

Whistleblowing Policy

Introduction

At MSD, we speak up when we see or suspect activity that is unethical, illegal, or inconsistent with our policies. This SOP supplements Corporate Policy 15 and, taken together, provides guidance regarding the reporting of potential misconduct. This SOP applies to all Merck Sharp & Dohme Irish subsidiaries including: MSD Shared Business Services EMEA Limited; Merck Sharp & Dohme Ireland (Human Health) Limited; Merck Sharp & Dohme LLC; MSD B.V.; MSD SBS EMEA Ltd; MSD International Business; Werthenstein BioPharma; Intervet (Ireland) Limited; IdentiGEN Ltd; MSD International GmbH trading as *MSD Ireland* (Carlow); MSD International GmbH trading as *MSD Ireland* (Brinny); MSD International GmbH trading as *MSD Ireland* (Ballydine); MSD International GmbH trading as *MSD Ireland* (Biotech); and MSD International GmbH trading as *MSD Ireland* (Dunboyne), MSD International GmbH trading as *MSD Ireland* (Dundalk), together (the “**Irish Subsidiaries**”).

You shall report, in good faith, any behaviour that constitutes or may constitute, a violation of law, MSD’s Code of Conduct, MSD or the Irish Subsidiaries (hereinafter the “**Company**”) policies or procedures, or any other misconduct, (the “**Potential Misconduct**”). Reporting Potential Misconduct allows the Company to take appropriate and proportionate action in accordance with applicable rules and regulations.

Concerns over salary or benefits are beyond the scope of this Whistleblowing Policy and should be raised to Human Resources.

1. How can you raise a concern internally?

Locally

You can report concerns locally by reaching out to the “**Whistleblowing Team**” by: sending an email to whistleireland@msd.com.

You will be asked to complete Reporting Form. The information you provide using the local email will be provided to the local HR and Legal & Compliance members of which make up the Whistleblowing Team for evaluation and, depending on the nature of the concern, possible investigation.

Whistleblowing Team will:

- (i) confirm the receipt of the report within seven days of receipt;
- (ii) assess your report and investigate, as needed;
- (iii) reach out to you to request further information, when necessary;
- (iv) provide feedback to you within 60 days of confirmation of receipt.

Once a Complaint is reported, the Company will deal with it fairly and in an appropriate way. Receipt of your concern will be acknowledged in writing within seven days of receipt. An impartial person who is competent to follow-up on such reports (that is, to assess the accuracy of the information contained within it and, where relevant, to address the relevant wrongdoing reported, including, for instance, by way of internal investigation) will be designated and will maintain communication with the Complainant and may request further information, and will provide feedback to the Complainant.

The process shall include the following:

- (i) The carrying out of an initial assessment of whether there is prima facie evidence of relevant wrongdoing. Where there is no such evidence, the procedure will be closed (or the matter will be referred to an alternative, appropriate procedure) and the worker will be notified in writing as soon as practicable of this decision and the reasons for it;

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- (ii) The taking of appropriate action to address the relevant wrongdoing, having regard to the nature and seriousness of the matter concerned;
- (iii) The provision of feedback to the worker within a reasonable period, being not more than three months from the date of acknowledgement of receipt of the complaint report. 'Feedback' means the provision to a worker of information on the action envisaged or taken as a follow-up and the reasons for same; and
- (iv) Where a worker requests in writing, the provision of further feedback (beyond that referred to above) at intervals of three months until such time as the procedure is closed.

Speak Up tool at MSD Ethics Portal

The Speak Up tool at [MSD Ethics Portal](#) is available as an alternate, confidential channel for raising concerns or asking questions. The Speak Up tool at [MSD Ethics Portal](#) is operated by an independent third-party service, and it is available 24 hours a day, 7 days a week.

The Speak Up tool at [MSD Ethics Portal](#) allows you to raise concerns confidentially and in your preferred language via phone or internet. The information you provide using the tool will be relayed to the Office of Ethics, who will respond directly or assign your report to a case manager.

If you would like to report your concern face-to-face, you may request an in-person meeting through any available reporting channel.

External disclosure

The Protected Disclosures Act (as amended) makes provisions for external reporting (i.e. reporting to the Regulator or Prescribed Person) in certain circumstances. However, the reporting options set out in this Policy should be the first-instance mechanisms for reporting relevant wrongdoing.

The Company encourages all workers to raise any concerns internally and it is anticipated that the majority of issues will be investigated and remedied through this channel. However, the Protected Disclosures Act (as amended) recognises that in certain circumstances workers may prefer to raise a concern externally to a Prescribed Person such as a Regulator, legal advisors, the Protected Disclosures Commissioner, or in very limited circumstances, to other persons.

2. Reporting of a Relevant Wrongdoing

The Protected Disclosures Act 2014 (as amended) applies to the disclosure of relevant information by a worker to the Company or, in certain circumstances, to a third party. Information is relevant information if: (a) in the reasonable belief of the worker it tends to show one or more relevant wrongdoings; and (b) it came to the attention of the worker in a work-related context.

