

# MERCER IRELAND GROUP PROTECTED DISCLOSURE (WHISTLEBLOWING) POLICY

## SUMMARY & SCOPE

Mercer Ireland, encompassing Mercer (Ireland) Limited (“MIL”), Mercer Global Investments Europe Limited (“MGIE”) and Mercer Global Investments Management Limited (“MGIM”) (collectively “Mercer Ireland Group”), is committed to maintaining the highest standards of honesty, integrity, openness, and accountability. Consistent with our emphasis on the integrity of the business and the need to act with uncompromising ethics, all ‘workers’ should be able to raise issues of concern if they feel that wrongdoing has occurred. Mercer Ireland will investigate genuine and reasonable concerns relating to perceived wrongdoing in the organisation and will ensure that no ‘worker is discriminated against or suffer detriment as a result of raising a concern. This policy has been designed and reviewed in line with the terms of the Protected Disclosures Act 2014, as amended by the Protected Disclosures (Amendment) Bill 2022 (the “Act”), which sets out the framework for whistleblowing in Ireland.

This policy should be read in conjunction with the MMC Code of Conduct ‘*The Greater Good*’ which sets out the Company values.

## DEFINITIONS

‘**Protected Disclosure**’ is a disclosure of relevant information made by a worker to their employer or other responsible person, disclosure to a prescribed person, disclosure to a Minister of Government or disclosure to a legal adviser.

‘**Relevant Information**’ is information the worker reasonably believes to show one or more relevant wrongdoing which has come to the attention of the worker in connection with the workers employment.

### ‘Relevant Wrongdoing’<sup>1</sup>

- Where an offence has been or is likely to be committed.
- A person has failed or is failing or is likely to fail to comply with any legal obligation other than one arising under the workers contract for employment.
- A miscarriage of justice has occurred or likely to occur.
- The health and safety of any individual has been, is being or is likely to be endangered.
- The environment has been or is likely to be damaged.

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<sup>1</sup> a matter is not a relevant wrongdoing if detecting or investigating such a matter is within the functions of the employee (or the workers employer) in question (e.g. finance function raising a matter which is financial in nature and related to their role or compliance function raising a matter within the function of their role) and the matter in question does not involve and act or omission on the part of the employer.

- An unlawful or otherwise improper use of funds or resources of public body or other public money has occurred is occurring or is likely to occur.
- An act or omission by or on behalf of a public body is oppressive, discriminatory, or grossly negligent or constitutes gross mismanagement A business of Marsh McLennan.
- 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.
- That an employee has breached or is continuing to breach the Code of Conduct of MMC Companies (The Greater Good).

This list is not exhaustive; there will be many other areas of concern which may be raised in line with this policy that might not be listed above.

**'Relevant person'/'Designated Person'** is the person to whom the report is made under the protected disclosures act or any person to whom the report is transmitted in the performance of the investigation.

**'Worker'** is defined as any of the following within the context of the companies named:

- An individual who is or was an employee of the company (employees - current or former, full or part-time).
- An individual who has entered into or works, or worked, under any contract (express or implied) (contractors & consultants).
- An individuals who is or was provided with work experience pursuant to a training course or programme (trainees, interns, work experience students, casual workers, agency workers, unpaid trainees).
- An individual who is or was a shareholder of the company.
- An individual who is or was a member of the administrative management or supervisory body of the company including non-executive members (Board Members).
- An individual who is or was a volunteer.
- An individual who acquires information on a relevant wrongdoing during the recruitment process (job applicants).
- An individual who acquires information on a relevant wrongdoing during the pre-contractual negotiations (other than the recruitment process).
- An individual who has been deemed to be a worker under the Act.

**'Reporting person'** means a 'worker' who makes a report in accordance with the Act.

## **AIMS OF THE POLICY**

- To encourage you to feel confident and safe in raising concerns and disclosing information.
- To provide avenues for you to raise concerns in confidence and receive feedback on any action taken.
- To ensure that you receive a response where possible to your concerns and information disclosed.
- To reassure you that you will be protected from penalization or any threat of penalisation.

## **POLICY DETAILS**

Consistent with our emphasis on the integrity of business, all workers should be able to raise issues of concern if they feel a wrongdoing has occurred. Mercer will investigate genuine and reasonable concerns raised relating to perceived wrongdoing in the organisation and will ensure that no worker is discriminated against or suffer detriment as a result of raising such a concern.

All concerns raised by 'workers' will be reviewed and treated seriously and where assessed as warranted will be investigated appropriately. While every effort will be made to give feedback on the outcome of an investigation, individuals should be aware that it may be subject to legal or investigatory limits.

The Protected Disclosures (Whistleblowing) Policy does not apply to raising personal grievances and, thus, does not replace existing procedures for personal differences or conflicts. If you have concerns within this area, you should consult with your line manager or a member of HR.

