

## **Quayside Fund Management**

### **Infringement Reporting (Whistleblowing) Policy**

#### **(Full version of the policy from the Polices & Procedures Manual)**

##### Policy

##### *18.1 Determination of Identified Staff*

The following persons are considered to be the “Identified Persons” or “workers” under Protected Disclosures (Amendment) Act 2022 for the purposes of this Infringement Reporting Policy:

- (a) any member of the Board;
- (b) the Chief Executive Officer;
- (c) the Chief Operating Officer;
- (b) the Designated Persons;
- (c) the Money Laundering Reporting Officer/ Compliance Officer;
- (d) the Company Secretary; and
- (e) the employees of Quayside
- (f) an individual who entered into or works or worked under any other contract, whether express or implied with Quayside
- (f) an individual who is or was a shareholder of Quayside
- (g) an individual who acquires information on a relevant wrongdoing during a recruitment process
- (h) an individual who who acquires information on a relevant wrongdoing during pre-contractual negotiations other than a recruitment process

##### *18.2 Statutory Basis for Policy*

The UCITS Regulations together with Part 5 of the Central Bank (Supervision and Enforcement) Act 2013 and the Protected Disclosures Act 2014 and 2022 Amendment (“the PD Act”) contain “whistleblowing” provisions that apply to Quayside.

### 18.3 *Relevant Wrongdoings*

- The following are considered as “relevant wrongdoings” under the PD Act, in respect of which employers must enable disclosure by establishing internal reporting channels: 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 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 mismanagements, that a breach has occurred, is occurring or is likely to occur, 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 or an attempt has been, is being or is likely to be made to conceal or destroy such information.

A matter is not a 'relevant wrongdoing' under the PD Act if it is:

- one which it is the function of the worker or their employer to detect, investigate or prosecute and does not consist of or involve an act or omission on the part of the employer,
- concerning interpersonal grievances exclusively affecting a reporting person, namely, grievances about interpersonal conflicts between the reporting person and another worker,
- concerning a complaint by a reporting person to, or about, his or her employer which concerns the worker exclusively. Such a matter may be dealt with through any agreed procedures applicable to such grievances or complaint to which the reporting person has access or such other procedures, provided in accordance with any rule of law or enactment (other than the PD Act), to which the reporting person has access.

### 18.4 *Internal Disclosure*

In the event that an Identified Person or worker has, in good faith, reasonable grounds for believing that a breach or contravention of financial services legislation, concealment or destruction of evidence or other wrongdoing has occurred, he/she may report such infringement (“infringement disclosure”) to the Compliance Officer (Richard Dunne) who is the designated person for receipt of any infringement disclosure.

If the reporting involves the designated person or if the Identified Person is not satisfied with the response received, the Identified Person may inform any independent director of the Company, or in the event that there is no other independent director, any other director.

### Procedure

#### 18.5 *Procedure on Receipt of Infringement Disclosure*

Quayside has established the following internal reporting procedures to facilitate Identified Persons / workers disclosures of relevant wrongdoings under the PD Act or contraventions of other financial services legislation.

- (1) The following reporting channels are available for making infringement disclosures to the designated person:
  - by phone: +353 1 5677580
  - by voice message: +353 1 5677580
  - by email to [Richard.Dunne@quayside.eu](mailto:Richard.Dunne@quayside.eu) by filling an internal report known as the Infringement Disclosures Report, or
  - upon request by an Identified Person, by means of a physical meeting within a reasonable timeframe following receipt of the request with the designated person.
  
- (2) The infringement disclosures report form, including filing instructions, is attached as an appendix to this procedure. This policy and infringement disclosure report form is available to download from Quayside’s website at the following address <https://www.quayside.eu/>.
  
- (3) Following receipt, the designated person will immediately escalate the Infringements Disclosure Report to the Board of Quayside. Subject to receipt of the reporting person's contact details, the Board will issue, or arrange to be issued, written acknowledgment of the Infringement Disclosures Report no more than 7 days after receipt.

- (4) The Board will arrange to be carried out an initial assessment of the infringements disclosures report to determine whether there is prima facie evidence that a relevant wrongdoing may have occurred. This initial assessment may include the Board or its nominated person seeking further information from the reporting person.
- (5) If having carried out (or arranging to have carried out) an initial assessment, the Board decides that there is no prima facie evidence that a relevant wrongdoing may have occurred, the procedure will be closed. Subject to receipt of relevant contact details, the reporting person will be notified as soon as practicable of the closure of the procedure, including the reasons therefor. Where appropriate, the reporting person will be referred to such other procedures applicable to grievances to which a reporting person has access or such other procedures, provided in accordance with Irish law (other than the PD Act), to which the reporting person has access.
- (6) If having carried out (or arranging to have carried out) an initial assessment, the Board decides that there is prima facie evidence that a relevant wrongdoing may have occurred, the Board will take appropriate action to address the relevant wrongdoing, having regard to the nature and seriousness of the matter concerned.
- (7) If the procedure is not closed as set out in point (5) above, and subject to receipt of the reporting person's contact details, the Board will ensure that feedback on the infringements disclosures report is provided to the reporting person within a reasonable period, being not more than three months from the date of acknowledgment in accordance with point (3) above. Where requested in writing by the reporting person, periodic feedback will be provided at intervals of 3 months (starting on the date on which feedback is first provided) until such time as the procedure relating to the Infringement Disclosures Report is closed.
- (8) The infringement disclosures report and any documentation or records relating thereto will be maintained in a secure manner to ensure the confidentiality of the reporting person and any third party mentioned in the Infringement Disclosures Report is protected and access thereto is limited to the Board and the designated person.

