

CODE OF BUSINESS CONDUCT FOR

(1) GNI/GNI (UK) BOARD MEMBERS

(2) GNI/GNI (UK) SENIOR MANAGEMENT

(3) DIRECTORS OF GNI & SUBSIDIARY COMPANIES

1.0 INTRODUCTION

- 1.1 GNI's values are Building on Experience, Doing What's Right and Energised for Change. These values define the character of the organisation, guide our actions and decisions and provide a framework for how we interact with our colleagues, customers and stakeholders.

In line with GNI's Doing What's Right value, ethical standards must underpin how business is conducted on a daily basis.

- 1.2 Given GNI's public profile and the visibility of everything that it does, it follows that those in positions of responsibility in the organisation, in particular Board Members, Senior Management and Directors ("**Management**"), must be beyond reproach in their conduct.
- 1.3 GNI complies with the Code of Practice for the Governance of State Bodies issued by the Department of Public Expenditure, Infrastructure, Public Service Reform and Digitalisation (the "**Code of Practice**") and any associated guidance. While the highest ethical standards are required of all GNI personnel, it is necessary, in light of their unique position, to provide requirements for Management (For the purposes of this Code of Business Conduct (the "**Code**"), Senior Management shall mean GNI employees of Grade C and above (including employees of subsidiary companies).
- 1.4 The Code should be read, where applicable, together with warrants of appointment, contracts of employment, and ethical standards of professional bodies to which Management is affiliated. The following policies are also noteworthy in the context of this Code and Management should be very familiar with their requirements -
- Regulation of Lobbying Act Policy (PD4);
 - Protected Disclosures Policy (PD9);
 - Corporate Giving and Sponsorship Policy (PD83);
 - Anti-Fraud, Bribery and Corruption Policy (PD107);
 - Expenses policy;
 - Credit Card Policy and procedures (PD68); and
 - Human Resources policies.

2.0 PURPOSE

- 2.1 The purpose of the Code is to:

- establish an agreed set of ethical principles;
- offer guidance on what actions are acceptable/unacceptable and on expected business behaviours;
- promote and maintain confidence and trust in GNI and its subsidiary companies including the protection of GNI's good name; and
- prevent the development or acceptance of unethical practices.

3.0 SCOPE

- 3.1 The Code applies equally to Board Members, Directors and Senior Management of GNI and its subsidiary companies. For the purpose of the Code, the term “GNI” should be construed as including, Gas Networks Ireland (“GNI”) and its subsidiary companies in any geographic region. GNI may incorporate further subsidiaries from time to time and the Code shall apply to all subsidiaries notwithstanding that they may not be in existence at the time this Code was put in place. The expressions “Board”, “Board Members” and “Directors” shall be deemed to include the boards and directors of GNI and all subsidiary companies of GNI.
- 3.2 It is not possible to envisage all potential scenarios where an ethical issue which is the subject of this Code may arise for Management. Accordingly, both the spirit and particular requirements of this Code must be observed at all times.
- 3.3 Non-compliance with the Code may be treated as a disciplinary matter.

4.0 RESPONSIBILITY

- 4.1 Board Members and the Chief Executive Officer have a responsibility to ensure that the Code is circulated to all Management, who should in turn acknowledge receipt and understanding of the Code.

5.0 INTEGRITY AND ETHICAL STANDARDS

- 5.1 The conduct of Management is governed by the following:
- Sections 10 and 11 of the Gas Regulation Act 2013, which require Board Members and staff of GNI to disclose any interest in any arrangement to which GNI is party and to abstain from voting on the matter;
 - Section 12 of the Gas Regulation Act 2013, which prohibits GNI Board Members and staff of GNI disclosing confidential information obtained while performing functions as a GNI Board Member or a member of GNI staff;
 - The Ethics in Public Office Acts 1995 and 2001; and
 - The Code of Practice.
- 5.2 A detailed briefing on all these obligations is provided to Management on appointment. In addition, the above legislation is readily available on Board Intelligence for Board Members from Secretariat upon request.
- 5.3 Directors of GNI and its subsidiary companies are reminded of their statutory responsibilities under the Companies Act 2014 (as amended). A detailed briefing on these responsibilities is provided to all Board Members on their appointment to the relevant board and the legislation has been made available on Board Intelligence from Secretariat upon request. Similar obligations apply to Directors of GNI (UK) Limited in respect of the UK Companies’ Act 2006.
- 5.4 Supplementary to the legislative position, the Board should note the key elements of the Code of Practice, in particular:
- 5.4.1 A Board Member should absent himself/herself when the Board is deliberating or deciding

on matters in which he/she (other than in his/her capacity as a Member of the Board) or a person or body connected with him/her has an interest. In such cases a separate record (to which the Board Member would not have access) should be maintained.