### **INDIVIDUALS WHO MAKE A PROTECTED DISCLOSURE**

Mercer Ireland will not tolerate any harassment or victimisation of an individual who makes a protected disclosure, and the Company will take appropriate action if harassment or victimisation occurs. Any evidence given, that difficulties for the discloser occurred due to them raising a genuine concern will be treated very seriously and is likely to result in disciplinary action.

### **RAISING A CONCERN ANONYMOUSLY**

While a concern may be raised anonymously, on a practical level it may be difficult to investigate such a concern. Therefore, we would encourage workers to include their contact details in disclosures, while noting that the identity of the reporting person is not disclosed to anyone beyond the authorised staff members competent to receive or follow up on reports, without the explicit consent of that person.

## **FALSE AND MALICIOUS ALLEGATIONS**

If a colleague makes a disclosure in good faith, whether or not it is confirmed by subsequent investigation, no action will be taken against that colleague. Any disclosures that are found to be deliberately false, malicious, or vexatious in nature may result in disciplinary action taken against that colleague.

## **RAISING A CONCERN**

Who can I speak with?

There are many ways you can speak up or speak out. In the first instance, if you are an internal worker you are encouraged to raise concerns with any of the parties mentioned below:

- Head of Compliance for your entity in Mercer Ireland
- A member of the HR team

All 'worker(s)' (internal and external as defined) can also raise a concern through the Marsh McLennan group of companies independent reporting line which is run by a third-party organisation - the Ethics & Compliance Line (EthicsPoint - Marsh & McLennan Companies).

Concerns can be raised online or by phone (1-800-557-369).

The identity of a person making a protected disclosure will not be disclosed beyond those authorised to handle reports without their consent. These services are free, secure and confidential and available 24 hours a day, 7 days a week.

#### Process

Concerns may be raised verbally or in writing through the online Ethics & Compliance Line or to any of the persons mentioned above.

Should you raise a concern verbally, you will be given an opportunity to review and modify the report before submission. Should you raise a concern in writing we would ask you to give the background and history of the concern, giving relevant details, insofar as is possible, such as dates, sequence of events and description of circumstances

The Ethics & Compliance Line will help you to provide all the relevant information and will summarise the details in a report that is sent to trained individuals in Marsh & McLennan's Compliance, Employee Relations and Internal Audit teams. These recipients will independently assess your report and will send to a designated person in Ireland to investigate, fairly and impartially.

From here, the designated person will arrange a meeting to discuss the matter with you on a strictly confidential basis, to clarify at this point if the concern is appropriate to this procedure or is a matter more appropriate to our other procedures, for examples our Grievance or Dignity in the Workplace procedures. In regard to confidentiality, it is important that there should be an awareness of respecting sensitive company information, which while unrelated to the disclosure, may be disclosed in the course of a consultation or investigation process.

#### **The Role of the Protected Disclosures Commissioner**

If having considered your options, you are unclear who to make a report of wrongdoing to, you can make a report to the Office of the Protected Disclosures Commissioner.

The role of Office of the Protected Disclosures Commissioner is to send reports of wrongdoing to the appropriate organisation in line with the Protected Disclosures Act.

In some circumstances, the Protected Disclosures Commissioner will consider a report of wrongdoing and follow it up if there is no other appropriate organisation. The Protected Disclosure Commissioner can be contacted at [About the Protected Disclosures Commissioner | OPDC.ie](#).

#### **How we will deal with your disclosure?**

Following the meeting with you in regard to your concern and clarified that the matter is in fact appropriate to this procedure, the designated person will carry out an initial assessment to examine what actions need to be taken to deal with the matter. This may involve simply clarifying certain matters, clearing up misunderstanding or resolving the matter by agreed action without the need for an investigation.

If, on foot of the initial assessment, it is concluded that there are grounds for concern that cannot be dealt with at this point, the designated person will conduct an investigation which will be carried out fairly and objectively. The form and scope of the investigation will depend on the subject matter of the disclosure and may change as the investigation progresses.

If on foot of the initial assessment, it is concluded that there is no evidence a wrongdoing has occurred, the reporting person will be informed, and the matter will be closed. In some instances, the matter may be referred on to such other agreed procedures applicable to grievances to which another rule of law or enactment may be applicable. In any event, notification will be made to the reporting person in writing as soon as practicable and the reasons for such a decision being made.

Where the investigation is progressing, disclosures may, in the light of the seriousness of the matters raised, be referred immediately to the appropriate authorities. Likewise, if urgent action is required (for example to remove a health and safety hazard), this action will be taken.

It is important to us that you feel assured that a disclosure made by you under this policy is taken seriously and that you are kept informed of steps being taken by us in response your disclosure. In this regard, the designated person will communicate with you as follows:

- Acknowledge receipt of your disclosure within 7 days and arrange to meet with you as outlined above.
- Inform you of how we propose to investigate or have investigated the matter and keep you informed of actions, where possible, no later than 3 months after acknowledgement of receipt of the protected disclosure.

