

CODE OF BUSINESS CONDUCT FOR

(1) ERVIA/ GAS NETWORKS IRELAND BOARD MEMBERS

(2) ERVIA/GAS NETWORKS IRELAND SENIOR MANAGEMENT

(3) DIRECTORS OF ERVIA/GAS NETWORKS IRELAND SUBSIDIARY COMPANIES

1.0 INTRODUCTION

1.1 Ervia/Gas Networks Ireland's values are collaboration, performance, customer service, safety and integrity. 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.

Ethical standards must underpin how we conduct our business on a daily basis.

1.2 Given Ervia/Gas Networks Ireland's public profile and the visibility of everything that it does, it follows that those filling positions of responsibility in the organisation, in particular Board Members and Senior Management, must be seen to be beyond reproach in their conduct.

1.3 Ervia/Gas Networks Ireland complies with the Code of Practice for the Governance of State Bodies issued by the Department of Public Expenditure and Reform (the "Code of Practice") and any associated guidance. While the highest ethical standards are required of all Ervia/Gas Networks Ireland's personnel and the Code of Practice applies to all as appropriate, it is considered prudent, in view of their special position, to provide more specific guidance in the case of Board Members and Senior Management (for the purposes of this Code of Business Conduct, Senior Management shall mean Ervia/Gas Networks Ireland's employees of Grade C and above .

1.4 The Code should be read in conjunction with warrants of appointment where relevant, contracts of employment where relevant, ethical standards as required by professional bodies to which you are affiliated and the following policies;-

- Regulation of Lobbying Act Policy (PD4);
- Protected Disclosures Policy (PD9);
- Corporate Giving and Sponsorship Policy (PD83);
- Anti-Fraud Policy (PD84);
- Anti-Bribery and Anti-Corruption Policy (PD100); and
- Human Resources policies.

2.0 PURPOSE

2.1 The purpose of this 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 Ervia/Gas Networks Ireland and its subsidiary companies including the protection of Ervia/Gas Networks Ireland’s good name; and
- prevent the development or acceptance of unethical practices.

3.0 SCOPE

- 3.1 This Code of Business Conduct (the “Code”) applies equally to all Directors and Senior Management of Ervia/Gas Networks Ireland’s subsidiary companies. For the purpose of the Code, the term “Ervia/Gas Networks Ireland” should be construed as including Ervia/Gas Networks Ireland and its subsidiary companies in any geographic region. Ervia may incorporate further subsidiaries from time to time and this 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 all subsidiary companies of Ervia/Gas Networks Ireland..
- 3.2 It is impractical to legislate in sufficient detail to cover every eventuality which could arise which would present Board Members or Senior Management with a conflict of interest or other ethical issue. Accordingly, Board Members and Senior Management should be aware that the spirit as well as the precise wording of this Code should be observed at all times
- 3.3 Non-compliance with this 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 this Code is circulated to all Board Members, Senior Management, and Directors of subsidiary companies, who should acknowledge receipt and understanding of this Code.

5.0 INTEGRITY AND ETHICAL STANDARDS

- 5.1 The conduct of Board members and Senior Management is governed by the following:
- Section 13 of the Gas Act 1976 (as amended), which requires Ervia Board Members to disclose any interest in any arrangement to which the company is party and to abstain from voting on the matter;
 - Sections 10 and section 11 of the Gas Regulation Act 2013, which require Board Members and staff of GNI to disclose any interest in any arrangement to which the Company is party and to abstain from voting on the matter;
 - Section 20 of the Gas Act 1976 (as amended) which prohibits officers or servants of Ervia from disclosing information obtained in the performance of their duties;

- Section 12 of the Gas Regulation Act 2013, which prohibits Board Members and staff of GNI disclosing confidential information obtained while performing functions as a Board Member or a member of staff;
 - The Ethics in Public Office Acts 1995 and 2001; and
 - The Code of Practice for the Governance of State Bodies.
- 5.2 Detailed briefing on all of these obligations is provided to all Board Members and Senior Management on appointment. In addition, the above legislation is readily available on Diligent for Board Members and from Secretariat upon request.
- 5.3 Directors of subsidiary companies are reminded of their statutory responsibilities under the Companies Act 2014 (as amended). Detailed briefing on these responsibilities is provided to all Board Members on their appointment to the subsidiary boards and has been made available on Diligent.
- 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 Senior Manager 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 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:

1. Notification of related party transactions to the Company Secretary in a register of interests in the form set out in Appendix 1; and
2. Disclosure of material related party transactions in the financial statements.

