policy etc. and this is a matter for the Policy Owner to determine.

Follow-up meetings

You may be required to attend follow-up meetings in order to provide further information. In such an event, you may be accompanied by a work colleague or trade union representative. They will be required to agree and adhere to the confidential nature of the process.

Keeping you informed

If appointed, the designated Investigating Officer will keep you reasonably informed of the progress, the likely timescale and the outcome of the investigation. However, you should be aware that it may not be possible for Mediahuis to give you detailed updates, due to conflicting legal obligations (such as data protected rights of others and legal professional privilege).

Right to appeal

If you are not satisfied with how your concern is being or has been handled, you have the right to raise it in confidence with an alternative contact (see Appendix 1), whose view on the matter is final.

H. Procedure for raising a concern externally

Mediahuis encourages you to raise your concern internally; however, we understand that there may be circumstances where you would prefer to do so externally.

As this reporting is external to Mediahuis, Mediahuis will have no control over how the process would be handled and is therefore unable to provide detail on the expectations which will need to be met outside of Mediahuis. It is important to be aware that the standards and the burden of proving wrongdoing will be different for an individual who raises a concern externally.

The following is an overview of to whom you can raise a concern with externally, and the criteria in each case. If you do wish to raise a concern externally, it is advised that you review the Act and seek independent advice.

Raising your concern with a Prescribed Person

The Act provides for external reporting of 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:

- You reasonably believe that the Relevant Wrongdoing is within the remit of a 'Prescribed Person' (i.e. an appropriate recipient of a Relevant Wrongdoing disclosure according to the Act); and
- 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 the following statutory instrument: SI 339/2014 as amended by SI 448/2015. Examples include the Garda Síochána and the Deputy Director of the National Employment Rights Authority. Workers may wish to seek external advice prior to making a disclosure to a Prescribed Person.

Raising your concern externally other than to a Prescribed Person

The Act provides for external reporting of wrongdoing to 'other persons' in circumstances where:

- (a) You reasonably believe that the information you disclose and any inherent allegation are substantially true;
- (b) The disclosure is not made for personal gain;
- (c) One of the following criteria are satisfied:
 - a. The wrongdoing is of an exceptionally serious nature;
 - b. A previous disclosure has been made;
 - c. You have a reasonable belief that evidence relating to the relevant wrongdoing will be concealed or destroyed if you came to Mediahuis; or
 - d. You have a reasonable belief that you will be subjected to penalisation if you make the disclosure in another way; and

(d) The disclosure is deemed to be reasonable. The Act gives guidance on what is reasonable, including the identity of to whom the disclosure is made, whether you complied with this procedure and other factors.

As you will note, there are quite technical requirements before making a disclosure externally and we would encourage you to take legal advice in that regard.

Raising your concern to a legal advisor

You may raise your concern with a legal advisor if it is in the course of obtaining legal advice from a barrister, solicitor or official of an excepted body (i.e. a body that represents the interests of a particular group of workers).

I. External independent advice

If you are unsure whether your circumstances meet the various criteria summarised above or if you want confidential advice in relation to it, we advise you to contact your trade union, HR business partner or legal advisor about the operation of the Act prior to making a disclosure. All workers are entitled to contact, discuss and be represented by their trade union during any meetings or interviews carried out under this Policy.

J. What this Policy does not cover

Mediahuis is firmly committed to using this Policy and protecting workers who raise concerns under this Policy. Provided that you are acting with honesty, it will not matter if your concern proves to be mistaken. However, please be aware that this protection does not extend to those who disclose matters without a reasonable belief that they tend to show one or more Relevant Wrongdoings (i.e. where the disclosure is dishonest).

Further, this Policy is not designed as a means for questioning financial or business decisions taken by Mediahuis. It is also not intended to be used to raise issues which have already been appropriately addressed under other procedures, e.g. bullying and harassment, grievances etc.

If your concern relates to certain types of criminal activity or potential criminal activity such as theft or fraud, a legal obligation to report it may arise. Mediahuis will be able to discuss with you on how best to do this and it may be that, in appropriate cases, Mediahuis does this on your behalf.

5. Responsibilities

A. Policy Owner

- The Policy Owner is responsible for the following:
- Maintaining a central record of details of investigations and disclosures made.
- Notifying the CEO of any concerns raised.
- Providing the Executive Committee with a quarterly report on whistleblowing activities. This should include details of:
 - The number and nature of concerns and disclosures received;
 - Actions taken;
 - Current investigations; and
 - Activities in relation to monitoring and communicating the Policy.
- Keeping abreast of any changes in legislation which may affect the Policy and recommending suggested amendments as required.

B. Recipients

Internal contact

The internal contact you have raised your concern with must pass the information onto the Policy Owner and/or CEO as soon as possible.

Investigating Officer

If appointed, once an Investigating Officer has received the relevant information, they will be responsible for carrying out an initial assessment of your concern with the CEO and deciding on the next steps to take. They will also determine the type of investigation that needs to be carried out and the best individual or body to conduct the investigation.

The Investigating Officer will send a written acknowledgment of the concern raised to you as soon as practically possible and also inform you of the outcome.

C. CEO

The CEO will have responsibility for assessing concerns and consider the most appropriate response, as well as deciding on the type of investigation that needs to be carried out and most suitable designated Investigating Officer.

D. Executive Committee

The Executive Committee shall review reporting on whistle blowing activities on a quarterly basis. They will also be responsible for monitoring the effectiveness of this Policy and on an ongoing basis and reviewing the Policy on an annual basis.

E. Board

The Board is responsible for approving the Policy and, on an annual basis, reviewing any changes made to it by the Executive Committee.

6.Communication of Policy

This Policy is to be communicated to all workers within Mediahuis and is viewable on the Mediahuis intranet.

APPENDIX 1

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Company Secretary

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Useful contacts

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