
Code of Conduct – Employees



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1. Purpose

This Code of Conduct sets out the principles and standards expected of employees in the course of their work at BnM. It provides guidance on conduct, decision-making, and representing BnM in dealings with colleagues and with the people and communities served.

This Code of Conduct is part of the appropriate arrangements and structures put in place that are, in the Directors' opinion, designed to secure material compliance with the company's "relevant obligations" under the Companies Act 2014. In addition, the Code ensures BnM's compliance with the provisions of the *Code of Practice for the Governance of State Bodies*.

The objectives of this code are to:

- Establish a set of ethical principles for all Employees.
- Promote and maintain confidence and trust in BnM, in all its business and in its Employees.
- Prevent the development, continuance, or acceptance of unethical practices.
- Ensure that all BnM's business is transacted with integrity.

2. Policy Scope

The provisions of this Code shall apply to the business of BnM plc and all its subsidiaries ("BnM Group"). Employees are obliged to comply with policies and procedures, applicable statutory provisions, Employee regulations, work rules and any standards and Code of Practice adopted by BnM. This Code of Conduct is binding on all Employees (including those on any type of leave).

"Employees" shall mean all employees of a BnM Group company, on a permanent basis or any temporary contract including but not limited to special purpose contracts and fixed term contracts.

It is not possible for a set of rules or guidelines to provide for all situations which may arise. Accordingly, the spirit as well as the letter of this Code of Conduct should be observed. It is primarily the responsibility of Employees to ensure that all their activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in these procedures.

3. Responsibilities

Role	Responsibilities
HR Responsibilities	<ul style="list-style-type: none">• To ensure that the Code of Conduct and procedure is clearly communicated and understood by all parties.• To provide advice and guidance on the implementation of the Code of Conduct and procedure.• To ensure the quality and integrity of the overall Code of Conduct is maintained for all concerned.• Responsible for this Code of Conduct and update of the Code for any future amendments.• Annual review of the Code of Conduct to assess if any updates are required.
Line Manager Responsibilities	<ul style="list-style-type: none">• To effectively implement the Code of Conduct with support from HR as required.• To apply the Code of Conduct in a fair and consistent manner.• To contact HR Operations for any clarifications regarding the Code of Conduct.
Employee Responsibilities	<ul style="list-style-type: none">• Take corrective action to address non-compliance with this Code of Conduct within their business unit where necessary.• To ensure understanding, compliance and adherence to the Code of Conduct Policy as outlined below.• To contact their Line Manager for any clarifications regarding this Code of Conduct.