5.5.2 The definition of Related Parties can be found in International Accounting Standard 24, which is readily available on Diligent 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 Ervia/Gas Networks Ireland'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 Chairman of the Ervia/Gas Networks Ireland Board/external auditor will agree on any disclosure necessary.

5.6 Board Members and Senior Management should be extremely sensitive to their positions in dealing with third parties so as not to suggest or imply that they are prepared to intervene with Ervia/Gas Networks Ireland on their behalf in any unusual or abnormal fashion.

5.7 Each Board Member and Senior Management shall ensure that:-

5.7.1 Ervia/Gas Networks Ireland competes vigorously and energetically but also ethically, honestly and lawfully in Ireland and in overseas markets;

5.7.2 Ervia/Gas Networks Ireland purchasing activities of goods/services are carried out in accordance with best business practice;

5.7.3 Ervia/Gas Networks Ireland 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 Ervia/Gas Networks Ireland Expenses Policy;

- 5.7.4 Ervia/Gas Networks Ireland accounts/reports accurately reflect its business performance and are not misleading or designed to be misleading;
- 5.7.5 Ervia/Gas Networks Ireland resources are not used for personal gain or for the benefit of persons/organisations unconnected with Ervia/Gas Networks Ireland or its activities or for the benefit of competitors;
- 5.7.6 Staff of Ervia/Gas Networks Ireland , at any grade, do not use their position within the organisation to gain personal advantages e.g. discounted personal services from an Ervia/Gas Networks Ireland supplier; and
- 5.7.7 Information or business secrets are not obtained by improper means.
- 5.8 Equal care should be taken in dealings with public officials abroad as in Ireland, to ensure that every interaction, at every level of Ervia/Gas Networks Ireland (and within its subsidiaries) is ethical, honest and lawful. Board Members and Senior Management should be familiar with the policies and procedures Ervia/Gas Networks Ireland has in place to prevent bribery and corruption (in particular PD100). Board Members and Senior Management must never offer or accept a bribe and must not participate in or facilitate corrupt or illegal activities.
- 5.9 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 Ervia/Gas Networks Ireland for the provision of products or services. Board Members and Senior 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 Chairman in advance. Senior Management should advise the Chief Executive Officer in similar situations.
- 5.10 If a Board Member or a Senior Manager finds evidence of non-compliance with any statutory obligations that apply to Ervia/Gas Networks Ireland 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 Chairman of the Board indicating the consequences of such non-compliance and the steps that have been or will be taken to rectify the position.
- 5.11 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. 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, Board Members and Senior 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, Board Members and Senior Management should bear in mind the fundamental principle of integrity in accepting such gifts and hospitality from parties with which Ervia/Gas Networks Ireland does business, or

from parties seeking or likely to seek business from Ervia/Gas Networks Ireland. Particular care should be taken not to compromise the high standards expected by Ervia/Gas Networks Ireland in such matters or to give rise to an actual or perceived conflict of interest.

- 6.3 Particular attention is drawn to persons who hold designated directorships in Ervia/Gas Networks Ireland (Board Members and Directors of Subsidiary Companies), or persons who occupy designated positions of employment in Ervia/Gas Networks Ireland (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 Board Members and Senior Management must not use their connections within Ervia/Gas Networks Ireland for personal advantage. In particular, they must not request or receive personal services from a supplier or contractor where that might be perceived as compromising the exercise of objective judgement in Ervia/Gas Networks Ireland 's selection of suppliers or contractors. Similarly, Board Members and Senior Management must not request discounts from suppliers or contractors for personal services.
- 6.5 Board Members and Senior 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 Ervia/Gas Networks Ireland’s business.
- 6.6 With respect to Ervia/Gas Networks Ireland’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 under 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 Ervia/Gas Networks Ireland;

- the frequency and scale of hospitality is not more than Ervia/Gas Networks Ireland 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 Ervia/Gas Networks Ireland 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 Chairman 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 or not it is appropriate to accept a gift or hospitality, even after consulting this Code, they should discuss the matter with the Chairman.

