

GNI POLICY DOCUMENT	
<u>GNI/PD/107</u>	

ANTI-FRAUD, BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

Doing what's right is one of GNI's core values. This value defines the character of the organisation, guides our actions and decisions and provides a framework for how we interact with colleagues, customers and stakeholders. Each person working for or on behalf of GNI must maintain the highest ethical standards and must report any suspicions of wrongdoing.

Ethical standards must underpin how we conduct our business on a daily basis. The consequences of committing an act of fraud, bribery or corruption reinforce the need to have robust procedures in place.

This policy is one of a number of policies that has been put in place to set out the ethical behaviour which is expected from all GNI staff, contractors and agents who do business on behalf of GNI. It should be read in conjunction with the policies set out in Appendix A, in particular the Code of Business Conduct (PD 16), the Protected Disclosures Policy (PD 9), and the Regulation of Lobbying Act Policy (PD 4), collectively referred to as the Ethical Behaviour Policies.

2. PURPOSE

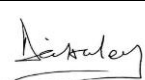
The purpose of this Policy is:

- (a) to set out GNI's position on fraud, bribery and corruption;
- (b) to provide guidance on recognising fraud, bribery and corruption in their various guises, including, but not limited to, disclosing gifts and hospitality in order to ensure transparency; and
- (c) to set out what is expected from those to whom the Policy applies in relation to preventing and reporting acts of fraud, bribery or corruption.

This Policy takes account of statutory obligations set out in legislation, including the following:

- Bribery Act 2010, as amended (UK);
- Public Interest Disclosure (Northern Ireland) Order 1998 (NI);
- Public Interest Disclosure (Prescribed Persons)(Amendment) Order (Northern Ireland) 2022;
- Ethics in Public Office Act 1995 (Republic of Ireland (RoI));
- Standards in Public Office Act 2001 (RoI);
- Criminal Justice Act 2011 (RoI);
- Protected Disclosures Act 2014, as amended by the Protected Disclosures (Amendment) Act 2022 (RoI);
- Companies Act 2014 (RoI);
- Regulation of Lobbying Act 2015 (RoI);
- Criminal Justice (Corruption Offences) Act 2018 (RoI); and
- Economic Crime and Corporate Transparency Act 2023 (UK).

3. POLICY STATEMENT

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Fraud, bribery and other forms of corruption will not be tolerated in GNI. GNI actively promotes a culture where acts of fraud, bribery and corruption are never acceptable. This culture is promoted and led by the GNI Board, Executive and leadership team.

Nobody in GNI, or acting on behalf of GNI, may give or accept, directly or indirectly, a bribe or inducement in any form or solicit a bribe, directly or indirectly. GNI will continue to take steps to prevent and detect fraud, increase awareness of fraud amongst employees and other stakeholders, and create a culture where the reporting of suspicions of fraudulent activity is encouraged and expected.

4. SCOPE

This Policy covers GNI and its subsidiaries in any geographic region. It applies to all Board members and employees of GNI, including consultants, contractors, volunteers, trainees, work experience students, interns, part-time, full-time, casual workers and agency workers and anyone with whom GNI may deal directly or indirectly through supply chain activities.

5. DEFINITIONS AND SAMPLE SCENARIOS

“Bribe” means any advantage whether monetary or other form, including but not limited to, undue influence, receipt of favours and corruption. It should be noted that bribery involves the giving or receiving of anything of value and is not limited to cash. This could include providing business opportunities or favourable contracts.

“Corruption” is an abuse of power that involves acting dishonestly or improperly in return for money, personal gain, or anything of value.

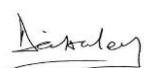
Examples of prohibited behaviour include:

- Offering, promising or giving any form of bribe;
- Agreeing to accept or accepting a bribe;
- Attempting to bribe “officials” (normally staff and appointees of a government);
- The failure by a company to put in place measures to prevent bribery;
- “Covering up” the type of conduct that constitutes or may constitute bribery;
- Use of company funds or assets for any illegal, improper or unethical purpose; and
- Facilitation payments – giving money or goods to government officials to perform, or speed up the performance of an existing duty.