- 5.4.2 On appointment and on an annual basis thereafter, each Board Member should register with the Company Secretary, in accordance with the register set out in Appendix 1, details in relation to the disclosure of employment and business interests as required by the Code of Practice.
- 5.4.3 Senior Management should complete an annual register of interests similar to the register completed by each Board Member, as set out in Appendix 1.
- 5.4.4 Board Members and Senior Management are required to make disclosures in accordance with the Ethics in Public Office Acts 1995 and 2001 and the regulations made thereunder to the extent that the provisions of these Acts apply to them. Where a Board Member or a member of Senior Management is in doubt as to whether he or she has an obligation under the legislation, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995. While the Code of Practice and the Ethics legislation provide separate disclosure obligations for Board Members, section 5.8 (i) of the Code of Practice provides that where a Board Member is also a designated director for the purpose of the Ethics Acts, the annual statement of interests furnished under the Ethics legislation will suffice for the purposes of the annual disclosure of interests under the Code of Practice. Secretariat will contact all relevant parties in relation to this requirement.

5.5 Related Party Transactions

- 5.5.1 Best corporate practice as outlined in the Companies Act 2014 and International Accounting Standard 24 requires certain information to be made available in relation to third party transactions. This information is required at two levels:
- a) Notification of related party transactions to the Company Secretary in a register of interests in the form set out in Appendix 1; and
 - b) Disclosure of material related party transactions in the financial statements.
- 5.5.2 The definition of “related party” can be found in International Accounting Standard 24, which is available on Board Intelligence for Board Members and from Secretariat upon request.
- 5.5.3 For the avoidance of doubt, the following are related parties:
- Parent company subsidiaries and fellow subsidiaries;
 - Associates and joint ventures;
 - Directors/Board Members;
 - Pension funds;
 - Close family;
 - Key management; and
 - Persons acting in concert – partners.
- 5.5.4 GNI’s external auditor will review all systems to identify any possible related party transactions based on the register of interests maintained by the Company Secretary. The Chairperson of the GNI Board/external auditor will agree on any disclosure necessary.

5.6 Management must ensure that:

- 5.6.1 GNI competes vigorously and energetically but also ethically, honestly and lawfully in Ireland and in overseas markets;
 - 5.6.2 GNI's purchasing activities of goods/services are carried out in accordance with best business practice;
 - 5.6.3 GNI promotes a culture of claiming vouched expenses, only as appropriate to business needs and in accordance with good practice in the public sector generally and the GNI Expenses Policy;
 - 5.6.4 GNI's accounts/reports accurately reflect its business performance and are not misleading or designed to be misleading;
 - 5.6.5 GNI's resources are not used for personal gain or for the benefit of persons/organisations unconnected with GNI or its activities or for the benefit of competitors;
 - 5.6.6 Staff of GNI, at any grade, do not use their position within the organisation to gain personal advantages e.g. discounted personal services from a GNI supplier; and
 - 5.6.7 Information or business secrets are not obtained by improper means.
- 5.7 Equal care should be taken in dealings with public officials abroad and in Ireland, to ensure that every interaction, at every level of GNI (and within its subsidiaries) is ethical, honest and lawful. Management should be familiar with the policies and procedures GNI has in place to prevent fraud, bribery and corruption (in particular PD107). Management must never offer or accept a bribe and must not participate in or facilitate corrupt or illegal activities.
- 5.8 Board Members should bring to the notice of the Board and Senior Management should bring to the notice of the Chief Executive Officer at the tender stage any connection which he or she has with any tender to or by GNI for the provision of products or services. Management should seek to avoid any personal involvement in presentations, submissions or representations relevant to such tender — where exceptionally such involvement is thought to be essential, Board Members should consult the Chairperson in advance. Senior Management should advise the Chief Executive Officer in similar situations.
- 5.9 If a Board Member or a Senior Manager finds evidence of non-compliance with any statutory obligations that apply to GNI or its subsidiary companies, he/she should immediately bring this to the attention of the Chief Executive Officer or fellow Board Members, as appropriate, with a view to having the matter rectified. The matter should also be brought to the attention of the relevant Minister by the Chairperson of the Board indicating the consequences of such non-compliance and the steps that have been or will be taken to rectify the position.
- 5.10 High ethical standards are a matter of trust. The responsibility of Board Members and Senior Management is to honour that trust in the spirit as well as in the letter and to be governed in all company transactions by the fundamental principles of integrity, confidentiality, legality and loyalty. A good example will ensure that proper ethical values are perpetuated and accepted at all levels in the organisation.