Under the Protected Disclosures Act, "relevant wrongdoing" is where:

- i. an offence has been, is being or is likely to be committed;
- ii. a person has failed, is failing or is likely to fail to comply with any legal obligation (other than a duty under the worker's contract of employment or such other contract requiring the worker to perform work personally);
- iii. a miscarriage of justice has occurred, is occurring or is likely to occur;

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- iv. an individual's health or safety has been, is being or is likely to be damaged;
- v. the environment has been, is being or is likely to be damaged;
- vi. unlawful or improper use of a public body's funds or resources or of other public money has occurred, is occurring or is likely to occur;
- vii. an act or omission by or on behalf of a public body is oppressive, discriminatory or grossly negligent or constitutes gross mismanagement;
- viii. a 'breach' has occurred, is occurring or is likely to occur. 'Breach' means an act or omission that is unlawful and which (a) falls within the scope of EU law concerning public procurement; financial services, products and markets, and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; protection of the environment; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; protection of privacy and personal data, and security of network and information systems; or (b) affects the financial interests of the European Union or relates to the internal market of the European Union; or
- ix. information tending to show any of the above matters has been, is being or is likely to be concealed or destroyed.

Matters which concern interpersonal grievances exclusively affecting a worker, namely, grievances about interpersonal conflicts between a worker and another worker, or a matter which concerns the worker exclusively, is not a "relevant wrongdoing" and should be dealt with in accordance with the applicable MSD policies and by reaching out to Human Resources.

3. What are the protections granted to you when raising a concern?

The protections provided for in the Protected Disclosures Act (as amended) apply to all "workers" who make a protected disclosure in a "work-related context". "Worker" includes, for example, permanent and temporary employees of the Company as well as former employees, secondees, interns, external consultants, contractors, board members, shareholders, trainees, job applicants, volunteers and agency personnel and "Work-related context" means current or past work activities through which, irrespective of the nature of those activities, persons acquire information concerning a relevant wrongdoing and within which those persons could suffer penalisation if they reported such information.

Confidentiality

Where a Complaint is made by an Irish based worker, the Protected Disclosures Act (as amended) permits disclosure of information which might identify the Complainant in certain circumstances, The circumstances in which a Complainant's identity might be disclosed are where:

- a) disclosure is a necessary and proportionate obligation in the context of investigations or judicial proceedings, including with a view to safeguarding the rights of defence of any person referred to in a report in respect of whom relevant wrongdoing is attributed or associated;
- b) the person to whom the report is transmitted takes all reasonable steps to avoid disclosing identity or reasonably believes that disclosing identity is necessary for the prevention of serious risk to the security of the state, public health, public safety or the environment; or
- c) where disclosure is otherwise required by law.

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Anti-retaliation/Penalisation

The Company does not tolerate retaliation against/penalisation of: **(i)** anyone who makes a report under this Policy; as well as **(ii)** facilitators, meaning individuals assisting the reporting person in the reporting process and operating in the same work environment; **(iii)** colleagues and relatives of the reporting person; and **(iv)** legal entities that the reporting person owns, works for, or with which the reporting person is otherwise connected ("**Protected Subjects**").

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.. Retaliation/Penalisation includes any lay-off, dismissal, suspension, demotion, loss of opportunity for promotion or loss of promotion, negative references or performance assessments, adoption of disciplinary measures, and other sanctions, including fines, coercion, intimidation, harassment, ostracism, discrimination, unfavourable treatment, injury, damage or loss, threat of reprisal, harm, including to reputation, particularly in social media, or financial loss, including loss of business and loss of income, withholding of training, failure to convert a fixed-term employment contract to a permanent employment contract when the employee had a legitimate expectation of such conversion, transfer of duties, change of location of place of work, reduction in wages or changes in working hours, psychiatric or medical referral, non-renewal or early termination of a fixed-term employment contract, blacklisting or early termination or cancellation of a supply agreement, or cancellation of a license or permit.

Where it is determined that a whistleblower has suffered penalisation as described above as a result of their disclosure, a further investigation may take place. Whistleblowers who feel that, as a result of having raised a whistleblowing concern, they have suffered adverse treatment should discuss such concern with their line manager or appropriate business contact. For the avoidance of doubt, reasonable disciplinary, investigative, performance management or other processes or actions which are unconnected with the making of a report do not amount to penalisation. If it appears that there are reasonable grounds for making the complaint, the onus will be on the person against whom the complaint of penalisation has been made to show that the actions complained of were not taken in retaliation for the whistleblowing concern.

4. Disciplinary sanctions

The Company is entitled to impose disciplinary sanctions to the relevant person responsible when one of the following circumstances should occur:

- (i)** retaliation against/penalisation of the reporting person and/or a Protected Subject;
- (ii)** hindering or attempting to hinder a report;
- (iii)** violation of the obligation of confidentiality;
- (iv)** failure to assess and review reports received through an internal reporting channel and diligently following up on them;
- (v)** when the report is deemed to be defamatory or slanderous.

5. Information

Additional information regarding how a reporting person in [Insert Country] can raise a concern regarding Potential Misconduct is available at the following link: [Public policies & positions - MSD Ireland \(msd-ireland.com\)](#) and [HR Policies for Ireland](#).

6. Data protection

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Your personal data will be processed in compliance with all applicable data protection provisions.

For more information, please refer to the applicable privacy policy available at the following link [Corporate Policies | Code of Conduct](#).

Number/Title:	Ireland Whistleblowing Policy
Revision Number:	1.1
Date Effective:	17 April 2024
Date Last Reviewed	0 May 2025
Sponsor:	MSD Ireland County Leadership Team
Content Owner	MSD Ireland HR Team