


TRICEL GROUP POLICY		
	Subject: Anti-bribery and Corruption Policy	
	Issued By: Finance	IFS Doc No: 1455208
	Approved By: David Flahive	Rev: 0

1.0 PURPOSE:

Tricel Group's policy is to conduct all of its business in an honest and ethical manner. We are committed to acting professionally, fairly and with integrity in all dealings and relationships and implementing and enforcing effective systems to counter bribery and corruption.

The purpose of this policy is to:

- Set out our responsibilities and of those working for us in observing and upholding our position on bribery and corruption; and
- provide information and guidelines to those working for us to recognize and deal with bribery and corruption issues

1.1 TO BE READ IN CONJUNCTION WITH:

This policy should be read in conjunction with Tricel Group's *Protective Disclosure Policy (Ref .IFS 1439464)*.

1:2 SCOPE

This policy sets out the standards expected of all our employees in relation to bribery and corruption. This policy is also relevant for third parties who perform services for or on behalf of Tricel Group. We expect employees and third parties to abide by this policy, or have in place equivalent policies and procedures to combat bribery and corruption wherever Tricel Group operates. We are aware of the serious risks that non-compliance brings, should employees or service providers fail to comply. Tricel Group aims at all times to have suitable and proportionate structures and processes in place to identify and manage risks, to ensure that any breaches are appropriately and proportionately escalated in a timely fashion.


1.3 OUT OF SCOPE

N/A

2.0 RESPONSIBILITIES

Tricel Group's Board of Directors has overall responsibility for ensuring this policy complies with legal and ethical obligations. The Executive Committee has overall responsibility for ensuring that all persons who work for or on behalf of Tricel Group comply with the policy.

The Group CEO has primary and day-to-day responsibility for implementing this policy, ensuring that all employees are given adequate and regular training on it, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption. Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy. Comments, suggestions and queries should be addressed to the Group CEO.

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3.0 POLICY

WHAT ARE BRIBERY AND CORRUPTION?

Bribery is offering, promising, giving or accepting any financial or other advantage to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage. A bribe does not need to be a monetary sum. A bribe can be a type of gift, consideration or **advantage** offered or requested, for example, an award of contract, a discount in commercial transaction or an offer of employment.

A contract or transaction does not need to have been won or completed for a corruption offence to have been committed. Similarly, a recipient does not need to benefit personally from a bribe – it may be the intended beneficiary is a third party or company. Finally, bribery can occur in the private sector as well as the public sector.

A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

Tricel Group policy incorporates two straightforward rules that all employees must adhere strictly to:

- Do not offer, promise or pay bribes
- Do not request, agree to or accept bribes


Corruption is an abuse of a position of trust in order to gain an undue advantage. The risks of corruption are not always obvious. Accordingly, employees should follow these principles:

- Do not make payments to someone (or favour them in any other way) if you know that this will involve someone misusing their position (or them performing their functions improperly).
- Do not misuse your position (or perform your functions improperly) in connection with payments (or other favours) for yourself or others.
- Do not deliberately use advantages to try to influence foreign public officials for business reasons. If you need to promote Tricel Group's business with a foreign public official, always check in advance with your company's director.

WHAT YOU MUST NOT DO

It is not acceptable for you (or someone on your behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality for the purpose of receiving a business advantage, or of rewarding a business advantage already given;
- give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome
- accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your company director;

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- threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any other activity that might lead to a breach of this policy.

Facilitation Payments

Facilitation payments are typically small payments paid to speed up an administrative process or secure a routine government action by an official and are most frequently encountered in foreign jurisdictions with perceived high corruption risks.

Facilitation payments are bribes and prohibited by this policy.

Facilitation payments should be contrasted with official, lawful payments (typically to an organisation rather than an individual) to expedite certain functions (e.g. where there is a choice of fast track services to obtain a passport).

Tricel Group's policy strictly prohibits any kind of facilitation payments made by employees, agents or third parties acting on its behalf.