It is possible that in the course of an investigation you may be asked to clarify certain matters. To maximise confidentiality such a meeting can take place off site. Where a concern is raised or a disclosure is made in accordance with this policy, but the allegation is subsequently not upheld by an investigation, no action will be taken against the 'worker(s)' making the disclosure and the 'worker(s)' will be protected against any penalisation. It is important to note that if an unfounded allegation is found to have been with malicious intent, then disciplinary action may be taken.

## **CONFIDENTIALITY**

All reasonable steps shall be taken to protect the identity of the 'worker'. The identity of the 'worker(s)' may need to be disclosed:

- Where the disclosure is a necessary and proportionate obligation imposed by union law or the law of the State in the context of investigation or judicial proceedings, including with a view to safeguarding the rights of defence of the person concerned
- Where the person to whom the report was made or transmitted – shows that he or she took all reasonable steps to avoid disclosing the identity of the 'relevant person(s)' or reasonably believes that disclosing the identity of the reporting person or any such information is necessary for the prevention of serious risk to the security of the State, public health, public safety or the environment
- Where the disclosure is otherwise required by law

In this event the Recipient of the disclosure shall inform the 'worker(s)' in writing before their identity or the information concerned is disclosed unless such notification would jeopardise – (i) the effective investigation of the relevant

wrongdoing concerned (ii) the prevention of serious risk to the security of State, public health, public safety or the environment, or (iii) the prevention of crime or the prosecution of a criminal offence.

## HOW THE MATTER CAN BE TAKEN FURTHER

The aim of the Policy is to provide an avenue within the workplace to deal with concerns or disclosures in regard to wrongdoing. We are confident that issues can be dealt with in Mercer Ireland and we strongly encourage 'workers(s)' to report such concerns internally.

We acknowledge that there may be circumstances where an employee wants to make a disclosure externally to a prescribed person such as a regulator or An Garda Síochána.

Colleagues can raise a concern to the Central Bank of Ireland through the below contact details:

The Central Bank of Ireland  
PO Box 11517  
Spencer Dock Dublin 1  
D01 W920 Ireland  
Tel: 1890 130015  
Email: [Protecteddisclosures@centralbank.ie](mailto:Protecteddisclosures@centralbank.ie)  
Web: <https://www.centralbank.ie/>

If the matter relates to Data Protection Concerns, they may be referred to:

Data Protection Commission (For Data Protection Concerns)  
21 Fitzwilliam Square South  
Dublin 2  
D02 RD28 Ireland  
Web: <https://forms.dataprotection.ie/contact>

The Protected Disclosures Commissioner can be contacted at;

Office of the Protected Disclosure Commissioner  
6 Earlsfort Terrace, Dublin 2,  
D02 W773.  
[OPDC Home | Protected Disclosures Commissioner | OPDC.ie](#)

## PRE-APPROVED CONTROLLED FUNCTION DISCLOSURES

Colleagues who have a PCF role have an obligation outlined in the Central Bank (Supervision & Enforcement) Act 2013, to disclose to the Central Bank any matter related to;

1. that an offence under any provision of financial services legislation may have been or may be being committed;
2. that a prescribed contravention may have been or may be being committed;
3. that any other provision of financial services legislation may have been or may be being contravened;
4. that evidence of any matter which comes within paragraph (a), (b) or (c) has been, is being or is likely to be deliberately concealed or destroyed,

Colleagues can raise a concern to the Central Bank of Ireland through the below contact details:

The Central Bank of Ireland  
Protected Disclosures Desk, Central Bank of Ireland, PO Box 559, Dublin 1.  
1800 130 014  
confidential@centralbank.ie

For more information on Marsh McLennan's Code of Conduct, **the Greater Good**, please go to the following link [Marsh & McLennan \(mmc.com\)](https://www.marshmclennan.com).

## POLICY REVIEW AND APPROVAL

This Policy was prepared by MMC Human Resources and will be reviewed annually. Any amendments will be approved by the Board of Directors.

## RECORD RETENTION

All documentation subject to this Policy will be retained in a durable medium for at least seven years.

## VERSION CONTROL

Version	Prepared by	Reviewed By	Approved By	Effective Date dd-mmm-yyyy
Version 1	MMC Human Resources	Compliance	Board of Directors	Feb 2016
Version 2	MMC Human Resources	Compliance	Board of Directors	Nov 2022
Version 3 – Added	MMC Human Resources	Compliance	[Board of Directors]	[13 Nov 2023]

Version	Prepared by	Reviewed By	Approved By	Effective Date <small>dd-mmm-yyyy</small>
section on Role of PDC and PCF Disclosures				
Version 4 – removed language re no obligation to accept or follow up on anonymous disclosures	MMC Human Resources	Compliance	N/A - non material update	February 2024