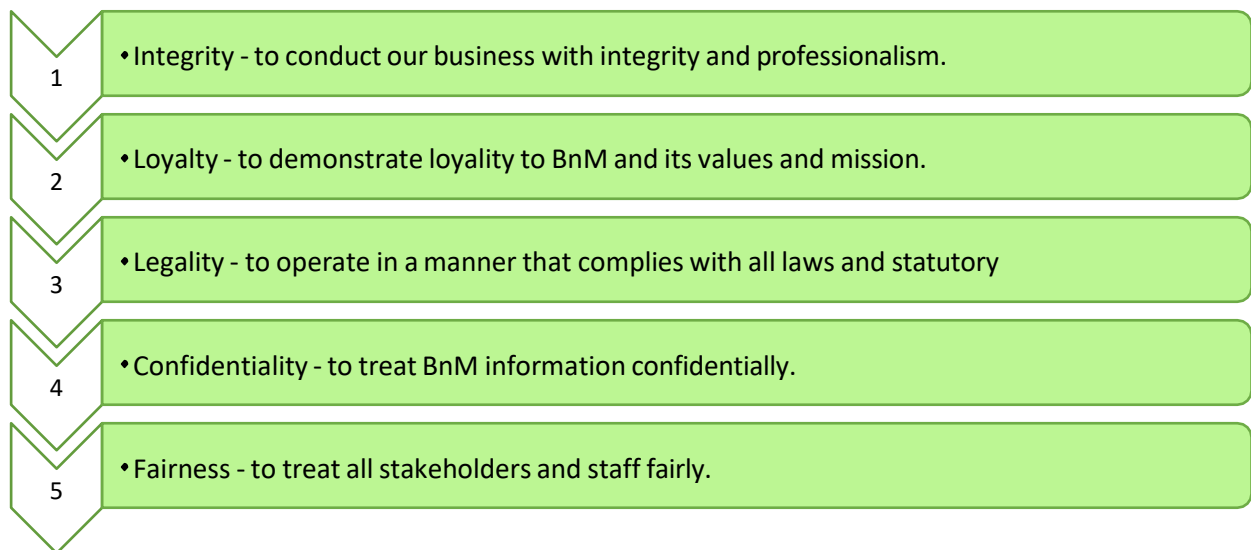
4. BnM Values

BnM's values describe who we are and how we work together to achieve our purpose. Employees are expected to demonstrate these values in day-to-day decisions, behaviours and interactions with colleagues, customers, communities, suppliers, partners and all other stakeholders.

- Centered in People – We care for each other, our communities, and our shared future.
- Act with Courage – We challenge ourselves to think differently and make bold decisions for lasting impact.
- United for Impact – We collaborate across teams and disciplines to deliver results that matter.
- Deliver with Pride – We take ownership, celebrate success, and are proud of what we achieve together.
- Regenerate for Good – We act today to restore and sustain our environment for generations to come.

5. Underlying Principles

This Code is based on the following underlying principles.



5.1. Integrity

BnM is committed to honesty, integrity, and transparency in all its dealings. Therefore, it is essential that all Employees conduct themselves, and are seen to conduct all activities, to the highest standard possible.

Employees should behave with integrity, this will require:

- non-disclosure of privileged or confidential information (this obligation does not cease when employment in BnM has ended).
- Employees should not be involved in outside employment / business interests in conflict, or in potential conflict, with the business of BnM.
- Avoidance of giving or receiving corporate gifts, hospitality, preferential treatment, or benefits, which might affect or appear to affect the ability of the donor or the recipient, to make independent judgement on business transactions.
- Commitment to conduct business ethically, honestly, impartially and with diligence.
- Strict compliance with all BnM policies and procedures and internal controls. Promoting efficiency, reducing risk of asset loss, and helping to ensure the accuracy of financial statements and compliance with law and regulations.
- Avoidance of the use of BnM resources or time for any personal gain, for the benefit of persons / Organisations unconnected with BnM or its activities or for the benefit of competitors.
- Ensuring that all statements, publications, and communications issued on behalf of BnM are accurate and truthful and are not misleading or designed to be misleading.
- Commitment not to acquire information or business secrets by improper means.
- Employees should not drink alcohol during the normal working day, this includes lunchtime and other official breaks, or at official work-based meetings and events. Drinking alcohol while at work without authorisation or working under the influence of alcohol will be dealt with under the BnM Intoxicants in the Workplace and Disciplinary Policy & Procedure and may lead to disciplinary action up to and including dismissal.

5.2. Information

Employees should take all reasonable steps to ensure that information is handled responsibly including:

- Respect the confidentiality of privileged and confidential information obtained by reason of employment with BnM, both during the course of and following cessation of employment. This would constitute material such as:
 - Commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring),
 - Personal information; and
 - Information received in confidence by BnM.
- Ensuring business records are complete, accurate and appropriately authorised. Report accurately on financial and non-financial information in order to meet BnM's legal and regulatory obligations.
- Observance of appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- Being particularly careful when using the internet and email, regardless of the device, so as not to expose BnM's information systems to harm. Use IT systems for lawful purposes. Compliance with relevant statutory provisions (e.g., Data Protection, AIE Directive). Making sure to handle personal data with care.

5.3 Loyalty

Employees are expected to be loyal to BnM and fully committed to all its business activities while mindful that BnM must at all times take into account the interests of its shareholders. Employees are also expected to be loyal to the BnM values and behaviours for success.