“Fraud” is defined as an intentional act of deceit to obtain or attempt to obtain an unjust/illegal advantage, for example to make a gain (financial or otherwise), to avoid an obligation or to cause loss to another party. For the purposes of this Policy, the term **“fraud”** includes, but is not limited to, attempted fraud.

Examples of prohibited fraudulent behaviour include:

- Theft, misappropriation or unauthorised use of GNI time, funds, property or other assets;
- Accepting or offering kickbacks or bribes for preferential treatment, for example in the supplier selection or work allocation processes;

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- Deliberately creating or manipulating false or misleading financial and/or non-financial information or records. This includes forging or altering financial and/or non-financial information or records, or concealing material financial and/or non-financial facts, for example submission of a false CV;
- Knowingly submitting fraudulent or duplicate receipts or falsifying an expense report;
- Using or disclosing commercial or customer-related data without appropriate authorisation. This includes disclosing confidential information to external parties;
- Manipulation of customer or own employee accounts by GNI employees, for example, inappropriate refunds, credits, discounts or other transactions to employee's own account or accounts of family and friends, unbilled amounts for family and friends, and unauthorised diversion of unmatched payment amounts;
- Deliberate approval by GNI employees of payments for goods and services not actually received by GNI;
- Purchasing items for personal use using GNI funds, for example, creating a purchase order and payment for non-business-related goods and services;
- Use of GNI to defraud third parties, for example, unauthorised individual holding self out to be acting in the capacity of an GNI employee or contractor to gain personal benefit; and
- Deliberately facilitating unauthorised access to GNI assets or information.

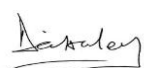
Whether a particular action or payment violates this Policy depends on the particular facts and circumstances. While it is impossible to anticipate all of the possible scenarios that may raise red flags or corruption concerns, below are a few common examples to look out for:

- Giving or receiving gifts or hospitality that may be construed as compromising independence;
- Requests for approval for expenses which are not in line with GNI's Expenses policy;
- Insistence by an employee on dealing with a particular service provider/supplier/bank account him/herself, or insistence of a service provider/supplier on dealing only with a specific employee;
- A third party requests to be paid in cash for services that are typically paid by bank transfer or other non-cash means;
- A third party requests that payments be made to another party, to a third-country bank account, to a specific employee's personal bank account, or through other unusual financial arrangements;
- A third party provides incomplete or inaccurate information in required disclosures or due diligence questionnaire; and
- Minimal details on invoices.

6. RESPONSIBILITY

General

The Chief Executive Officer and the Executive team have ultimate responsibility for the anti-fraud, bribery and corruption agenda within GNI.

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Directors, Heads of Function and Line Managers are responsible for implementing this Policy within their area of responsibility, leading by example and providing guidance to employees reporting to them, with the support of the Chief Legal Officer and the Head of Internal Audit. The Director of People is responsible for communication of the Policy to all new staff during induction.

All parties to whom this Policy applies have a responsibility to be vigilant. None of the conduct set out in Section 5 is acceptable. If you are unsure whether a particular action may constitute a breach of this Policy, you should seek guidance from either the Chief Legal Officer or the Head of Internal Audit as Anti-Fraud Champion. The Chief Legal Officer and the Head of Internal Audit are responsible for overseeing all anti-fraud, bribery and corruption activities including rolling out necessary training to staff, driving awareness initiatives, the provision of guidance and support to all employees and the coordination of investigations where appropriate.

6.1 Anti-Fraud Champion

GNI has appointed the Head of Internal Audit as the organisation's Anti-Fraud champion. The Anti-Fraud champion is the owner of the Anti-Fraud agenda on a day-to-day basis and is responsible for:

- driving the delivery of the Anti-Fraud Strategy; and
- supporting the business as anti-fraud culture is embedded into business-as-usual operations.

The Anti-Fraud champion will be supported by the Chief Legal Officer and the Executive who will lead Anti-Fraud initiatives within their pillar.

