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THE
Shannon
AIRPORT GROUP



Code of Business Conduct for Employees Policy

Version 1.4

Date: September 2023

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1. Policy Statement

The Shannon Airport Group's diverse role and business activities means that employees are in continuous contact with one another and with a very wide range of customers, clients, bodies, groups and businesses, across a broad spectrum of often sensitive business relationships. It is imperative that The Shannon Airport Group maintains its reputation for reliability and integrity in pursuit of business success, through the adherence to the very highest standards in business ethics by all of its employees. It is critical that The Shannon Airport Group observes best practice in this area and is in full compliance with the *Code of Practice for the Governance of State Bodies 2016* issued by the Department of Public Expenditure and Reform (the "Code of Practice"), the provisions of which apply to all The Shannon Airport Group employees as appropriate. In so doing The Shannon Airport Group aims to affirm its professional reputation and maintain the confidence and trust that others place in our business.

2. Purpose and Scope

This Code of Business Conduct for Employees (the "Code") applies to all employees of The Shannon Airport Group including all employees of The Shannon Airport Group's subsidiary companies. In this Code the expression "The Shannon Airport Group" shall be deemed to include all subsidiary companies of The Shannon Airport Group. The Code is intended to assist employees in maintaining a high level of ethical practice in the execution of their work duties at The Shannon Airport Group. The Code provides standards by which the propriety of employees' actions can be determined. It is made available to employees so that proper self-regulation can be effected. The Code applies to all employees whether full-time or employed on a temporary contract, part-time or agency basis. The standards also apply to employees on forms of special leave including career break, except where rendered inappropriate by the context (e.g. rules relating to behaviour at work in the case of employees on career break). The terms 'employee' and 'staff' are used interchangeably throughout this policy document and denote individuals with a current valid The Shannon Airport Group (or a subsidiary of The Shannon Airport Group) contract of employment.

It is not possible to provide for every situation that could arise that would present Employees with a conflict of interest. Accordingly, Employees should be aware that the spirit as well as the precise wording of the Code should be observed. As such, if an employee is in any doubt about any particular matter, management should be consulted.

Breaches of the Code may be regarded as a breach of discipline and will be dealt with in accordance with The Shannon Airport Group Disciplinary Procedure.

3. Objectives

The objectives of this Code are as follows:-

- The establishment of an agreed set of ethical principles
- The promotion and maintenance of confidence and trust; and
- The prevention of development or acceptance of unethical practices.

4. The Shannon Airport Group Mission Statement

The Shannon Airport Group mission statement is:

“Build sustainable livelihoods and a vibrant economy for our people and region, by shaping opportunities in aviation and property”.

5. The Shannon Airport Group Core Values

The Code is based on The Shannon Airport Group Core Values, as listed below. These values must underpin each employees approach to their own individual business conduct in the course of their work as a The Shannon Airport Group employee and must be adhered to by all employees.

- People
- Partnership
- Pride
- Perseverance

6. Guiding Principles and Obligations

The key requirement of the Code is that as part of The Shannon Airport Group workforce, employees must all operate and be seen to operate to the very highest standards of business ethics. The specific standards that are required of all employees are set out under sub-paragraphs 6.1. to 6.12.

6.1 Personal Performance in the Work Environment

The Shannon Airport Group strives to maintain a positive and supportive work environment within which all employees can prosper collectively to ensure the company achieves optimum commercial performance. In this context, The Shannon Airport Group employees will:

- perform all duties with full effort, skill and knowledge and maintain proficiency in all aspects of assignments undertaken.

- foster the highest possible standards of individual professional competence for oneself and amongst those for whom one may have managerial responsibility for.
- attend work as required and observe fully the company's Absence Management Policy, holiday leave and other attendance requirements.
- act in a responsible manner (refraining from conduct such as Intoxicants abuse that might impair work performance).
- ensure non-discriminatory language is used in all communications both internal and external, including display material and documents in electronic form.

In the conduct of relations in the work environment, The Shannon Airport Group employees will:

- show due respect for all colleagues, including their values and beliefs.
- ensure that personal behaviour does not endanger or cause distress to colleagues or otherwise cause disruption in the workplace.
- ensure that colleagues or customers are not discriminated against on the basis of their gender, race, sexual orientation, membership of the travelling community, disability, age, civil status, family status or religious belief.
- observe and support The Shannon Airport Group on Equal Opportunity and Respect & Dignity in the Workplace.

In delivering services to its customers The Shannon Airport Group is committed to using the principles of quality customer service for customers of the Public Sector and the principles of business excellence to exceed customer expectations. This requires The Shannon Airport Group employees to:

- value and treat all customers equally and deal with customers efficiently, promptly, impartially and in a courteous manner.
- identify themselves to customers with whom they are dealing.
- never make misrepresentations or dishonest statements to anyone.
- adhere to appropriate standards of presentation in terms of dress code and personal appearance and strive to achieve value added in all responses.