6.0 GIFTS, HOSPITALITY AND SPONSORSHIP

- 6.1 As a general principle, subject to the exceptions set out below, Management should avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect, or might be perceived to affect, the ability of the donor or the recipient to act objectively when making business decisions.
- 6.2 If gifts, hospitality, or preferential treatment or benefits are offered or received, Management should apply the principle of integrity in accepting such gifts and hospitality from parties with which GNI does business, or from parties seeking or likely to seek business from GNI. Particular care should be taken not to compromise the high standards expected by GNI in such matters which may give rise to an actual or perceived conflict of interest.
- 6.3 Particular attention is drawn to persons who hold designated directorships in GNI (Board Members and Directors of Subsidiary Companies), or persons who occupy designated positions of employment in GNI (as defined under the Ethics in Public Office Acts 1995 and 2001) to the requirements regarding the disclosure of gifts and hospitality under the Ethics in Public Office Acts.
- 6.4 Management must not use their connections for personal advantage. In particular, they must not request or receive personal services from a supplier or contractor which might be perceived as compromising the exercise of objective judgement in GNI's selection of suppliers or contractors. Similarly, Management must not request discounts from suppliers or contractors for personal services.
- 6.5 Management should be aware that by virtue of the Criminal Justice (Corruption Offences) Act 2018, it is an offence for any Board Member or member of Senior Management to solicit or accept a gift, consideration or "advantage" from any person for himself, herself or another person, as an inducement or reward, in return for any Board Member or member of Senior Management doing, or omitting to do, any act in relation to his or her position or GNI's business.
- 6.6 With respect to GNI's operations or dealings in the UK, it is an offence under the UK Bribery Act 2010 to either entice or reward a person with a financial or other "advantage" to improperly perform his or her duties or to accept financial or other "advantage" in return for the improper performance of a duty. Similar laws apply in many other countries (such as the US).

6.7 Gifts and Hospitality

6.7.1 This does not mean that receiving gifts or accepting modest hospitality is inappropriate in all circumstances. Reasonable, small, appropriate and bona fide gifts, modest hospitality or entertainment given to or received from third parties is generally acceptable in the following circumstances:

- the gift/ hospitality is unsolicited;
- the gift/hospitality is appropriate in the circumstances, taking account of the reason for the gift, its timing and value i.e. it is customary for small gifts to be given at Christmas;
- the gift/hospitality is given openly, not secretly;
- it does not include cash or cash equivalent (i.e. gift vouchers, gift tokens);
- the gift/ hospitality is not given or could not be perceived to be given, with the intention of unethically influencing decision making. Extreme care must be taken where the party offering the gifts/hospitality is seeking to do business with or gain some advantage from GNI;
- the frequency and scale of hospitality is not more than GNI might be expected to give in return;

- the number of Board Members and Senior Management availing of the hospitality is kept to a minimum;
- it does not include the provision of travel or overnight accommodation;
- accepting the gift or availing of the hospitality does not identify GNI in a public way with any particular supplier or contractor; and
- details of the gift/hospitality are disclosed as part of the gifts and hospitality notification process, outlined below at 6.8.

6.7.2 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift/hospitality should always be considered. Particular care should be exercised when tender processes are being conducted.

6.7.3 Details of gifts, benefits, etc. declined by Board Members must be notified to the Chairperson and details of gifts declined by Senior Management must be notified to the Chief Executive Officer. Details of declined gifts must also be included in the quarterly gifts and hospitality return, outlined below.

6.7.4 In circumstances where Board Members are unsure as to whether it is appropriate to accept a gift or hospitality, even after consulting the Code, they should discuss the matter with the Chairperson.

6.7.5 In circumstances where Senior Management are unsure as to whether it is appropriate to accept a gift or hospitality, even after consulting the Code, they should discuss the matter with the Chief Legal Officer or Company Secretary.

6.8 Notification procedures for Board Members, Directors of GNI Subsidiary Companies and GNI Senior Management

6.8.1 On a quarterly basis the Chief Executive Officer is required to provide the Chairperson with details of all gifts and hospitality extended/accepted/declined. Senior Management is required to provide the Chief Executive Officer with details of all hospitality extended/accepted/declined by them, their direct reports and their teams on a quarterly basis.

6.8.2 The Company Secretary is responsible for collating and reviewing all gifts and hospitality returns from Senior Management and providing them to the Chief Executive Officer, as well as providing the Chairperson with the Chief Executive Officer's gifts and hospitality returns. A confidential register of returns is maintained by the Company Secretary and periodically (no less than annually) reviewed by the Head of Internal Audit.

6.8.3 The deliberate non-declaration of gifts or hospitality or other inducements may result in disciplinary proceedings.

6.8.4 Low value hospitality items (tea/coffee/lunch) and gifts of small intrinsic value (e.g. calendars, diaries, pens) do not need to be recorded in the quarterly hospitality return. Industry events providing hospitality (excluding accommodation or travel) with the purpose of providing training and/or continuous professional development do not need to be recorded.