All parties to whom this Policy applies have a responsibility to assist in the prevention and detection of fraud perpetrated against GNI. This responsibility includes:

- operating and monitoring the systems of internal controls which promote the prevention and detection of fraud;
- the management of fraud risk; and
- reporting all suspicions of fraud and situations that could allow a fraud to be perpetrated.

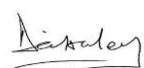
7. TRAINING

Employees must familiarise themselves with this Policy. All employees are required to participate in anti-fraud, bribery and corruption training, read communications, use resources and consult where necessary to stay informed about the laws, professional standards and policies that apply to their work. All new employees must receive specific training as part of their induction process.

8. REPORTING

If any conduct is occurring, may have occurred or is likely to occur in a work related context, and it may constitute an act of fraud, bribery or corruption, employees must report this without delay to their line manager, the Chief Legal Officer or the Head of Internal Audit, depending on the nature of the suspicion. In circumstances where there are potential financial improprieties, concerns can also be directed to the Chairperson of the Audit and Risk Committee at the contact details provided below.

If you do not wish to raise a concern directly to any particular person, then you may send an email to the below confidential email address or leave a message on the confidential voicemail noted below. Both options will be directed to the Chief Legal Officer or the Head of Internal Audit as Anti-Fraud Champion.

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Confidential email address (directed to the Chief Legal Officer and the Head of Internal Audit)

Email: Confidential@gasnetworks.ie

Confidential voicemail (directed to the Chief Legal Officer and the Head of Internal Audit)

01-892 6633 (external)

26633 (internal)

Chairperson of the Audit and Risk Committee

Email: Auditandriskchairperson@gasnetworks.ie

GNI is committed to ensuring that all parties to whom this Policy applies can raise a concern relating to an act of fraud, bribery or corruption or suspicions thereof without fear of penalisation of any nature knowing that confidentiality will be maintained at all times. For further information on how to report a suspected wrongdoing you should consult GNI's Protected Disclosures Policy (PD9).

Discovery of a potential act of fraud, bribery or corruption Dos and Don'ts	
Do	Don't
Do report the incident.	Do not discuss the matter with your colleagues or other parties.
Do report all known facts.	Do not attempt to investigate the matter unless expressly asked to do so by the Chief Legal Officer or Head of Internal Audit.
Do report your concern/the incident immediately.	Do not confront the individual(s) involved.

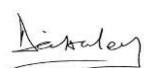
9. INVESTIGATION AND RESULTING ACTION

GNI commits to appropriate investigation of all alleged acts of fraud, bribery or corruption. Every suspicion will be investigated and dealt with appropriately without regard to the position held or length of service of the individual(s) concerned, or their relationship to GNI.

The Chief Legal Officer has primary responsibility for the co-ordination of investigation of all suspected acts of fraud, bribery and corruption as defined in this Policy, and is supported by the Head of Internal Audit as appropriate. In circumstances where, owing to the facts of the matter in question, it is not appropriate for the Chief Legal Officer to coordinate an investigation, then the matter may be referred directly to the Head of Internal Audit as GNI's Anti-Fraud Champion or to the Chairperson of the Audit and Risk Committee at the above email address. No person who suspects or discovers an act of fraud, bribery or corruption should attempt to conduct their own investigation, without the express permission of the Chief Legal Officer and/or the Anti-Fraud champion (as appropriate).

All investigations will be conducted in accordance with the principles of natural justice, fair procedures and relevant collective agreements.

GNI treats all information received confidentially. Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know.

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10. ENFORCEMENT

Any individual who is under investigation for a suspected or confirmed act of fraud, bribery or corruption may be suspended, pending the outcome of the investigation.

Where the allegations are substantiated, disciplinary action up to and including termination of employment may be taken in accordance with the Disciplinary Policy.

The employee's constitutional right to natural justice and fair procedure will be upheld in accordance with all relevant legislation. In this regard, the provision of appropriate representation, if requested, will be considered.