6.7.5 In circumstances where Senior Management are unsure as to whether or not it is appropriate to accept a gift or hospitality, even after consulting this Code, they should discuss the matter with the Chief Legal Officer or Company Secretary.

6.8 Notification procedures for Board Members, Directors and Senior Management

6.8.1 On a quarterly basis the Chief Executive Officer is required to provide the Chairman with details of all gifts and hospitality extended/accepted/declined. Senior Management are required to enter the details of all hospitality extended/accepted/declined by them on the Gifts and Hospitality Sharepoint Portal on a quarterly basis. Managers should review the entries made by their direct reports and teams on the portal also.

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 Chairman 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 Ervia/ Gas Networks Ireland. Where sponsorship is offered it may be accepted only when expressly approved by the Chairman or Chief Executive Officer.

7.0 INFORMATION SHARING, RETENTION AND CONFIDENTIALITY

7.1 Board Members and Senior Management will support Ervia/ Gas Networks Ireland in the provision of access by Ervia/ Gas Networks Ireland to general information relating to Ervia/ Gas Networks Ireland activities in a way that is transparent and enhances its accountability to the general public.

7.2 Users are required to comply with the Ervia/ Gas Networks Ireland's Acceptable Usage Policy (PD82) when accessing Ervia/ Gas Networks Ireland's information assets, hardware devices, computer networks, systems and facilities. Ultimately, all Ervia/ Gas Networks Ireland Data (as defined in PD82) belongs to or is the responsibility of Ervia/ Gas Networks Ireland. Access to this data is to be granted on a need-to-know basis. Any document, message or correspondence that is created using Ervia/ Gas Networks Ireland's resources, whether electronic or paper-based, personal or business-related belongs to Ervia/ Gas Networks Ireland. All end-user devices, including but not limited to laptops, desktops, tablets, smart phones, etc. issued by Ervia/ Gas Networks Ireland ("Ervia/ Gas Networks Ireland Equipment"), and all information stored on Ervia/ Gas Networks Ireland Equipment is the property of Ervia/ Gas Networks Ireland. All usage of Ervia/ Gas Networks Ireland Data or Ervia/ Gas Networks Ireland 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 Ervia/ Gas Networks Ireland company affairs is paramount. The unauthorised release of confidential or strictly confidential information directly or indirectly to third parties, including the media, represents a gross breach of trust which can be highly damaging to Ervia/ Gas Networks Ireland and is strictly prohibited. This also includes the loss, misuse or disclosure directly or indirectly of confidential or strictly confidential 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 Board Members and Senior Management is drawn to the provisions of **Section 20 of the Gas Act 1976 (as amended)** which states that a person shall not, without the consent of the Board, disclose any information obtained by him while performing duties as a Member, or employee of the Board. A breach of this statutory duty is an offence liable on summary conviction to a fine. Attention is also drawn to Section 12 of the Gas Regulation Act 2013, which prohibits Board Members and staff of GNI disclosing confidential information obtained while performing functions as a Board Member or a member of staff. 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 Ervia/ Gas Networks Ireland. In practice most queries and responses will be via the Head of Customer Care and Communications;
 - respond to queries for clarification of Ervia/ Gas Networks Ireland policy; and
 - respond to queries at legal proceedings, Public Enquiries and Oireachtas Committees at which Ervia/ Gas Networks Ireland may be in attendance for the purpose of disclosure of information.
- 7.5 In addition to the obligations imposed by Section 20 of the Gas Act 1976 (as amended) and/or by section 12 of the Gas Regulation Act 2013 as the case may be, Board Members have a duty of care and fiduciary duties to Ervia/ Gas Networks Ireland while they remain Board Members. Board Members are obliged to act in the best interests of Ervia/ Gas Networks Ireland. The duty of care requires Board Members, amongst other things, to take care so as to prevent the loss or accidental disclosure of Ervia/ Gas Networks Ireland confidential information. The unauthorised disclosure of Ervia/ Gas Networks Ireland confidential information by a Board Member constitutes a breach of his/her fiduciary duty. Likewise, the use of Ervia/ Gas Networks Ireland confidential information for any purpose other than that for which it was provided to the Board Member constitutes a breach of fiduciary duty.
- 7.6 In certain circumstances, Ervia/ Gas Networks Ireland 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. In order 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 Chairman and Senior Management should consult with their line manager.
- 7.7 Board Members and Senior Management are obliged to comply with Ervia/ Gas Networks Ireland'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 Ervia/ Gas Networks Ireland's reputation, especially where they are identified as representing the organisation, and must ensure that they never bring Ervia/ Gas Networks Ireland and its subsidiaries into disrepute through their personal or professional actions.