Quayside will take all reasonable steps to ensure that the Identified Person suffers no disadvantage or detriment because of his/her infringement disclosure made in good faith and based on genuine concerns.

Any other Identified Person shall not victimise or retaliate against the Identified Person for her/his infringement disclosure, and may face disciplinary action for so doing.

Infringement disclosures must be made in good faith and Identified Persons should not make malicious allegations or allegations they know to be false.

The identity of the Identified Person will not be disclosed, save to the extent necessary to carry out an effective investigation, and as may be required by law.

#### 18.6 *External Disclosure*

An infringement disclosure may also be made externally directly to the Central Bank by any person (including an Identified Person) who, in good faith, has reasonable grounds for believing that an infringement has occurred. In this respect, it is noted that the Central Bank has established secure communication channels for the reporting of potential or actual infringements.

The contact details are as follows:

Address: Protected Disclosures Desk, Central Bank of Ireland, PO Box 11517, Spencer Dock, Dublin 1, D01 W920

E-mail: confidential@centralbank.ie

Telephone: +353 1 890 130014

#### 18.7 *Disclosure by PCFs*

The 2013 Act provides that persons appointed to perform a pre-approval controlled function ("PCF") are required to disclose to the Central Bank 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 which he or she believes will be of material assistance to the Central Bank. This requirement does not apply if the person has a reasonable excuse as defined by the legislation. For example, it is a reasonable excuse for a person to fail to make a disclosure on the ground that the disclosure might tend to incriminate the person. It is also a reasonable excuse for a person to fail to make the disclosure on the ground that the information has already been disclosed by another person.

Persons holding PCF roles who need to make a disclosure under the Act are requested to make the disclosure by completing the appropriate form and submitting it either by e-mail or post to the addresses provided.

Address: PCF Disclosure Desk, Central Bank of Ireland, PO Box 11517, Spencer Dock, Dublin 1, D01 W920

E-mail: Protecteddisclosures@centralbank.ie

Telephone: +353 1 890 130015

*18.8 Protection of employees from penalisation for having made an infringement disclosure*

Quayside shall not penalise or threaten penalisation against any employee, or cause or permit any other person to penalise or threaten penalisation against an employee, for having made a protected disclosure. This does not apply to the dismissal of of an employee to whom section 6(2) (ba) of the Unfair Dismissals Act 1977 applies.

‘Penalisation’ means any direct or indirect act or omission which occurs in a work-related context, is prompted by the making of a report and causes or may cause unjustified detriment to a worker, including; withholding a promotion from a worker, ostracism, negative performance reviews or employment references, failure to make permanent a temporary employment contract, harming a worker’s reputation or blacklisting within an industry or sector.

**Appendix: Quayside Fund Management - Infringement Disclosures Form**

This form is for by workers reporting relevant wrongdoings under the Protected Disclosures Act 2014 (as amended). Further details of the Company's procedures for reporting relevant wrongdoings are available in the Company's Policies and Procedures Manual (Infringement Reporting Procedure). Please consult the Procedures prior to completing this form and contact the Compliance Officer should you have any queries in relation to its completion.

Please email the completed form, along with all relevant supporting documentation to [Richard.Dunne@quayside.eu](mailto:Richard.Dunne@quayside.eu).

Should you provide your contact details below, acknowledgement will issue within 7 days of our receipt of the completed form and the Compliance Officer will follow-up with you if additional information is necessary for consideration of the matter reported. Where appropriate, feedback on the procedure relating to the matter reported will be provided within 3 months of the date of the acknowledgement of receipt of this report and, if requested below, every three months thereafter until the procedure is closed. You will be advised, as soon as practicable, if the procedure relating to the matter reported has been closed, along with the reasons for such closure.

**Reporting Party**

Your name:

Your role:

Your email address:

Your Employer:

Date of report:

**Subject Information**

Subject's name:

Subject's role in respect of the ICAV:

**Reason for Report**

If possible, please confirm which of the following matters best describes the matter being reported by marking an "X" at the end of the sentence:

- (a) an offence has been, is being or is likely to be committed
- (b) person has failed, is failing or is likely to fail to comply with any legal obligation
- (c) miscarriage of justice has occurred, is occurring or is likely to occur

- (d) the health or safety of any individual has been, is being or is likely to be endangered
- (e) the environment has been, is being or is likely to be damaged
- (f) an unlawful or otherwise improper use of funds or resources of a public body, or of other public money, has occurred or is likely to occur,
- (g) an act or omission by or on behalf of a public body is oppressive, discriminatory or grossly negligent or constitutes gross mismanagements
- (h) breach has occurred, is occurring or is likely to occur
- (i) any one of the above has been, is being or is likely to be concealed or destroyed or an attempt has been, is being or is likely to be made to conceal or destroy such information

Please summarise below the reason for your report. Please include as much detail as necessary to substantiate your concern including dates, amounts of transactions, individuals involved and any other relevant details.