6.8.5 If the Company Secretary considers a gift or hospitality event notified to the register as inappropriate, he will inform the Board Member, Director or Senior Manager, copying the Head of Internal Audit, that this type of gift or hospitality should not be accepted.

6.9 Sponsorship

6.9.1 Sponsorship must never be solicited by Board Members and Senior Management from suppliers, contractors or other persons doing or seeking to do business with GNI. Where sponsorship is offered it

may be accepted only when expressly approved by the Chairperson or Chief Executive Officer.

7.0 INFORMATION SHARING, RETENTION AND CONFIDENTIALITY

- 7.1 Management will support GNI in the provision of access by GNI to general information relating to GNI activities in a way that is transparent and enhances its accountability to the general public.
- 7.2 Users are required to comply with GNI's Acceptable Usage Policy (PD82) when accessing GNI's information assets, hardware devices, computer networks, systems and facilities. Ultimately, all GNI Data (as defined in PD82) belongs to or is the responsibility of GNI. Access to this data is to be granted on a need-to-know basis. Any document, message or correspondence that is created using GNI's resources, whether electronic or paper-based, personal or business-related, belongs to GNI. All end-user devices, including but not limited to laptops, desktops, tablets, smart phones, etc. issued by GNI ("**GNI Equipment**"), and all information stored on GNI Equipment is the property of GNI. All usage of GNI Data or GNI Equipment can and will be monitored for compliance with the Acceptable Usage Policy and for other legitimate business purposes.
- 7.3 The need for observing confidentiality in regard to GNI company affairs is paramount. The unauthorised release of internal, confidential or restricted information (in each case as defined in GNI's Data Classification Standard) directly or indirectly to third parties, including the media, represents a gross breach of trust which can be highly damaging to GNI and is strictly prohibited. This also includes the loss, misuse or disclosure directly or indirectly of internal, confidential or restricted information or the disclosure of proprietary information, for example in relation to competitive matters, the introduction of new services, contracts or property transactions, information not in the public domain, personal data or information received in confidence.
- 7.4 In particular, the attention of Management is drawn to the provisions of Section 12 of the Gas Regulation Act 2013, which prohibits employees of GNI disclosing confidential information obtained while performing functions as a Board Member or a member of staff of GNI. A breach of this statutory duty is an offence liable on summary conviction to a fine. In relation to the disclosure of information, the Chief Executive Officer or his nominee is authorised to:
- discuss, explain and comment on operational and day to day matters relating to the operation of GNI. In practice most queries and responses will be via the Director of Customer & Business Development;
 - respond to queries for clarification of GNI policy; and
 - respond to queries at legal proceedings, Public Enquiries and Oireachtas Committees at which GNI may be in attendance for the purpose of disclosure of information.
- 7.5 In addition to the obligations imposed by Section 12 of the Gas Regulation Act 2013, Board Members and Directors have a duty of care and fiduciary duties to GNI while they occupy their positions. Board Members are obliged to act in the best interests of GNI. The duty of care requires Board Members, amongst other things, to take care to prevent the loss or accidental disclosure of GNI confidential information. The unauthorised disclosure of GNI confidential information by a Board Member or Director constitutes a breach of fiduciary duty. Likewise, the use of GNI confidential information for any purpose other than that for which it was provided to the Board Member or Director constitutes a breach of fiduciary duty.
- 7.6 In certain circumstances, GNI and/or its subsidiaries may hold information which it is appropriate to restrict access to/from other parts of the business, in particular commercially sensitive information regarding customer, financial or regulatory information. To ensure that information is not released or used inappropriately:
- Board Members and Senior Management should release commercially sensitive information only to authorised persons within the business; and
 - If Board Members and Senior Management are unsure whether information is commercially sensitive, or

whether the requester is authorised, Board Members should consult with the Chairperson and Senior Management should consult with their line manager.