In using The Shannon Airport Group resources and assets, The Shannon Airport Group employees will:

- show reasonable care for company property, resources and funds and not use them or permit their use for unauthorised purposes.
- avoid the use of The Shannon Airport Group's resources or time for personal gain, for the benefit of persons/organisations unconnected with the company or its

activities, or for the benefit of competitors, and commit not to acquire information or business secrets by improper means.

- comply with controls introduced to prevent fraud, including adequate controls to ensure compliance with the company's Travel & Expenses Policy and other relevant The Shannon Airport Group guidelines in relation to the claiming of expenses for business travel, and ensuring that personal expenses are not unnecessarily incurred.
- co-operate with procedures and investigations which the company may be required to carry out from time to time. These include, but are not limited to, audit and investigations such as those required under Respect and Dignity or Health and Safety protocols.

6.2 Personal Integrity in the Work Environment

The Shannon Airport Group conducts all business transactions in accordance with best business practice. In competition for business we will do so vigorously and energetically but also ethically and honestly. The principle of integrity requires that each employee should be open, truthful and honest in their dealings with The Shannon Airport Group, and in all business dealings or transactions on behalf of The Shannon Airport Group. This requires employees to:

- avoid using individual positions, or company resources or time for personal benefit or for the benefit of persons or organisations not connected with the company.
- understand the characteristics of the relationships The Shannon Airport Group enjoys with clients, suppliers, managers of the operation, other stakeholders, etc, and act accordingly.
- ensure The Shannon Airport Group tendering and purchasing procedures, as well as the detailed approved levels of authority for approval of expenditure are strictly adhered to.
- ensure that all supplier and tender information relating to tender processes in which The Shannon Airport Group is involved is treated in the strictest confidence and disclosure of such information, in particular to another interested party, is strictly prohibited.
- not accept any money, significant gifts, material, service or hospitality, which might affect, or could reasonably appear to affect, an individual's ability to make independent judgments on business transactions, from a customer or supplier.
- not disclose details of confidential company matters or client matters to third parties or to the media, except such disclosures as may be required by law.
- ensure that there is no conflict or potential conflict between outside employment /business interests and the business of The Shannon Airport Group.

- comply with The Shannon Airport Group 's policies.

6.3 Loyalty to The Shannon Airport Group

All employees have a primary duty to be loyal and committed to The Shannon Airport Group as their employer. The Shannon Airport Group requires all employees to conform to the highest standards of business ethics.

Employees will;

- ensure that while engaging in any outside activity it does not in any way impair one's ability to give regular and satisfactory service to the company. In all matters, The Shannon Airport Group must remain the employee's priority.
- when considering engaging in an outside business activity (whether for remuneration or otherwise) an employee will, prior to commencement, obtain written approval from The Shannon Airport Group. Where it is agreed by The Shannon Airport Group (acting reasonably) that the activity will not affect the employee's duties within The Shannon Airport Group, written approval will be given to the employee, which will be subject to regular review.

6.4 Conflict and Disclosure of Interest

Due to the sensitive nature of business activities carried out across a wide spectrum, guidelines are necessary to ensure that all transactions and assignments are handled with absolute integrity. Particular attention is drawn to Section 26 of the State Airports (Shannon Group) Act 2014, which sets out the requirements where an employee has a material interest in any contract, agreement or arrangement or proposed contract, agreement or arrangement to which The Shannon Airport Group or its subsidiaries is a party.

All Employees are required to disclose in writing to their manager details of any conflict of interest which might affect their impartiality in carrying out their duties as soon as they become apparent including;

- any interest, shareholding or possible conflict of interest an employee has with any firm or organisation from which The Shannon Airport Group and its subsidiaries purchases supplies, works or services, or through whom The Shannon Airport Group or its Subsidiaries proposes to sell property or services;
- any interest of an employee's immediate family (spouse, civil partner, children, parents, brothers and sisters) that could involve such a conflict of interest.

Where a conflict of interest situation could arise for an Employee, he/she must desist from dealing with the contract giving rise to that situation and may not attempt in any way to influence The Shannon Airport Group or its subsidiaries decision on the matter.

Impartiality must exist and be seen to exist in the conduct of all assignments and transactions The Shannon Airport Group undertakes, in order to conform with the highest standards of business ethics.

6.5 Disclosure of Information

6.5.1 Confidentiality

Employees should not either during or after their engagement by The Shannon Airport Group;

discuss, disclose or otherwise reveal any privileged or confidential information in connection with the Company's business or the business of any individual or firm which can be classified as a client of the Company, with any third party; or

- accept positions of employment and/or engagement that could give rise to a potential conflict of interest.

