Group Speak Up Policy

VERSION: 2.2

GRP: 164

Group Legal

November 2023

Group Speak Up Policy

This is not intended to be a comprehensive description of the policy. Please refer to the Policy Owner if in doubt.

WHAT DOES THE POLICY RELATE TO?

This Policy sets out how Fexco's staff and relevant third parties can report concerns without fear of penalisation.

WHO DOES THE POLICY APPLY TO?

This Policy applies to all entities within the Fexco Group. Depending on where you are based, there may be distinct local law protections for Workers.

All employees, agents, officers, directors, shareholders, suppliers, seconded workers, volunteers, interns, customers or any other third party.

WHERE DO I FIND OUT MORE INFORMATION?

Group Legal or Group Governance

ANY OTHER MATERIAL INFORMATION?

Users of this Policy will also need to consider other policies: **Group Code of Conduct**

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INTRODUCTION

Fexco Group ("**Fexco**") is committed to the highest standards of quality, honesty, openness and accountability. While Fexco has put in place a wide range of policies, rules and practices to ensure these standards are met, malpractice, impropriety and wrongdoing may still occur.

Fexco encourages an environment in which workers can raise their concerns with the confidence that they will be dealt with fairly and comprehensively.

Fexco's Senior Management Team is committed to ensuring that any complaints raised by an employee who reasonably believes that the information disclosed shows a wrongdoing will be taken seriously and dealt with appropriately.

LEGAL BASIS

This Speak Up Policy reflects our support of our commitment to honesty and openness and is in line with current best governance practice and as well as our legal obligations under the Protected Disclosures Act 2014 (as amended) ("**Act**"), the Central Bank (Enforcement) Act 2013 ("**CBA**") and the Criminal Justice (Money Laundering and Terrorist Financing) Acts 2010 to 2021 (as amended) ("**CJA**"). The Act reflects Directive 2019/1937 ("**Whistleblowing Directive**"). In the UK, the Public Interest Disclosure Act 1998 ("**PIDA**"), as incorporated into the Employment Rights Act 1996 ("**ERA**"), includes protections for Workers who wish to speak up.

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AIMS OF THE POLICY

Encourage all workers to feel confident acting on their concerns.

Provide all workers with a specific robust independent internal mechanism in which to raise concerns.

Provide information on external reporting channels.

Assist individuals who believe they have discovered wrongdoing in the course of their employment at Fexco.

Provide a mechanism and process for concerns to be reported anonymously without fear of penalisation.

SCOPE

This Policy applies to all entities within the Fexco Group. Depending on where you are based, there may be distinct local law protections for Workers.

The Act requires specific categories of firms to put in place Speak Up procedures. This includes large employers (250+ employees), and financial services providers including those which are subject to anti-money laundering obligations (regardless of employee numbers). For Fexco, this includes:

- ✓ Fexco Limited
- ✓ Fexco Corporate Payments Limited ("**FCP**")
- ✓ Fexco Asset Finance Limited ("**FAF**")
- ✓ Fexco Aviation Services Limited ("**FAVS**")
- ✓ Fexco Merchant Services Limited ("**FMS**")

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GROUP/LOCAL REPORTING

If you wish to make a protected disclosure relating to one of the above 5 business units, you may use the internal reporting channel put in place by each of those business units. Details of the Local Speak Up Leaders are listed below.

Alternatively, you may also use the Group reporting channels, including Integrity Line which allows for anonymous reporting. These Group reporting channels are also available if you wish to make a protected disclosure relating to a Group business unit other than the 5 listed above.

Confidentiality: Fexco will take reasonable steps to ensure that a reporter's identity is not disclosed to another person, other than those involved with reviewing the report save for limited circumstances (such as where required by law).

OTHER OBLIGATIONS

This Policy does not replace any legal or mandatory reporting or disclosure requirements arising under other legslation.

For example, persons performing pre-approval-controlled functions ("**PCFs**") in firms regulated by the Central Bank of Ireland (the "**Central Bank**") are obliged to report breaches (or suspected breaches) of financial services legislation to the Central Bank. Further details in relation to this reporting obligation are set out in the Fexco Fitness and Probity Standards and Procedures Manual.