- 7.7 Board Members and Senior Management are obliged to comply with GNI's Data Protection Policy (PD64) when sharing information both within the business and externally.
- 7.8 The terms of engagement of consultants employed by Senior Management should be reviewed to ensure that they are subject to appropriate confidentiality obligations in carrying out their services.
- 7.9 Board members and Senior Management should recognise that their behaviour can impact GNI's reputation, especially where they are identified as representing the organisation, and must ensure that they never bring GNI or any of its subsidiaries into disrepute through their personal or professional actions.
 - 7.9.1 The reputation of GNI and its subsidiary companies should never be compromised in any way through inappropriate online interactions, in particular through the use of social media channels. In this regard, all Board Members, Senior Management and staff should not do anything to prejudice the reputation of GNI or any of its subsidiaries when engaging in online activity. Furthermore they should never discuss or disclose internal, confidential or restricted information relating to the organisation either on public media or any online media channels. Board members and Senior Management should familiarise themselves with the Social Media Advocacy Guidelines available on the Zone.
 - 7.9.2 Management should not comment or provide feedback on media related queries and should, where possible, direct such queries to the Director of Customer & Business Development.
- 7.10 Management is required to comply with GNI's Regulation of Lobbying Policy (PD4) which aims to give effect to the obligations and provisions of the Regulation of Lobbying Act 2015 with a view to increasing openness and transparency in respect of any lobbying activities in which GNI engages. Board members and Senior Management should have regard to the principles of the Code of Conduct for Persons carrying on Lobbying Activities as published by the Standards in Public Office Commission in 2018 to ensure that their lobbying activities are carried out ethically and transparently.
- 7.11 Board Members and Senior Management must ensure that all supplier and tender information relating to tender processes in which GNI is involved is treated with the strictest confidence and disclosure of such information, in particular to another interested party, is strictly prohibited.
- 7.12 Board Members and Senior Management will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest and in particular will ensure compliance by GNI with the provisions of Data Protection Law (meaning the General Data Protection Regulation (EU 2016/679), the Data Protection Acts 1988-2018, the European Communities (Electronic Communications Networks & Services) (Privacy & Electronic Communications) Regulations 2011, the EU ePrivacy Directive 2002/58/EC (as amended) and any relevant transposition of these laws, or successor or replacement to those laws (including, when it comes into force, the successor to the ePrivacy Directive), along with guidance published by competent regulatory authorities).
- 7.13 Board Members and Senior Management should take particular care to safeguard all GNI company documents and should exercise due care in communicating such information.
- 7.14 The Freedom of Information Act 2014 (the "**FOI Act**") is in place to enable members of the public to obtain access, to the greatest extent possible consistent with the public interest and the right to privacy, to information in the possession of public bodies. In addition, under the FOI Act, information provided by GNI to public bodies subject to the FOI Act may become the subject of a freedom of information request.
- 7.15 Management must take all steps to ensure compliance by GNI with the provisions of the FOI Act. To maintain the confidentiality of GNI and its subsidiaries' information, Management must ensure that when any commercially sensitive information is submitted to government departments or other public bodies,

appropriate wording is inserted to protect the documentation under the provisions of the FOI Act. In addition, it is important to ensure that appropriate confidentiality agreements are in place to ensure the confidentiality of any information released to consultants/ advisers appointed to assist government departments in relation to any dealings with GNI and its subsidiaries. Queries and concerns in relation to freedom of information can be directed to GNI's Freedom of Information Officer by email to foi@gasnetworks.ie.

- 7.16 Management should be aware that bonds issued by GNI are listed on the Irish Stock Exchange. This requires GNI (as issuer) to comply with the provisions of the European Union (Market Abuse) Regulations (the “**2016 Regulations**”), as applied by section 1366 of the Companies Act 2014, as amended, dealing with insider dealing, market manipulation and disclosures to the market in a controlled and timely manner of information which, when made public, may have a significant effect on the price of such bonds. Any such information should, therefore, be treated with the strictest confidence until released to the market in the required manner. The Treasury function supporting GNI maintains a detailed procedures manual outlining the systems and controls for compliance with GNI's disclosure obligations under the Irish Listing Rules and the 2016 Regulations.
- 7.17 Management should be aware that any attempt to engage in insider dealing (use of confidential information about a company/business gained through employment in that company/business or a stock brokerage, to buy and/or sell stocks or bonds based on the private knowledge that the value will go up or down) or market manipulation (deliberate attempt to interfere with the free and fair operation of the market and create artificial, false or misleading appearances with respect to the price of, or market for, a product, security, commodity or currency) with respect to bonds issued by GNI and listed on the Irish Stock Exchange is strictly prohibited and may constitute a criminal offence. The Company Secretary will maintain a list of all persons within GNI (including Board members) who have, from time to time, possession of information that may be regarded as inside information, together with a register of Persons Discharging Managerial Responsibilities (“**PDMRs**”) and Persons Closely Associated (“**PCAs**”) with any PDMR as required under the 2016 Regulations. The Company Secretary will notify these persons of their obligations in respect of transactions in company securities.