If you are unsure as to the validity of an official's request for a payment, the steps below should be followed as far as they are applicable and as far as it is possible for you to do so without putting your personal safety or security at risk:

- If possible, contact your line manager immediately.
- Ask the official for proof of the validity of the payment.
- Request that a receipt be provided confirming the validity of the payment.
- If no proof of validity will be provided, politely decline to make the payment and explain you cannot make the payment because of company policy and anti-bribery laws.
- If possible, ask to see the official's supervisor.
- Make a full note of the request, the circumstances and the parties involved. At all times remain calm, respectful and polite.

If you find you are in fear for your safety or at risk of loss of liberty, do not refuse the payment. In all circumstances, report any demand for facilitation payments to your line manager.

HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage. If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your line manager or Group CEO or report it in accordance with Tricel's Whistleblowing Policy as soon as possible to seehearspeakup@tricel.ie. If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your line manager or the Group CEO.

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PROTECTION

Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We 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. We are committed to ensuring no one suffers any detrimental treatment because 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. If you believe that you have suffered any such treatment, you should inform your line manager or the Group CEO immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.


TRAINING AND COMMUNICATION

An explanation of this policy forms part of the induction process for all individuals who work for us, and training will be provided on it periodically. Our 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

Gifts and Hospitality

This policy is not meant to prohibit the giving or receiving of reasonable and proportionate gifts and hospitality, subject to the following rules:

- They are appropriate in all the circumstances and there is no risk or perception that they might improperly influence the recipient.
- They do not contravene any rules applying to the individual to whom the hospitality or gift is offered (i.e. any policy that another organisation has in place) or any laws applying to that other person.
- The expenditure in question is not related in time to some actual or anticipated business with the recipient, particularly in a competitive context.
- In the case of hospitality provided or received, it is intended to foster cordial relations or has legitimate marketing purposes and:
 - The level of hospitality is appropriate with regard to the recipient and their organisation.
 - There are no "add-ons" such as inappropriate overnight accommodation, travel costs, or sundry or lavish expenses.
- In the case of gifts, these should never be cash and must be modest at all times, such as a token of appreciation on a festival or at another special time such as the completion of a project with a customer/supplier, and where there is no risk of them being misconstrued as a reward, an inducement or other corrupt act.
- In the case of any gift or hospitality to be provided to a public official, this must also be approved in advance by your Group CEO.

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- All offers of hospitality and gifts given or received above €30 (or equivalent amount in local functional currency) shall be approved in advance by your line manager.

4.0 MONITORING AND REVIEW

Monitoring and review contributes to the continuous improvement of the anti-bribery programme. It checks that the design is sound, implementation is effective and identifies areas for improvement. In addition, through early detection of 'red-flags' and potential incidents of bribery, such monitoring can act as a deterrent to bribery.

Monitoring and review can draw on a wide range of sources including the views of employees, internal systems and controls and internal and/or external audits of the relevant business area. Senior management should regularly review how the anti-bribery programme is implemented and report on this to the Board of directors.

Key elements of best practice

Continuous improvement: Through monitoring the anti-bribery programme, identify aspects which could be improved or where the process and procedures could be simplified to ensure that the programme is as effective and efficient as possible.

Focus: Ensure close and regular monitoring of high-risk functions and transactions. As a safety control, use statistical sampling to select spot checks to avoid risks being overlooked.

New technology: Use technology to manage the monitoring process, enable collaborative working, record data and information, provide a monitoring/audit trail and carry out automated data analysis to monitor for red flags and suspicious transactions.

Independent review: Engage external independent reviewers to test and provide confidence in the anti-bribery programme, as well as provide a different perspective on existing processes and procedures and where improvements can be made.

Review by leadership: Report on results of monitoring to senior management and the Board and ensure that improvements are implemented where deficiencies have been identified.

5.0 SUPPORTING DOCUMENTATION

Revenue legislation in all countries in which business operates.

6.0 ACKNOWLEDGMENT AND COMPLIANCE

All relevant staff members will be trained and periodically updated on the policy.