FURTHER GUIDANCE

Please familiarise yourself with this Policy and contact your Local or Group Speak Up Leaders (named under the Speak Up Reporting Channels section below) or Group Legal, if you have any questions about how to manage or escalate a concern.

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What is a Speak Up?

A Speak Up involves a Worker voicing their concerns about relevant wrongdoing they notice in the course of their work.

AM I PROTECTED?

This Policy applies to a broad range of individuals listed in **Appendix 1** ("**Workers**").

If you are a Worker and speak up in good faith about a relevant wrongdoing related to your work, you will be protected from penalisation.

WHAT IS A 'RELEVANT WRONGDOING'?

It is in the interests of everyone that any serious issues are addressed quickly and effectively. You should raise concerns if you have a genuine belief of a relevant wrongdoing that has come to your attention in a work-related context.

You will be protected if you report a concern when you have a reasonable, genuine belief of wrongdoing.

In general, a 'wrongdoing' includes a breach of law, code or our Code of Conduct. A non-exhaustive list of wrongdoing is included at **Appendix 2**.

WHAT IS EXCLUDED FROM SCOPE?

Questioning financial or business decisions taken by Fexco

Personal grievances e.g. how you are treated at work

Complaints about the personal behaviour of a colleague other than those listed in **Appendix 2**

Any matters already addressed under harassment, complaint, disciplinary or other procedures

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Speak Up Reporting Channels

We encourage you to first consider raising any concerns with your Line Manager. However, there are multiple internal reporting channels and external reporting channels for you to choose from. See **Appendix 3** for information on reporting.

INTERNAL REPORTING CHANNELS

Local Reporting

Line Manager:
In the first instance, consider raising your concern with your Line Manager.

Local Speak Up Leaders:
If you work for Fexco Limited, FAF, FAVS, FCP or FMS, you may instead wish to contact one of the Local Speak Up Leaders.

If it is inappropriate for Local Speak Up Leaders to be involved, then their role will be fulfilled by your business unit's **Chief Executive Officer**.

Group Speak Up Leaders (Direct)

Group Speak Up Leaders:
You may prefer to make a report to one of the Group Speak Up Leaders.

If it is inappropriate for the Group Speak Up Leaders to be involved, then their role will be fulfilled by the **Group Chief Executive Officer**.

Group Speak Up Leaders (Online)

Integrity Line:
Using **Integrity Line** (which is an online portal allowing you to submit reports), you have the ability to file a confidential, anonymous report via the internet. Your report will then be referred to a Group Speak Up Leader.

If you make an **anonymous** report, your will have the ability to receive responses using the Integrity Line platform but as the report is anonymous, you will not receive an email when responses have issued and we are not obliged to follow-up on anonymous reports.

EXTERNAL REPORTING CHANNELS

Prescribed Persons

There are 80+ external entities (click here) to which you may report wrongdoing, provided you must reasonably believe that the information disclosed, and any allegations contained are true; and the wrongdoing falls within matters in respect of which there is a 'Prescribed Person'.

Protected Disclosures Commissioner

External disclosure may be made to the Protected Disclosures Commissioner who may identify a prescribed person or other suitable person to receive the report or may manage the report if no suitable recipient can be found.

European Union Level

Disclosures made to relevant EU institutions, bodies, offices or agencies are protected.

Other Third Parties

External disclosures to any other persons are protected in limited circumstances, provided you satisfy evidential qualifying criteria (see **Appendix 4**).

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WHO ARE THE LOCAL SPEAK UP LEADERS?

Fexco Limited, FAF, FCP, FAVS and FMS are each required to have local internal reporting channels. For each of these Business Units, you may contact your Local Speak Up Leader (listed below) to report a concern related to a relevant wrongdoing and that person will also act as your point of contact whilst your concern is being investigated. Other Fexco Group entities will solely utilise the Group Speak Up Leaders (also listed below).