8 OBLIGATIONS

- 8.1 Board Members should use their reasonable endeavours to attend all meetings of the Board including Board committees. Board Members who are Directors of GNI subsidiary companies and other Directors of GNI subsidiary companies should use their reasonable endeavours to attend all meetings of GNI subsidiary companies.
- 8.2 Board Members and members of Senior Management should not disclose any privileged or confidential information, or business or trade secrets of GNI. This obligation does not cease when Board membership or employment has ended and is further referred to below in the section entitled ‘Post Termination Obligations’. All commercial information received while acting in the capacity of a Board Member or employee shall remain confidential indefinitely. Unless required by law or authorised by the Chief Executive Officer or Chairperson of the Board, Board Members and Senior Management shall not disclose confidential information or allow such disclosure. Furthermore, Board Members and Senior Management must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.
- 8.3 Board Members should seek to avoid circumstances in which a conflict of interest may arise as between their role as Board Member and any other employment and/or engagement. Board Members who have any concern that such a conflict may arise should consult with the Chairperson and where relevant should comply with the reporting requirements outlined at section 3 above.
- 8.4 Board Members and members of Senior Management must co-operate fully with Internal Audit in the internal audit process.

- 8.5 Involvement by Senior Management during their engagement as employees of GNI in outside employment/business interests in conflict or potential conflict with the business of GNI is prohibited. A member of Senior Management, who is at any time involved in any gainful employment, and/or the running of any business or company outside GNI must inform his or her line manager in writing. This applies likewise to consultancy and contract work undertaken by members of Senior Management outside their employment. Senior Management in doubt as to whether a particular personal activity or interest is governed by these guidelines should consult the Chief Executive Officer/Chief Legal Officer for an interpretation and a decision.
- 8.6 Each Board Member and member of Senior Management has a responsibility to ensure that:
- 8.6.1 GNI fulfils all regulatory and statutory obligations imposed upon it. If a Board Member finds evidence that there is non-compliance with any statutory obligations that apply to GNI, he/she should immediately bring this to the attention of his/her fellow Board Members with a view to having the matter considered and rectified. The matter should also be brought to the attention of the relevant Minister by the Chairperson indicating (i) the consequences of such non-compliance and (ii) the steps that have been or will be taken to rectify the position;
 - 8.6.2 GNI complies with applicable tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;
 - 8.6.3 GNI does not engage in any practice which distorts or is likely to distort fair and open competition in the procurement/ tender process;
 - 8.6.4 Controls are introduced to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to the claiming of expenses for business travel; and
 - 8.6.5 GNI does not engage in any illegal or criminal activities.
- 8.7 Members of Senior Management are required to seek Board approval for holding membership on the boards of state bodies which are not a subsidiary of or associated with GNI. In accordance with the One Person One Salary rule, GNI employees may not be paid board fees for sitting on the GNI Board or on the boards of any other state bodies. Board Members may not sit on more than two State Boards at the same time unless the specific statutory provisions relating to the particular State body enable such service.
- 8.8 To ensure compliance with the 2016 Regulations, Board Members and Senior Management must seek the permission of the Chief Legal Officer and the Chief Financial Officer before trading in the debt instruments and derivatives or other financial instruments linked to the debt instruments of GNI. GNI employees are required to comply with GNI's Market Abuse Policy (PD 108).
- 8.9 Board Members and Senior Management shall ensure that GNI does not engage in abusive tax avoidance transactions with a view to reducing the amount of tax to be paid by GNI or a party to a transaction in which GNI participates.

9 POST-TERMINATION OBLIGATIONS

- 9.1 These provisions apply to Board Members only; the post-termination obligations of Senior Management are governed by the relevant provisions of their respective contracts of employment.
- 9.2 In accordance with section 5.5 of the Code of Practice, the acceptance by Board Members of a position of employment/engagement where the potential for a conflict of interest with GNI or any part of GNI arises should be avoided for a three (3) month period after the exercise of a function in GNI has ceased. Before taking a position, which will or might involve such a conflict of interest, a former Board Member should consult with the Chairperson.
- 9.3 Former GNI Board Members, in considering whether to accept any position or role, are asked to give due weight to whether the position or role would:

- a) be likely to compromise their ability to comply with continuing obligations to respect the confidentiality of information obtained as a Board Member of GNI; or
- b) be likely to cause material harm to GNI if such harm would not otherwise have arisen had they not been a Board Member of GNI.

9.4 Board Members should not, after their engagement as Members of the Board, disclose any privileged or confidential information, or business or trade secrets (as defined by the European Union (Protection of Trade Secrets) Regulations 2018) of GNI. This obligation does not cease when Board membership or employment has ended. All commercial information received while acting in the capacity of a Board Member shall remain confidential indefinitely. Unless required by law or authorised by the Chairperson, Board Members shall not disclose confidential information or allow such disclosure. Furthermore, Board Members must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

9.5 Board Members should not, after their engagement as Members of the Board, retain documentation obtained during their term or employment. The Company Secretary shall contact Board Members prior to the expiry of their term of office to arrange the return of any documentation (including any copies) that may have been retained during their term of office or otherwise obtain confirmation that all such documentation has been disposed of in an appropriate manner. If former Board Members require access to Board papers from the time of their term on the Board, this can be facilitated by the Company Secretary in appropriate circumstances.