- 7.9.1 The reputation of Ervia/ Gas Networks Ireland and their subsidiary companies should never be compromised in any way through inappropriate online interactions, in particular through the usage of social media channels. In this regard, all Board Members, Senior Management and staff should not do anything to prejudice the reputation of Ervia/ Gas Networks Ireland or its subsidiaries when engaging in online activity. Furthermore they should never discuss or disclose confidential or non-public 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 Board Members and Senior Management should not comment or provide feedback on media related queries and should, where possible, direct such queries to the Head of Customer Care and Communications.
- 7.10 Board members and Senior Management are required to comply with Ervia/ Gas Networks Ireland'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 Ervia/ Gas Networks Ireland 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 Ervia/ Gas Networks Ireland is involved is treated in 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 Ervia/ Gas Networks Ireland 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 Ervia/ Gas Networks Ireland 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. Ervia is not subject to the FOI Act. However, Gas Networks Ireland is subject to the terms of the FOI Act. In addition, under the FOI Act, information provided by Ervia/ Gas Networks Ireland to public bodies subject to the FOI Act may become the subject of a freedom of information request.

- 7.15 Board Members and Senior Management must take all steps to ensure compliance by Ervia/ Gas Networks Ireland with the provisions of the FOI Act. In order to assist in maintaining the confidentiality of Ervia and its subsidiaries' information, Board Members and Senior Management should 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 Ervia/ Gas Networks Ireland and its subsidiaries. Queries and concerns in relation to freedom of information can be directed to Ervia's Freedom of Information Officer by email to foi@gasnetworks.ie.
- 7.16 Board Members and Senior Management should be aware that bonds issued by Gas Networks Ireland are listed on the Irish Stock Exchange. This requires Gas Networks Ireland (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 in 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 Gas Networks Ireland's disclosure obligations under the Irish Listing Rules and the 2016 Regulations.
- 7.17 Board Members and Senior 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 Gas Networks Ireland 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 Ervia/ Gas Networks Ireland (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 (PDMR's) and Persons Closely Associated (PCA's) 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 Ervia/ Gas Networks Ireland subsidiary companies should use their reasonable endeavours to attend all meetings of Ervia/ Gas Networks Ireland 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 Ervia/ Gas Networks Ireland. 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