Where the allegations are substantiated and implicate third parties, to whom this Policy applies, GNI may terminate their contract and/or take appropriate action against the individual(s) concerned, including seeking legal redress.

11. IMPLICATIONS OF NON-COMPLIANCE WITH THE POLICY

Non-compliance with this Policy by GNI employees may be treated as a disciplinary matter.

Non-compliance with or by any other party to whom it applies may result in a recommendation to terminate their contract with GNI or to terminate the engagement of the individual(s), within that contracting entity, found to be in breach of the Policy.

12. SPECIFIC AREAS OF APPLICATION

The application of anti-fraud, anti-bribery and anti-corruption rules affects a wide range of activities and operations across the organisation. Some examples are considered in some detail below; however, these are not exhaustive.

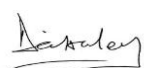
12.1 Hospitality, Gifts and Entertainment

As a general principle, employees and directors should not accept 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. Equally, employees and directors should not offer gifts or hospitality in order to gain preferential treatment or potentially influence decisions.

This does not mean that receiving gifts and hospitality is inappropriate in all circumstances. Gifts or hospitality should be given or received only where they are suitably modest and it is customary and proper (normal recognised business practice) to do so, provided no obligation could be expected or perceived to be expected in connection with the gifts or hospitality.

Please refer to the practical guidelines regarding Hospitality, Gifts and Entertainment set out in the Code of Business Conduct (PD16) for more details on acceptable practices in relation to gifts and hospitality and the requirement to disclose to the Company Secretary details of all gifts and hospitality (received/rejected/extended) for the purpose of recording on a notification register.

12.2 Financial Reporting

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All business transactions must be properly authorised and must be completely and accurately recorded in GNI's and its operating companies' company books, records and accounts. Accurate record keeping is important to establish that GNI has adequate procedures in place to prevent corruption.

These books and records must be maintained with sufficient detail to reflect transactions accurately and fairly, including recording a proper measure of value and the time period when the transaction occurred.

It is expressly forbidden to make false or misleading entries that fail to reflect improper transactions e.g. kickbacks or bribes and/or entries that are falsified to disguise bribes and/or failing to make entries for payments by or to a GNI entity. Controls are in place to ensure these requirements are met, including detailed financial procedures, budgets, finance system automated workflows, external audit process, internal audit process and Audit and Risk Committee oversight of the financial statements. Employees are reminded that they must liaise with Internal Audit where necessary and adhere to all financial controls and approval procedures.

12.3 Supply Chain Activities

Everyone doing business through consultants, intermediaries, subcontractors, distributors, partners, agents or other third parties must ensure that such parties comply with the rules set out in this Policy. Both individuals and GNI Group Companies can be held legally accountable for the actions of such third parties.

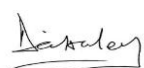
The most important step the organisation can take to protect itself from liability for improper payments made by third parties is to choose our business partners, agents and consultants carefully. All employees and directors must be vigilant in monitoring the activities of third parties on an ongoing basis. Excessive, false or inadequately described payment requests, unusual or overly generous subcontracts, unusual or incomplete documentation and refusals or failures to provide requested documentation may be signs of bribes by third parties.

As part of its risk management and procurement, the following measures are in place with regard to third party relationships:

- All parties with whom we deal must adhere to applicable GNI policies. This policy, together with a number of other GNI material policies, is provided to all tender participants bidding to provide services to GNI and its subsidiaries;
- All parties tendering to provide goods or services must provide detailed company information in order to enable proper assessment of the company and individuals involved;
- GNI's terms and conditions enable audits to take place as part of a policy of ensuring adherence to policies; and
- The Procurement Policy (PD2) requires that the purchase of goods and services is subject to competitive tender to ensure that contracts are awarded fairly and to reputable companies and individuals.

12.4 Landowner Compensation Payments

Processes have been developed for landowner compensation payments associated with Wayleaves and Land Acquisition. These processes place strict controls around the approval of these payments.

