



IRISH CONTINENTAL GROUP

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1.0 INTRODUCTION

ICG values its reputation and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs. The actions and conduct of our staff as well as others acting on our behalf are key to maintaining these standards.

We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implement and enforce effective systems to counter bribery.

2.0 LEGISLATIVE FRAMEWORK

This policy is drafted pursuant to the Bribery Act 2010 (UK), and The Criminal Justice (Corruption Offences) Act 2018 (IRL). The Prevention of Corruption Law 1920 (Cyprus), Sapin II French Anti-Corruption Law 2016, (France), Dutch Criminal Code 1994

3.0 PURPOSE OF THE POLICY

The purpose of this policy is to:

- (a) set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- (b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

This policy is not intended to prohibit the following practices provided they are appropriate, proportionate and are properly recorded:

- (a) fast tracking a process which is available to all on the payment of a fee; and/or
- (b) providing resources to assist a person or body to make a decision more efficiently, provided that it is for this purpose only.

4.0 SCOPE

For the purpose of this policy ICG refers to Irish Continental Group plc and its subsidiaries, Irish Ferries Limited (trading as Irish Ferries and Dublin Ferryport Terminals), Eucon Shipping and Transport Limited, Contarga Limited and Belfast Container Terminals (BCT) Limited.

The policy applies strictly to all employees, partners/directors, agents, consultants, contractors and to any other people or bodies associated with ICG, within all regions, areas and functions.

5.0 THIRD PARTIES

In this policy, third party means any individual or organisation we come into contact with during the course of our work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

Actions by third parties for which the Company may be held responsible i.e. associated persons could expose us to risk under the Act. Third parties will only be engaged where there is a clear business rationale for doing so, with an appropriate contract. Any payments to third parties will be properly authorised and recorded and effective payment controls are currently in place for third party payments. Higher risk referral or supplier arrangements should be subject to enhanced due diligence procedures. Supplier and outsourcing contracts will include appropriate clauses to reflect our zero tolerance of bribery and corruption and the requirement for them to have appropriate policies to prevent.

6.0 GIFTS AND HOSPITALITY

The provision of gifts and hospitality are relatively common when doing business and are not unlawful. However, gifts, hospitality, and political or charitable donations will be bribes if they are given or received with the intention of influencing business decisions.

It is therefore important for ICG to clearly set out its policy on what is and what is not acceptable, taking into account the nature of our business, standard practice within the industry and the jurisdictions in which we operate.

7.0 GENERAL PROHIBITION

- 7.1 it is not acceptable for us (or someone on our behalf) to:
- 7.2 give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- 7.3 give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure;
- 7.4 accept payment from a third party that you know, or suspect is offered with the expectation or hope that it will obtain a business advantage for them;
- 7.5 accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- 7.6 gambling – including gambling with customers, suppliers or other business partners, irrespective of whether the participants are using their own money or Company funds;
- 7.7 other forms of entertainment that may be considered inappropriate, irrespective of whether the participants are using their own money or Company funds;
- 7.8 threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- 7.9 engage in any activity that might lead to a breach of this policy.

8.0 DONATIONS

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices.

9.0 EMPLOYEE RESPONSIBILITIES

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for ICG. All staff are required to avoid any activity that might lead to, or suggest, a breach of this policy and report any concerns or suspicions that a breach of this policy has occurred or may occur in the future.

Any employee who breaches this policy will face disciplinary action, which may result in dismissal for gross misconduct. ICG reserves the right to terminate our contractual relationship with other workers if they breach this policy.

10.0 CONSIDERATIONS

Staff must consider all of the following factors when deciding to give, accept, or approve a business courtesy:

- 10.1 is a legitimate business purpose for the proposed courtesy;
- 10.2 the relationship between the staff and the giver/recipient, and the status of any the transaction or negotiation between them;
- 10.3 whether business courtesies have been exchanged in the previous 3 months
- 10.4 the total market value of the business courtesy, and whether it is reasonable giving or accepting the business courtesy would be a conflict of interest
- 10.5 whether the recipient is permitted to accept the proposed courtesy under their employer's policies.

Staff with the ability to influence Company spending with a particular vendor or supplier should exercise particular caution when giving or accepting any business courtesies. Never accept a business courtesy if it would adversely impact your ability to make decisions in the Company's best interest or create the appearance that it could do so.

11.0 FREQUENCY OF BUSINESS GIFTS AND COURTESIES

As a general principle, staff should not give or accept business courtesies involving the same customer, supplier or business partner more than twice in any 3-month period.

When it comes to entertainment (defined as travel, lodging, meals, services, recreation, etc. with a customer, supplier or other business partner), a reasonable level is an acceptable part of the business relationship-building process. When the staff and customer, supplier or business partner are both participating, or in attendance, the frequency of entertainment may exceed twice in 3 months, so long as the frequency is moderate and does not create an appearance of impropriety.

12.0 PRE-APPROVAL REQUIREMENTS

Business courtesies of more than €100 per person in value require written pre-approval as they may create an appearance of impropriety. Business courtesies entail more risk as their values increase.

Value of Business Courtesy Per Person (Given or Accepted)	Approval Required
≤ €100	No pre-approval required
> €100 - ≤ €250	Written pre-approval from the employee's direct manager
> €250 - ≤ €500	Written pre-approval from the employee's head of department
> €500	Written pre-approval from executive

Email approval can suffice as written pre-approval for a proposed business courtesy. The sample language below may be used when requesting approval from your management chain and should include the following information

- Whether giving or receiving a gift / courtesy
- Description of gift or courtesy
- Value of gift/ courtesy and for how many persons
- Name, Title and Employer of External Giver / Recipient
- The business purpose of this gift / courtesy

- Confirm whether ICG does or does not have business pending with the person / or company
- Confirm that ICG has not exchanged business gifts/ courtesies with the Giver/ Recipient in the previous 3 months.

13.0 RECORD KEEPING

We maintain financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties and record hospitality or gifts accepted or offered to employees.

14.0 PROTECTION

Staff who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. ICG aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken, as per our Whistleblowing Policy.

ICG is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

15.0 TRAINING AND COMMUNICATION

Training on this policy forms part of the induction process for all new workers. All existing staff receive training on how to implement and adhere to this policy.

ICG's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

16.0 REVIEW OF POLICY

An annual risk assessment of the financial crime risks that ICG is exposed to is undertaken and regular monitoring takes place

17.0 REPORTING OF BUSINESS GIFTS AND COURTESIES

Staff must maintain a personal log of their business courtesies. At the end of each year, staff must email a list of their business courtesies for to HR.Department@irishferries.com for that current year.

18.0 POLICY AMENDMENTS

This policy does not alter or amend employees' contracts of employment or form a part of any such contract of employment. ICG may amend or change this policy from time to time to reflect legislation and to ensure best practice.

Should you have further queries, or require clarification on any aspect of this policy, please contact the HR department