10 RESPECT FOR HUMAN RIGHTS

10.1 GNI values the diversity of the people with whom we work and the contributions they make. GNI has a long-standing commitment to equal opportunity and intolerance of discrimination and harassment. GNI is dedicated to maintaining a workplace that is free from discrimination or harassment on the basis of race, gender, colour, nationality, ethnic or social origin, creed, age, disability, sexual orientation, political opinion or any other status protected by applicable law. The basis for recruitment, hiring, placement, training, compensation and advancement in GNI is qualifications, performance, skills and experience. Regardless of personal characteristics or status, GNI does not tolerate disrespectful or inappropriate behaviour, unfair treatment or retaliation of any kind. Harassment is unacceptable in the workplace and in any work-related circumstance outside the workplace. These principles apply not only to Board Members and Senior Management of GNI but also to the business partners with whom we work.

10.2 GNI conducts its business in a manner that respects the human rights and dignity of all people, endeavouring to comply with all applicable laws and regulations.

10.3 Board Members and Senior Management of GNI are expected to value their colleagues and to treat others with fairness, equality, dignity and respect.

10.4 Board Members and Senior Management are expected never to infringe on human rights.

10.5 Board Members and Senior Management are expected to be alert to any evidence of human rights infringements in our direct operations or in the operations of our business partners and to report any situation in which a human rights infringement is suspected to the Chief Legal Officer.

10.6 GNI takes its obligations in relation to modern slavery (as defined in the UK Modern Slavery Act 2015) extremely seriously. GNI is committed to acting ethically and with integrity in all its business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or our supply chains. It is committed to ensuring that there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chains and we expect the same high standards from our contractors, suppliers and other business partners.

11 FAIRNESS

11.1 Each Board Member and member of Senior Management has a responsibility to ensure that:

- GNI complies with employment equality and equal status legislation;
- GNI is committed to fairness in all business dealings; and
- GNI values its customers and treats all categories of customers equally.

12 WORK/EXTERNAL ENVIRONMENT

12.1 Each Board Member and member of Senior Management has a responsibility to ensure that:

- GNI places the highest priority on promoting and preserving the health and safety of employees;
- GNI ensures that community concerns are fully considered; and
- GNI endeavours to minimise any detrimental impact of its operations on the environment.

13 PROCEDURE FOR NON-EXECUTIVE BOARD MEMBERS IN ACCORDANCE WITH THEIR RIGHT TO TAKE INDEPENDENT PROFESSIONAL ADVICE IF NECESSARY AT GNI'S EXPENSE

13.1 Subject to the following procedures and limitations, Board Members both individually and collectively have the right to consult GNI's professional advisers and, if necessary, seek independent professional advice at GNI's expense in the furtherance of their duties as Board Members.

13.2 A Board Member shall request in writing the consent of the Chairperson to seek independent professional advice under this procedure and shall provide the name of any professional advisers being proposed together with a brief summary of the subject matter and the reasons necessitating such consultation.

13.3 The Chairperson shall provide a written acknowledgement of receipt of the consent request which shall state whether the Chairperson approves the request and, if this is the case, whether the fees for the professional advice sought are payable by GNI under this procedure and also advise the other members of the Board of the request.

13.4 Independent professional advice for the purposes of this procedure shall include legal advice and the advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interest of the Board Member(s) concerned.

13.5 Any advice obtained under this procedure shall be made available to the other Members of the Board where appropriate.

14 RAISING CONCERNS

14.1 In urgent or sensitive situations where confidential advice is required by a member of Senior Management or where concerns arise, which cannot be appropriately addressed through normal channels, these should be directed to the person's line manager, where appropriate. However, if a member of Senior Management feels that this is not appropriate, concerns can be raised directly to the Chief Legal Officer. If neither of these options is appropriate or if an employee does not wish to raise a concern directly to any particular person, then an employee can email (anonymously or otherwise) a confidential email address or leave a message on a confidential voicemail; both options will be directed to the Chief Legal Officer and the Head of Internal Audit (as Anti-Fraud Champion). Details of these confidential communication options are outlined below. In circumstances regarding possible financial improprieties, concerns can alternatively be directed to the Chairperson of the Audit and Risk Committee at the email address provided below.