Chairman of the Board, Board Members or Senior Managers shall not disclose confidential information or allow such disclosure. Furthermore, Board Members and Senior Managers 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 Chairman 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 Ervia/ Gas Networks Ireland in outside employment/business interests in conflict or potential conflict with the business of Ervia/ Gas Networks Ireland 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 Ervia/ Gas Networks Ireland 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 Ervia/ Gas Networks Ireland 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 Ervia/ Gas Networks Ireland, 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 Chairman 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 Ervia/ Gas Networks Ireland complies with applicable tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;
 - 8.6.3 Ervia/ Gas Networks Ireland 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 Ervia/ Gas Networks Ireland 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 funded bodies which are not a subsidiary of or associated with Ervia/ Gas Networks Ireland. In accordance with the One Person One Salary rule, Ervia/ Gas Networks Ireland employees may not be paid board fees for sitting on the Gas Networks Ireland 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 In order 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 Gas Networks Ireland. Further details are available in the Market Abuse Procedures, System and Controls manual available from Treasury.
- 8.9 Board Members and Senior Management shall ensure that Ervia/ Gas Networks Ireland does not engage in abusive tax avoidance transactions with a view to reducing the amount of tax to be paid by Ervia or a party to a transaction in which Ervia/ Gas Networks Ireland 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 Ervia/Gas Networks Ireland or any part of Ervia/Gas Networks Ireland arises should be avoided for a three (3) month period after the exercise of a function in Ervia/Gas Networks Ireland has ceased. Before taking a position which will or might involve such a conflict of interest, a former Board Member should consult with the Chairman.
- 9.3 Former Ervia/Gas Networks Ireland Board Members, in considering whether or not 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 Ervia/Gas Networks Ireland; or
 - b) be likely to cause material harm to Ervia/Gas Networks Ireland if such harm would not otherwise have arisen had they not been a Board member of Ervia/Gas Networks Ireland.
- 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 Ervia/Gas Networks Ireland. 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 Chairman, 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. In the event that 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 Ervia/Gas Networks Ireland values the diversity of the people with whom we work and the contributions they make. Ervia/Gas Networks Ireland has a long-standing commitment to equal opportunity and intolerance of discrimination and harassment. Ervia/Gas Networks Ireland 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 Ervia/Gas Networks Ireland is qualifications, performance, skills and experience. Regardless of personal characteristics or status, Ervia/Gas Networks Ireland 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 Ervia/Gas Networks Ireland but also to the business partners with whom we work.
- 10.2 Ervia/Gas Networks Ireland 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 Ervia/Gas Networks Ireland 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 Ervia/Gas Networks Ireland has a zero-tolerance approach to modern slavery (as defined in the UK Modern Slavery Act 2015). We are committed to acting ethically and with integrity in all our 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. We are 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:-
- Ervia/Gas Networks Ireland complies with employment equality and equal status legislation;
 - Ervia/Gas Networks Ireland is committed to fairness in all business dealings; and

- Ervia/Gas Networks Ireland 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:-

- Ervia/Gas Networks Ireland places the highest priority on promoting and preserving the health and safety of employees;
- Ervia/Gas Networks Ireland ensures that community concerns are fully considered; and
- Ervia/Gas Networks Ireland 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 ERVIA/GAS NETWORKS IRELAND'S EXPENSE

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

13.2 A Board Member shall request in writing the consent of the Chairman 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 Chairman shall provide a written acknowledgement of receipt of the consent request which shall state whether the Chairman approves the request and, if this is the case, whether the fees for the professional advice sought are payable by Ervia/Gas Networks Ireland 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.

14.0 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 Senior Manager 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 Chairman of the Audit and Risk Committee at the email address provided below.

The following are the contact details for raising concerns under this Policy:-

Chief Legal Officer

Claire Madden

Telephone: 021 - 4534205

Email: claire.madden@gasnetworks.ie

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

Confidential@gasnetworks.ie

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

[01-8230333 (external)] [To be confirmed pre publication]

30333 (internal)

Chairman of the Audit and Risk Committee

Email: auditandriskchairman@ervia.ie

- 14.2 Ervia/Gas Networks Ireland 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 Ervia/Gas Networks Ireland'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 (as amended) 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 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 Ervia/Gas Networks Ireland, a Board Member and a Director of an Ervia/Gas Networks Ireland group company or member of staff of Ervia/Gas Networks Ireland) 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.

15.0 REVIEW

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

APPENDIX 1

ERVIA/GAS NETWORKS IRELAND

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 step-child;
- (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 at 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 ERVIA SUBSIDIARY 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: _____