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The associated processes in GNI are listed in the table below. Please contact the Land Management Department (Assets and Infrastructure) for more information on these processes and/or Standard Operating Procedures.

Pursuant to these processes, it is the responsibility of all approvers to ensure that they are achieving value for money, taking account of the overall economic impact on the level of compensation payments across all GNI projects.

Business Unit	Guidance Document / SOP
Land Management (Assets and Infrastructure)	Land Management Payment Process AM/BP/115 Wayleave Consent Cases AM/BP/117 Land Management Cheque Payment Procedure (Rev 5)

12.5 Lobbying

Lobbying concerns attempts to influence public and government officials in order to obtain a particular outcome for an organisation or business.

Lobbying should not be used for any corrupt or illegal purposes, or to improperly influence any decision. For detailed guidance on lobbying, refer to PD4, Regulation of Lobbying Policy.

12.6 Charitable donations

GNI has established relationships with specific charities and any donations, or organised events to raise funds for charity must be done with the express approval of the Chief Financial Officer.

Donations involving GNI, including those made through Corporate Social Responsibility (CSR), should not be made without such express approval. Such donations should not be made by members of staff, contractors or other associated persons purporting to act on behalf of GNI, even if made from personal funds.

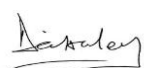
12.7 Sponsorship

All sponsorship must be provided in accordance with GNI's Corporate Giving and Sponsorship Policy (PD83) and with the express approval of the relevant Executive and CSR Steering Group.

No sponsorship should be offered or provided by members of staff, contractors or other associated persons purporting to act on behalf of GNI, even if made from personal funds.

12.8 Donations to Political Organisations

GNI does not align itself with any political organisation and, accordingly, it is a breach of this Policy for any member of staff, contractor or other associated person of GNI purporting to act on GNI's behalf to make or offer donations to any such organisation.

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GNI recognises that employees and directors are free to make their own private political contributions as individual citizens but they will not be compensated or reimbursed by GNI and employees/directors must ensure that they avoid any conflicts of interest between their personal interests and that of GNI.

12.9 Community Gain

Within GNI, “Community Gain” is defined as goodwill for the benefit of communities affected by Strategic Infrastructure Development in the short, medium or long term. Community Gain refers only to Strategic Infrastructure Development Projects being progressed through An Bord Pleanála in accordance with the Planning and Development (Strategic Infrastructure) Act 2006. Community Gain should be approved by the Expenditure Approval Committee as part of a project approval.

13. COMMUNICATING, MONITORING AND REVIEWING

GNI’s Board Members and Directors of GNI’s group companies have been briefed on the terms of this Policy by the Company Secretary and are required to comply with the terms of this Policy.

This Policy is communicated directly to all new employees upon commencement of employment. A copy of this Policy can also be found on the Zone or by contacting Secretariat or HR directly.

This Policy is reviewed annually and is subject to an in-depth review for relevance and materiality every two years. In the intervening period, only material changes are brought to the Board for approval.

14. FURTHER INFORMATION

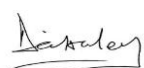
For further information, or advice on any aspect of this Policy, please contact either the Head of Internal Audit, the Chief Legal Officer or the Company Secretary:

Head of Internal Audit	Chief Legal Officer	Company Secretary
Bridget O’Sullivan	Emer Walsh	Liam O’Riordan
bridget.osullivan@gasnetworks.ie	emer.walsh@gasnetworks.ie	liam.oriordan@gasnetworks.ie

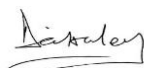
Appendix A

The Anti-Fraud, Bribery and Corruption Policy should be read in conjunction with the following related policies, including but not limited to:

- Code of Business Conduct (PD16);
- Protected Disclosures Policy (PD9);
- Corporate Giving and Sponsorship Policy (PD83);
- Regulation of Lobbying Act Policy (PD4);
- Procurement Policy (PD2); and

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- Other procedures for investigating concerns are set out in our HR policies e.g. the Dignity at Work Policy, the Grievance Policy, the Disciplinary Policy and other policies as may be developed from time to time.

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