The following are the contact details for raising concerns under the Code:

Chief Legal Officer: Emer Walsh
Telephone: 087 2901968
Email: emer.walsh@gasnetworks.ie

Confidential email address: Confidential@gasnetworks.ie (directed to the Chief Legal Officer and the Head of Internal Audit):

Confidential voicemail (directed to the Chief Legal Officer and the Head of Internal Audit):
01-892 6633 (external)
6633 (internal)

Chairperson of the Audit and Risk Committee:

Email: auditandriskchairperson@gasnetworks.ie

- 14.2 GNI encourages Senior Management to raise any concerns internally and is committed to addressing these concerns while protecting the employee(s) making the disclosure. In line with that commitment, an employee who has concerns about any aspect of GNI's activities is encouraged and expected to come forward and voice those concerns and may do so without fear of victimisation, subsequent discrimination or disadvantage as a result of the disclosure. Refer to the Protected Disclosures Policy (PD09) for further guidance.
- 14.3 Other, external, reporting channels may also be available as prescribed in sections 7 – 10 of the Protected Disclosures Act 2014 and the December 2015 "External Whistleblowing Policy" of the Utility Regulator for Electricity and Gas Northern Ireland ("UREGNI"), formerly the Northern Ireland Authority for Utility Regulation), based on the Public Interest Disclosure (NI) Order 1998. The UREGNI policy applies in respect of a business that is subject to regulation by UREGNI (at present, GNI (UK) Limited) and relates to qualifying disclosures (including a criminal offence, a breach of a licence or other legal obligation, damage to the environment and an anti-competitive practice) which a person reasonably believes has or will occur or is occurring.
- 14.4 Under the Criminal Justice Act 2011, a person (including GNI, a Board Member and a Director of an GNI subsidiary company or member of staff of GNI) who has information that he or she knows or believes might be of material assistance in preventing the commission of or in solving or prosecuting certain crimes (such as theft and fraud) must disclose that information as soon as it is practicable to do so to the Garda Síochána. A person need not comply with the obligation if he or she has a reasonable excuse for not doing so. Any concern in respect of this provision should be discussed with the Chief Legal Officer.

15 REVIEW

- 15.1 GNI shall review the Code on an annual basis or more often as relevant law, regulation or practice dictates. Updates to the Code will be notified to Board Members and Senior Management. GNI welcomes engagement with Board Members and Senior Management on the provisions of the Code. Any comments or queries relating to the Code can be directed to the GNI Company Secretary.
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APPENDIX 1

GNI

REGISTER OF BOARD MEMBER'S INTERESTS

IN LINE WITH SECTION 5.8 OF THE CODE OF PRACTICE

FOR THE GOVERNANCE OF STATE BODIES

NAME OF BOARD MEMBER: _____

1. Member's Business Interests

Each Board Member is obliged to disclose in this Register details relating to his/her employment and all other business or professional interests including directorships, shareholdings, professional relationships etc. past or present which could involve a conflict of interest or could materially influence the Member in relation to the performance of his/her functions as a Member of the Board.

As a general guideline, shareholdings valued at more than €13,000 should be disclosed. Please set out

details of all such business interests below:

2. Business Interests of Connected Persons and Bodies

Each Board Member is obliged to disclose in this Register the employment and all business interests of the Member's family or a person or body connected with the Member of which he/she is aware or could reasonably be expected to be aware, which could involve a conflict of interest or could materially influence a Member in the performance of his/her functions.

For this purpose persons and bodies connected with a Member should include:

- (a) A spouse, civil partner, parent, brother, sister, child or stepchild;
- (b) A body corporate with which the Member is associated;
- (c) A person acting as the trustee of any trust, the beneficiaries of which include the Member or the persons at (a) above or the body corporate at (b) above; and
- (d) A person acting as a partner of the Member or of any person or body who by virtue of (a) to (c) above is connected with the Member.

Please set out details of all such business interests below:

3. Ongoing Obligation to Disclose

Each Board Member is obliged to furnish to the Secretary details of business interests mentioned in paragraphs 1 and 2 of which he/she becomes aware or could reasonably be expected to become aware during the course of his/her membership.

Full accurate and complete disclosure of business interests is the sole responsibility of the Board Member concerned.

If a Member has a doubt as to whether an interest should be disclosed, that Member should consult the Chairperson of the Board.

4. **Related Party Transactions**

Each Board Member is obliged to disclose in the Register details of all Related Party Transactions (as defined in section 5.5 of the Code of Business Conduct for Board Members).

Please set out details of all Related Party Transactions below:

5. **Declaration**

I HEREBY ACKNOWLEDGE THAT I HAVE RECEIVED A COPY OF THE CODE OF BUSINESS CONDUCT FOR BOARD MEMBERS, SENIOR MANAGEMENT AND DIRECTORS OF GNISUBSIDIARY COMPANIES AND THAT I UNDERSTAND SAME.

I HEREBY DECLARE THAT I HAVE MADE FULL DISCLOSURE IN ACCORDANCE WITH PARAGRAPHS 1-4 INCLUSIVE OF THIS REGISTER.

SIGNED: _____

DATE: ____/____/____