5.4 Fairness

Employees shall take all reasonable steps to ensure:

- Compliance with the Employment Equality Acts 1998 to 2015 and BnM's Equality, Diversity and Inclusion Policy and Procedure
- Commitment to fairness in all business dealings. Respect the human rights of other individuals and treat everyone with courtesy and respect.
- Compliance with the Equal Status Acts 2000 to 2018 and BnM's Equal Opportunities and Dignity at Work Policy and ensuring that all customers and suppliers are treated equally. Avoid discrimination or unfairly judging anyone because of gender, marital/civil status, family status, age, disability, sexual orientation, race, religion, or membership of the traveller community.

6. Obligations

As a purpose-driven business, BnM is trusted to do the right thing. All employees have a duty to meet the highest standards and to carry out their roles honestly, faithfully and efficiently, while respecting the rights of colleagues and other stakeholders. BnM has a no-tolerance approach to racism, discrimination, bullying and the victimisation of whistleblowers.

Employees should take all reasonable steps to ensure that:

- BnM fulfils all regulatory and statutory obligations imposed on BnM including compliance with the Companies Act 2014 and the Code of Practice for the Governance of State Bodies.
- They comply with detailed tendering and procurement procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure in line with the BnM "Procurement Policy."
- BnM's property and resources are respected and protected and should avoid using them for any improper purpose. They comply with BnM's "Anti-Bribery, Corruption and Fraud Policy."
- They comply with BnM's "Protected Disclosures Policy" and the Protected Disclosures Act 2014.
- They comply with all applicable BnM policies. Policies are available on WorkVivo.

7. Work/External Environment

The work undertaken by BnM impacts people, places and the environment. Employees shall take all reasonable steps to ensure that:

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- The highest priority is placed on promoting and preserving the health and safety of Employees.
- BnM's obligations to local communities and at a national level are fully considered and any concerns raised are appropriately addressed with designated relevant persons.
- Any detrimental impact of BnM's operations on the environment is minimised and it continues its commitment to restoration of natural habitats and sustainable energy security for Ireland.

BnM actively promotes a culture where Employees are encouraged to report wrongdoings or concerns identified in a confidential manner. See BnM's "Protected Disclosures Policy" for further details regarding this process.

8. Conflicts of Interest

- To protect the trust and confidence of stakeholders, transparency is required in relation to real or perceived conflicts of interest: Employees of BnM should not involve themselves in outside employment or business interests which are in conflict, or in potential conflict, with the business of BnM, or would prevent them from carrying out their duties.
- Where a question arises as to whether a case involved a conflict of interest for an Employee, the matter should be brought to the attention of their Line Manager. Where such cases warrant it, the matter can be escalated to the Head of Business / Function who shall determine the question and their decision shall be final.
- Employees of BnM must declare in accordance with Section 31 of the Turf Development Act 1998, any direct/indirect interests in relation to:
 - a) any arrangement to which the BnM Group is a party or a proposed party; or
 - b) any contract or other agreement or proposed contract or agreement with the BnM Group.

9. Code of Conduct Training

HR will deliver Code of Conduct training at induction for all new staff and thereafter on a periodic basis for relevant staff, at a minimum every two years, and more frequently where required by changes in law/regulation, significant updates to this policy, or where a heightened risk is identified for particular roles or business activities. Training will be delivered online via an approved training platform, which will maintain a record of training invitations, completion status and completion dates. All employees assigned the training are required to complete it within the specified timeframe and to confirm that they have completed the training and understood the content. Training assignments will be determined using a risk-

based approach, prioritising roles or functions with higher exposure, and may also be triggered by specific incidents, audit findings or management request.

10. Non-Compliance and Sanctions

Failure by an Employee of BnM to comply with this Code of Conduct will be processed in accordance with BnM's Disciplinary Policy and Procedure, up to and including dismissal.



REV April 2026