6.5.2 Interaction with the Media and Other Agents

The Shannon Airport Group must ensure that all material is presented to the media in a professionally co-ordinated and positive fashion. All media queries must be referred to Corporate Communications who have primary responsibility in this regard. Within a framework agreed with Corporate Communications, relevant employees may be allowed to respond to media queries on matters of which they have particular knowledge.

For any other external enquiries employees should always consult with management, who will then advise on the appropriate course of action.

6.5.3 Data Protection

Employees must comply with the Data Protection laws and The Shannon Airport Group Data Protection Policy. "*Data Protection laws*" means all laws and regulations, including laws and regulations of the European Union, the European Economic Area and their member states, applicable to the Processing of Personal

Data under the Agreement. These include, but are not limited to the Data Protection Acts 1988-2003, European Union Directive 95/46/EC and European Union Regulation 2016/679 and any amending legislation.

6.6 Outside Activities/ Work on Behalf of External Bodies

Employees may not engage in any outside activities which would conflict with the interests of The Shannon Airport Group, be inconsistent with their official duties, or impair their ability to give continuous, punctual and satisfactory service. In particular, these activities are not permitted:

- specialised work similar to that for which the employee is ordinarily employed.
- any commercial, financial or investment interests in companies which are customers, suppliers or competitors of the businesses of The Shannon Airport Group.

Employees must immediately inform their manager if in the course of their official duties they come up against a matter associated with an activity or business interest where they have an involvement, or indeed in cases where an employee's spouse or close family relative is involved. They may be requested to discontinue the outside activity or to dispose of the financial interest. Alternatively, changes may be made within the employee's terms of reference to avoid the possibility of conflict of interests.

However, due to the nature of The Shannon Airport Group businesses, employees may from time to time be invited to undertake work or carry out tasks on behalf of outside bodies or individuals during normal working hours, which is unconnected with the work of the company. Such requests may involve lecturing, delivering papers at conferences, or other assignments. Where such invitations are received, employees must formally request approval in writing from their manager in advance of taking on any assignment. Written approval must be received from the company in advance of any such assignments being undertaken. Employees must remit to the company payment in respect of work undertaken during working hours.

6.7 Acceptance of Gifts, Other Benefits, Hospitality and Sponsorship

6.7.1 Gifts & Other Benefits

It is essential that all transactions with suppliers, clients and customers are conducted to the highest ethical standards. Employees should not solicit or accept directly or indirectly any monetary gifts, payments, fees, sponsorship, services or

loans from any person or business entity that does or seeks to do business with, or in competition with The Shannon Airport Group.

Particular attention is drawn to persons who occupy designated positions of employment in The Shannon Airport Group (as defined under the Ethics Acts) to the requirements regarding the disclosure of gifts and hospitality under the Ethics in Public Office Acts, 1995 and 2001.

Employees should be aware that by virtue of the Prevention of Corruption Acts 1889-2010, it is an offence for an employee 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 Employee doing, or omitting to do, any act in relation to his or her position or The Shannon Airport Group business.

Therefore in light of the above, employees may only accept gifts or other benefits provided that:-

- the gift/benefit is unsolicited;
- the gift/benefit is not being offered in an attempt to influence decision making;
- the gift/benefit is not being offered by a person or an agent of a person seeking to obtain a contract from The Shannon Airport Group;
- to do so would not effect or appear to effect the employee’s ability to make independent judgements on business transactions.
- public disclosure of the transaction would not embarrass The Shannon Airport Group.
- to do so will impose no obligation on either the employee or The Shannon Airport Group.
- gifts are items of nominal intrinsic value and not more than one gift from a single source is accepted in any year; or
- they are advertising and promotional materials, not of substantial value, and clearly marked with the company or brand name.

Business gifts of small intrinsic value, i.e. not exceeding €100 in value can be accepted, e.g. diaries, calendars, bottle of wine or spirits, provided the gift is unsolicited and not more than one gift is accepted from any source in a particular year. Gifts in excess of €100 in value should be declined. With management approval, an employee may accept customary business amenities such as meals

and entertainment provided these are considered reasonable and are infrequent in occurrence.

In all other cases, gifts, etc., should be returned to the sender, with a note advising that acceptance would be contrary to The Shannon Airport Group policy. In no circumstances may cash or cash vouchers be accepted.

Details of gifts, benefits, etc., returned by employees must be notified at once to their relevant line manager.

The same principles of integrity should be applied to gifts an employee is considering, offering a gift to a customer, client, supplier or business executive. An employee may not give any gift which would unduly influence that entity's relationship with The Shannon Airport Group.

