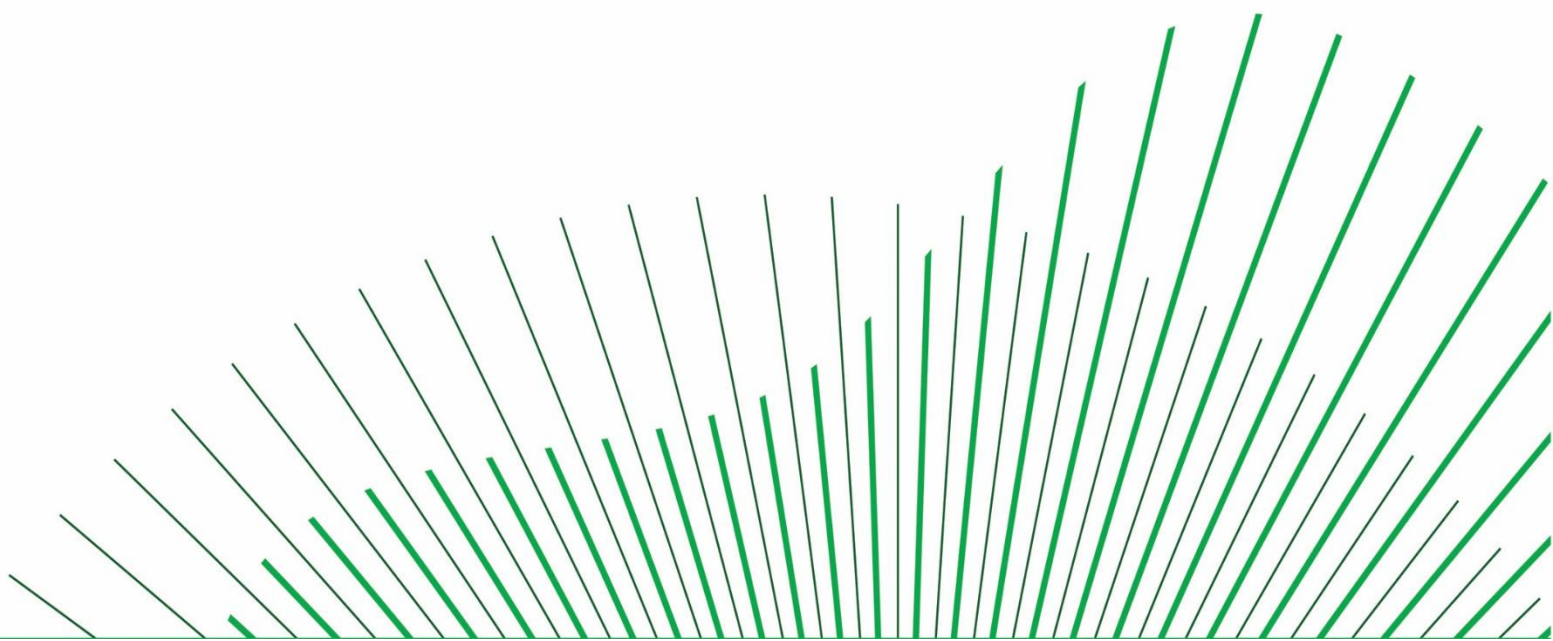


Bord na Móna

Code of Conduct – Employees

Reviewed 21st September 2022



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1. Purpose

The purpose of this Code of Conduct is to set down the general principles and standards which govern the professional activities and conduct of the Employees of the Bord na M6na Group.

This Code of Conduct is part of the appropriate arrangements and structures put in place that are, in the Directors' opinion, designed to secure material compliance with the company's "relevant obligations" under the Companies Act 2014. In addition, the Code ensures Bord na M6na's compliance with the provisions of the *Code of Practice for the Governance of State Bodies*.

The objectives of this code are to:

- Establish a set of ethical principles for all Employees
- Promote and maintain confidence and trust in Bord na M6na, in all its business and in its Employees
- Prevent the development, continuance or acceptance of unethical practices
- Ensure that all of Bord na M6na's business is transacted with integrity

2. Policy Scope

The provisions of this Code shall apply to the business of Bord na M6na plc and all of its subsidiaries ("Bord na M6na Group"). Employees are obliged to comply with policies and procedures, applicable statutory provisions, Employee regulations, work rules and any standards and Code of Practice adopted by Bord na M6na. This Code of Conduct is binding on all Employees (including those on any type of leave).

"**Employees**" shall mean all employees of a Bord na M6na Group company, on a permanent basis or any temporary contract including but not limited to special purpose contracts and fixed term contracts.

It is not possible for a set of rules or guidelines to provide for all situations which may arise. Accordingly, the spirit as well as the letter of this Code of Conduct should be observed. It is primarily the responsibility of Employees to ensure that all of their activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in these procedures.