Denis Cleary

Fexco, Iveragh Road, Killorglin, Co Kerry

Tel: +353 66 9738398
Email: dcleary@fexco.com

Local Speak Up Leader for:
Fexco Limited (Director)
Fexco Merchant Services Limited (Director)

Anna Savage

Fexco, 14 Ely Place, Dublin

Tel: +353 87 9101984
Email: asavage@fexco.com

Local Speak Up Leader for:
Fexco Asset Finance Limited (Director) Fexco Corporate Payments Limited (Director)

Ger Murphy

Fexco, Iveragh Road, Killorglin, Co Kerry

Tel: +353 66 972 2284
Email: gmurphy@fexco.com

Local Speak Up Leader for:
Fexco Aviation Services Limited (Secretary)

WHO ARE THE GROUP SPEAK UP LEADERS?

Denis Cleary

Director of Corporate Governance

Fexco, Iveragh Road, Killorglin, Co Kerry
Tel: +353 66 9738398
Email: dcleary@fexco.com

Anna Savage

Group Chief Financial Officer

Fexco, 14 Ely Place, Dublin
Tel: +353 87 9101984
Email: asavage@fexco.com

Rachel Pinckheard

Group Internal Audit

Fexco Centre, Iveragh Road, Killorglin, Co. Kerry
Tel: + 353 66 9738395
Email:rpinckheard@fexco.com

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FAQs

INTERNAL REPORTING CHANNELS

WHEN SHOULD I REPORT?

You should raise any concern you may have as soon as possible.

SHOULD MY REPORT BE MADE IN WRITING?

You may make reports in writing, in person, by telephone, or by using the Integrity Line platform. Should you raise a concern verbally we will keep a written record of our conversation and provide you with a copy after the discussion.

WILL MY IDENTITY BE DISCLOSED?

We will take reasonable steps to ensure that we do not disclose to another person, other than those involved with reviewing the report, any information which may identify the employee who reported the concern, or the subject of the report, unless identities need to be disclosed for legal or regulatory reasons, or where required for our investigation, or to prevent serious risks or criminal activities (in which case we will inform you of such disclosure unless it is likely to jeopardise investigations or judicial proceedings).

MAY I REPORT ANONYMOUSLY?

Yes, you may raise a concern anonymously, however anonymous reports may make a complete investigation more difficult. Fexco is not obliged to accept and follow up on anonymous disclosures. If you file an anonymous report using Integrity Line, you will have the ability to receive responses using that platform but as the report is anonymous, you will not receive an email when responses have been issued. You are therefore required to log onto the Integrity Line platform to check these responses.

HOW LONG WILL THE INVESTIGATION TAKE?

We will acknowledge receipt of your report within seven days. An investigation may involve internal or external stakeholders, and it is not possible to lay down precise timescales for such investigations, however, we will provide feedback within three months of acknowledging your report. We will endeavour to ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

WILL I BE SATISFIED WITH THE OUTCOME OF THE INVESTIGATION?

Any investigation undertaken will be conducted in a fair and objective manner. We cannot guarantee that the outcome of the investigation will have the results which you might expect or wish for, but it will allow the matter to be dealt with fairly and properly. We will aim to keep you informed of the progress of the investigation. However, sometimes the need for confidentiality may prevent Fexco from giving you specific details of the investigation or any disciplinary action taken as a result.

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MAY I DISCUSS THE REPORT WITH OTHERS?

We expect that you will not divulge any confidential information relating to Fexco, except in the proper course of employment or as required by law.

WILL FEXCO KEEP A RECORD OF MY REPORT?

We are required to keep records of all reports made and store these records for as long as necessary and proportionate to comply with legal obligations under the Act. The Group will process any personal data in connection with this Policy, in accordance with our **Group Privacy Policy** and **Group HR Privacy Policy**.

- ✓ **Recorded calls:** If you report a concern using a recorded telephone line or another voice messaging system, we may record the conversation in a durable and retrievable form or arrange a transcription of the conversation, subject to your consent of the reporting person. You will be afforded an opportunity to check, rectify and agree minutes of conversations of calls.

- ✓ **Unrecorded calls:** If you report a concern using an unrecorded telephone line or another voice messaging system, we may document the conversation in the form of minutes. You will be afforded an opportunity to check, rectify and agree minutes of conversations of calls.