Employees should advise their manager of details of any gifts/entertainment offered and/or received. In circumstances where it is difficult to determine what is and what is not acceptable, in terms of gifts or entertainment, employees should seek the advice of management.

6.7.2 Hospitality

It is impossible to lay down strict rules covering the acceptance of hospitality in all circumstances. The overriding concern is that The Shannon Airport Group employees are all above suspicion and that our dealings with commercial and other interested parties should bear the closest possible scrutiny. There is no objection to the acceptance of what is regarded as modest hospitality, the most obvious examples being a business lunch/dinner, social/sporting events and golf outings.

Modest hospitality should not be allowed by an employee to reach a position whereby it might be deemed by others to have been of influence in the making of a business decision, as a consequence of accepting such hospitality. Hospitality of a significant nature must be declined. In cases where doubt exists, employees should consult their manager for guidance.

On a monthly basis direct reports are required to provide details of all hospitality extended/accepted by them to the relevant The Shannon Airport Group Executive, if applicable.

6.7.3 Sponsorship

Sponsorship must never be solicited by employees from suppliers, contractors or other persons doing or seeking to do business with The Shannon Airport Group. Where sponsorship is offered it may only be accepted when expressly approved by the Chief Executive Officer.

6.8 Legal Compliance

The Shannon Airport Group's policy is to comply with all Statutory and Regulatory requirements governing the operation of its businesses. To ensure this approach is complied with, The Shannon Airport Group employees are required to:

- comply with the policies and procedures outlined by The Shannon Airport Group.
- comply with Health & Safety regulations and The Shannon Airport Group's Health & Safety Management System in their day to day activities.
- comply with all internal regulations and procedures designed to prevent fraud or injury to persons or the properties of The Shannon Airport Group, or the interest of The Shannon Airport Group generally.
- comply with all relevant employment legislation.
- comply with the provisions of the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001 (Ethics Acts) and in particular make the appropriate disclosure of interest provided for in the Ethics Acts to The Shannon Airport Group where an employee holds an office designated under the Acts.
- comply with all rules, regulations and guidelines in relation to competitive tendering for the procurement of goods or services.
- comply with The Shannon Airport Group policies relating to compliance with the Data Protection Act, 1988 and 2003.
- comply with the Companies Act 2014.
- comply with the requirements of the State Airports (Shannon Group) Act 2014.

6.9 Health & Safety

The Shannon Airport Group actively promotes workplace health and safety. It is the policy of the company to provide, in so far as is reasonably practical, healthy and safe working conditions for all employees, contractors and visitors to its workplaces and to enlist the active support of employees, contractors and visitors in achieving such conditions. The company fulfils its objectives by:

- implementing standards of health, safety and welfare that comply with the provisions and requirements of the Safety, Health and Welfare at Work Act 2005 and all other relevant statutory provisions and codes of practice.
- committing to continual improvement by taking corrective actions when necessary, providing appropriate training, performance measuring, auditing and management review meetings.

6.10 Cessation of Employment

Upon cessation of an employee's employment with The Shannon Airport Group, all company property, including any documentation which contains company information, must be returned by the employee. Employees are likely to have obtained confidential information in the course of their career. The obligations relating to non-disclosure of confidential or privileged information does not cease when employment has ended. Employees must advise the company in writing of further employment which may give rise to a conflict of interest. Employees should consult with The Shannon Airport Group Human Resources (and their contract of employment if applicable) to answer any queries that may arise in this regard.

6.11 Raising Concerns

In urgent or sensitive situations where confidential advice is required by Senior Management or where concerns arise which cannot be appropriately addressed through normal channels these should be directed to the line manager, where appropriate counsel may be provided.

The Shannon Airport Group encourages employees 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 The Shannon Airport Group'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. Concerns should be raised to the employee's line manager, as set out in section 6 of the Protected Disclosures Policy, which is available on The Shannon Airport Group intranet.

6.12 Protection of the Environment

The protection of the environment is one of the most important factors that will determine the quality of life of the present and future generations. In this regard, The Shannon Airport Group pursues its business in an environmentally friendly manner. All employees will note

that environmental considerations should be taken into account in policy formulation and the potential environmental impact should be assessed at the earliest possible stage in the business planning and decision making process.

7. Related Policies

This policy should be read in conjunction with the approved The Shannon Airport Group policies available on the *Policy Library* on The Shannon Airport Group intranet homepage. Employees are required to comply with both the statutory and policy documents which govern the business operations of The Shannon Airport Group. This policy, the policies provided on the intranet policy suite, and the legal instruments named in this document, while very thorough, are not intended to be a complete and comprehensive list of all such documentation.

8. Policy Review Procedure

This policy will be reviewed every 3 years or as required e.g. changes in Legislation.