3. Responsibilities

Role

Responsibilities

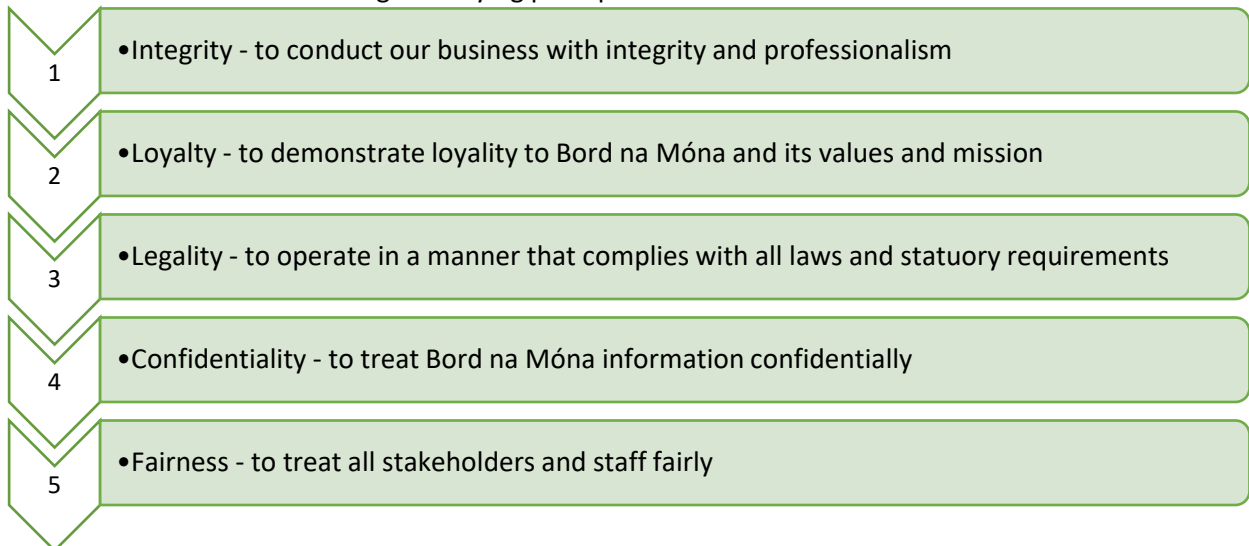
HR Responsibilities

- To ensure that the Code of Conduct and procedure is clearly communicated and understood by all parties.
- To provide advice and guidance on the implementation of the Code of Conduct and procedure.
- To ensure the quality and integrity of the overall Code of Conduct is maintained for all concerned.

- Responsible for this Code of Conduct and update of the Code for any future amendments.
 - Annual review of the Code of Conduct to assess if any updates are required.
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- Line Manager Responsibilities
- To effectively implement the Code of Conduct with support from HR as required.
 - To apply the Code of Conduct in a fair and consistent manner.
 - To contact HR Operations for any clarifications regarding the Code of Conduct.
- Employee Responsibilities
- Take corrective action to address non-compliance to this Code of Conduct within their business unit where necessary.
 - To ensure understanding, compliance and adherence to the Code of Conduct Policy as outlined below.
 - To contact their Line Manager for any clarifications regarding this Code of Conduct.

4. Underlying Principles

This Code is based on the following underlying principles



4.1. Integrity

Bord na Móna is committed to honesty, integrity and transparency in all its dealings. Therefore, it is essential that all Employees conduct themselves, and are seen to conduct all activities, to the highest standard possible.

Employees should behave with integrity, this will require:

- non-disclosure of privileged or confidential information (this obligation does not cease when employment in Bord na Móna has ended).
- Employees should not be involved in outside employment / business interests in conflict, or in potential conflict, with the business of Bord na Móna.
- Avoidance of giving or receiving corporate gifts, hospitality, preferential treatment or benefits, which might affect or appear to affect the ability of the donor or the recipient, to make independent judgement on business transactions.
- Commitment to conduct business ethically, honestly, impartially and with diligence.
- Strict compliance with all Bord na Móna policies and procedures and internal controls. Promoting efficiency, reducing risk of asset loss, and helping to ensure the accuracy of financial statements and compliance with law and regulations.
- Avoidance of the use of Bord na Móna resources or time for any personal gain, for the benefit of persons / organisations unconnected with Bord na Móna or its activities or for the benefit of competitors.
- Ensuring that all statements, publications and communications issued on behalf of Bord na Móna are accurate and truthful and are not misleading or designed to be misleading.
- Commitment not to acquire information or business secrets by improper means.
- Employees should not drink alcohol during the normal working day, this includes lunchtime and other official breaks, or at official work-based meetings and events. Drinking alcohol while at work without authorisation or working under the influence of alcohol will be dealt with under the Bord na Móna Disciplinary Policy & Procedure.