- ✓ **Meetings:** If you report a concern, request a meeting with the Line Manager, and/or Speak Up Leader, as appropriate, accurate records of that meeting will be maintained in a durable and retrievable form, by: (a) making a recording of the conversation (by prior agreement), or (b) minuting the meeting, subject to your consent. You will be afforded an opportunity to check, rectify and agree the minutes of the meeting.

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EXTERNAL REPORTING CHANNELS

WHEN CAN I MAKE AN EXTERNAL REPORT?

Where appropriate, we would urge you to consider using Internal Reporting Channels in the first instance. However, we acknowledge that there may be circumstances where you may need to make a disclosure externally, where internal disclosure is not possible. The Act contains a number of mechanisms for external disclosure (see 'External Reporting Channels').

MAY I SHARE INFORMATION WITH THIRD PARTIES?

When considering raising a concern about wrongdoing with a third party, you should be aware of your duty of confidentiality. You should be aware of your obligation to respect sensitive company information and ensure that you do not unnecessarily disclose confidential company or confidential commercial information unrelated to the wrongdoing. You should carefully consider whether reporting the concern externally, without first giving Fexco the opportunity to look into the matter, is the reasonable course of action.

MAY I SHARE INFORMATION WITH MY LEGAL ADVISORS?

This Policy does not prevent you from disclosing information to a legal adviser in the course of obtaining legal advice.

WHAT ARE 'PRESCRIBED PERSONS'?

There are 80+ external entities (click here) to which you may report wrongdoing in certain circumstances. The Protected Disclosures Commissioner is responsible for transmitting disclosures by reporting persons to the appropriate Prescribed Person and Prescribed Persons are required to establish procedures for receiving and handling reports.

I AM PERFORMING A PCF ROLE – SHOULD I REPORT CONCERNS TO THE REGULATOR?

If you perform a Pre-Approval Controlled function ("**PCF**"), you are required to disclose, to the Central Bank of Ireland, information relating to a breach of, or offence under, financial services legislation or the concealment or destruction of evidence relating to such an offence or breach, that you believe will be of material assistance to the Central Bank of Ireland. In practice if your business unit notifies the Central Bank, then this would mean you should not need to make a separate filing. Further details in relation to the obligation of persons performing PCF roles to report breaches (or suspected breaches), is included in the Fexco Group Fitness & Probity Standards and Manual (available on Be@Fexco).

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Your Protections

REASONABLE BELIEF OF WRONGDOING

You will be protected from any form of penalisation for having raised a concern, whether it is reported internally or externally. We take a zero-tolerance approach to the harassment or victimisation of anyone raising a concern. Any form of penalisation against staff raising a concern is a breach of our Code of Conduct.

If you make a disclosure you have a reasonable belief of wrongdoing, you will not be penalised by Fexco, even if the concerns or disclosure turn out to be unfounded. Furthermore, Fexco will use all reasonable endeavours to ensure that the employee will be protected against any form of intimidation or retaliation as a result of raising their concerns.

Penalisation may cause unjustified detriment to you. This includes suspension/dismissal, disciplinary action, demotion, discrimination, threats or other unfavourable treatment arising from raising a concern or making a disclosure on the basis of reasonable belief for doing so.

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Unfounded Reports and Malice

You are not expected to prove the truth of an allegation. However, you must have a "reasonable belief" that there are grounds for your concern.

If you raise a genuine concern which is found to be untrue or unfounded, you will not be at risk of losing their job or suffering any form of retribution or harassment as a result as long as you had, at a minimum, a reasonable belief that there were grounds for you concern, and the disclosure process set out in this Policy is followed.

If you maliciously raise a concern which you know to be untrue, you may be subject to disciplinary action up to and including dismissal, in line with Fexco's Disciplinary Procedures. This Policy does not prevent Fexco from taking appropriate action against the disclosing employee where unfounded allegations are made without reasonable belief and with malicious intent, or where that employee has been complicit in the malpractice, wrongdoing or impropriety.

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Other

POLICY OWNERSHIP AND REVIEW

This Policy is reviewed at least annually by the Group Policy Committee. Changes to this Policy are managed centrally by Group Governance.

UPDATES

This Policy may be amended at any time and such amendments will be made available on Fexco's intranet site Be@Fexco (intranet).

NON-COMPLIANCE

Failure to report any knowledge or suspicion of malpractice, wrongdoing or impropriety at work may constitute misconduct and will be dealt with in accordance with the terms of Fexco's disciplinary procedures.

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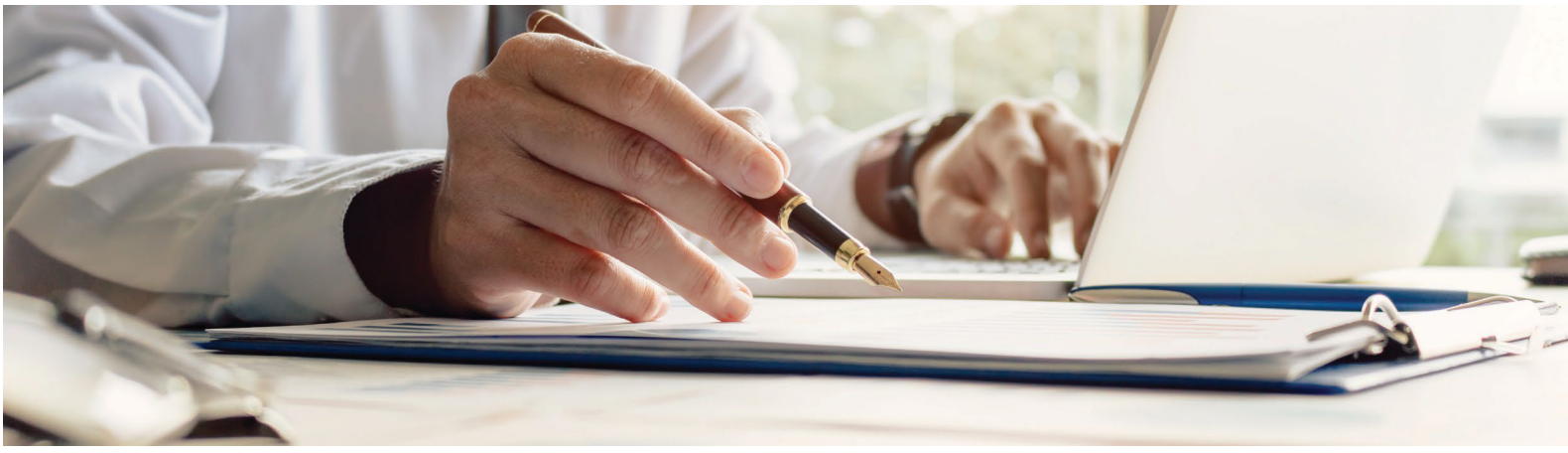
Appendix 1 – List of 'Workers'

This Policy may also be utilised by Fexco's agents and suppliers, and by any persons who acquire information on a 'relevant wrongdoing' though their work-related activities.

1. senior managers
2. officers
3. directors (including non-executive members)
4. employees
5. consultants
6. contractors
7. trainees
8. e-workers
9. part-time and fixed-term workers
10. casual and agency staff
11. shareholders
12. volunteers
13. unpaid trainees
14. prospective staff who acquire relevant information during recruitment process or during other pre-contractual negotiations



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Appendix 2 – Examples of 'wrongdoing

Fexco wants all Workers to feel confident that they can raise matters internally at an early stage at a high level in order to resolve the alleged malpractice, wrongdoing or impropriety. The concerns could include the following and could include any offence which has been, is being or is likely to be committed*:

- ✓ non-compliance with the anti-money laundering legislation;
- ✓ financial malpractice or impropriety or fraud;
- ✓ failure to comply with a legal obligation;
- ✓ dangers to health and safety or the environment;
- ✓ criminal activity;
- ✓ miscarriage of justice;
- ✓ improper conduct or unethical behaviour;
- ✓ facilitation of tax evasion;
- ✓ a breach of certain areas of EU law, for example: fraud, competition law, public procurement, financial services, public health, consumer protection, data protection, security of network and information systems; or
- ✓ attempts to conceal or destroy any information in respect of any of the above.