4.2. Information

Employees should take all reasonable steps to ensure that information is handled responsibly including:

- Respect the confidentiality of privileged and confidential information obtained by reason of employment with Bord na Móna, both during the course of and following cessation of employment. This would constitute material such as:
 - Commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring),
 - Personal information; and
 - Information received in confidence by Bord na Móna.
- Ensuring business records are complete, accurate and appropriately authorised. Report accurately on financial and non-financial information in order to meet Bord na Móna's legal and regulatory obligations.
- Observance of appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- Being particularly careful when using the internet and email, regardless of the device, so as not to expose Bord na Móna's information systems to harm. Use IT systems for lawful purposes. Compliance with relevant statutory provisions (e.g. Data Protection, AIE Directive). Making sure to handle personal data with care.

4.3 Loyalty

Employees are expected to be loyal to Bord na Móna and fully committed to all its business activities while mindful that Bord na Móna must at all times take into account the interests of its shareholders. Employees are also expected to be loyal to the Bord na Móna values and behaviours for success.

4.4 Fairness

Employees shall take all reasonable steps to ensure:

- Compliance with the Employment Equality Acts 1998 to 2015 and Bord na Móna's Equality, Diversity and Inclusion Policy and Procedure
- Commitment to fairness in all business dealings. Respect the human rights of other individuals and treat everyone with courtesy and respect.
- Compliance with the Equal Status Acts 2000 to 2018 and Bord na Móna's Equal Opportunities and Dignity at Work Policy and ensuring that all customers and suppliers are treated equally. Avoid discrimination or unfairly judging anyone because of gender, marital/civil status, family status, age, disability, sexual orientation, race, religion, or membership of the traveller community.

5. Obligations

Bord na Móna acknowledge that all employees have a duty to conform to the highest standards. Employees have an obligation to perform their duties honestly, faithfully and efficiently, respecting the rights of their colleagues and other stakeholders. Employees must also adhere to the company's no tolerance approach to racism, discrimination, bullying, victimisation of whistleblowers etc.

Employees should take all reasonable steps to ensure that:

- Bord na Móna fulfils all regulatory and statutory obligations imposed on Bord na Móna including compliance with the Companies Act 2014 and the Code of Practice for the Governance of State Bodies.
- They comply with detailed tendering and procurement procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure in line with the Bord na Móna "Procurement Policy".
- Bord na Móna's property and resources are respected and protected and should avoid using them for any improper purpose. They comply with Bord na Móna's "Anti-Bribery, Corruption and Fraud Policy".
- They comply with Bord na Móna's "Protected Disclosures Policy" and the Protected Disclosures Act 2014.
- They comply with all applicable Bord na Móna policies. Policies are available at <https://bnmproject.sharepoint.com/sites/thehub/Policies/Pages/default.aspx> and <https://bordnamona.workvivo.com/>

6. Work/External Environment

Employees shall take all reasonable steps to ensure that:

- The highest priority is placed on promoting and preserving the health and safety of Employees
- Bord na Móna's obligations to local communities and at a national level are fully considered and any concerns raised are appropriately addressed with designated relevant persons.
- Any detrimental impact of Bord na Móna's operations on the environment is minimised and it continues its commitment to restoration of natural habitats and sustainable energy security for Ireland.

Bord na Móna actively promotes a culture where Employees are encouraged to report wrongdoings or concerns identified in a confidential manner. See Bord na Móna's "Protected Disclosures Policy" for further details regarding this process.

7. Conflicts of Interest

- To ensure stakeholders continue to have trust and confidence in Bord na Móna the following procedures must be observed in relation to the disclosure of real or perceived conflicts of interest: Employees of Bord na Móna should not involve themselves in outside employment or business interests which are in conflict, or in potential conflict, with the business of Bord na Móna, or would prevent them from carrying out their duties.
- Where a question arises as to whether or not a case involved a conflict of interest for an Employee, the matter should be brought to the attention of their Line Manager. Where such cases warrant it, the matter can be escalated to the Head of Business / Function who shall determine the question and their decision shall be final.
- Employees of Bord na Móna must declare in accordance with Section 31 of the Turf Development Act 1998, any direct/indirect interests in relation to:
 - a) any arrangement to which the Bord na Móna Group is a party or a proposed party; or
 - b) any contract or other agreement or proposed contract or agreement with the Bord na Móna Group.

8. Non-Compliance and Sanctions

Failure by an Employee of Bord na Móna to comply with this Code of Conduct will be processed in accordance with Bord na Móna's Disciplinary Policy and Procedure, up to and including dismissal.

Bord na Móna