Please note that this is not an exhaustive list – the key requirement is that if you have a reasonable belief that Fexco, or someone working on behalf of Fexco, is not doing the right thing you must speak up. It is in the interests of everyone in the organisation, and of the customers and communities we serve, that any serious issues are addressed quickly and effectively.

**Some additional items are listed in legislation but are not relevant to Fexco, e.g., radiation protection.*

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Appendix 3 – Internal Reporting Channels

PRELIMINARY STEPS & ACKNOWLEDGEMENT

Consider if your concern is in scope	Check if you are a 'Worker' (see **Appendix 1**) and if the report relates to 'wrongdoing' (see **Appendix 2**). If in doubt, you can contact Group Legal or Group HR.
File your report	File your report using one of the Internal or External Reporting Channels, described in **Section 3** of this Policy. We encourage you, in the first instance, to raise concerns with your Line Manager if appropriate.
Anonymity	If you have opted to remain anonymous when reporting your concern, it may not be possible to follow in full the procedure set out below.
Acknowledgment	You will receive an acknowledgment of the report within seven days of it being made.

INVESTIGATION

Setting up initial meet	**If you reported your concern to your Line Manager:** Your Line Manager will receive and take note of the concern and pass this information as soon as is reasonably possible to the Group Speak Up Leaders (or Local Speak Up Leaders if the Worker so opted.) The Speak Up Leaders (and your Line Manager where relevant) will arrange a meeting with you as soon as possible to discuss the concerns. **If you reported your concern to a Speak Up Leader or via Integrity Line.** At least one of the Speak Up Leaders will arrange a meeting with you.
Conduct of initial meeting	A representative of the HR Department and Group Legal may also attend at the initial meeting. It will be clarified whether your concern is appropriate to this Policy, or whether it is a matter more appropriate for one or more of Fexco's other procedures such as the Group Grievance Procedure. If your concern is deemed to be in scope of this Policy, you may be asked to clarify certain matter, or further information may be sought from you in order to progress a review of the matter, and you may be asked for your view how you think your concerns should be best dealt with.
Assessment	A Speak Up Leader will review the concerns raised and, depending on their nature, will make an assessment as to whether any further action, including investigation, is required. In some cases, the Speak Up Leaders may appoint an investigator or team of investigators (including employees with relevant experience of investigations or specialist knowledge of the subject matter) and/or third-party professional advice, and in other cases a referral to external enforcement agencies may be required. The amount of involvement of the employee with the investigation will depend on the nature of the concerns raised and the complexity of the matters being investigated.
Determination	It is not possible to lay down precise timescales for investigations, however, we will provide feedback within three months of acknowledging your report.
Management	The outcome of investigations will be notified to Group management and, where appropriate, impacted business unit(s), at a time and in a manner which the Speak Leader(s) think appropriate, and having consulted with Group Legal as regards whether the subject of the disclosure may trigger a regulatory notification

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Appendix 4 – External Reporting to 'Other Persons'

The Act provides for external reporting to other persons. There is no definitive list of who can or cannot be an 'Other Person,' and the criteria which must be satisfied for such disclosures to be protected are as follows:

1. **A Worker first reported the concern through Fexco's internal disclosure procedure and/or made a report to a 'Prescribed Person', but no action was taken in response to the report within three months of the report being made;**

   or

2. **The Worker has reasonable grounds to believe that:**

- the breach may constitute an imminent or manifest danger to the public interest or (in the case of a Prescribed Person) there is a risk of retaliation or there is a low prospect of the breach being effectively addressed; or
- if an employee were to make a disclosure to a 'Prescribed Person', there is a risk of retaliation or there is a low prospect of the wrongdoing being effectively addressed, due to the particular circumstances of the case, such as those where evidence may be concealed or destroyed or where a 'Prescribed Person' may be in collusion with the perpetrator of the wrongdoing or involved in the wrongdoing.

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