

	Anti-Bribery Policy	Issue Date: 13/10/2017	Page 1 of 4
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1. Purpose

The purpose of this document is to set out the Anti-Bribery and Corruption Policy of Glenveagh Properties plc (“Glenveagh” or “the Company”). This policy will set out the general requirements on bribery and corruption as well as specifically in relation to gifts and hospitality, sponsorship, charitable and political contributions, facilitation payments and using agents or other intermediaries.

The Company will comply with the requirements of applicable laws, including the ‘Prevention of Corruption (Amendment) Act 2010’ and good practice on the prevention of bribery and other corrupt practices.

Glenveagh is committed to doing business with our suppliers, customers and other parties in a way that is fair, transparent and benefits everyone involved. It is our policy to conduct all of our business in an honest and ethical manner. 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.

2. Scope

This policy applies to all directors, officers and employees of the Company and its subsidiaries (together referred to as “the Group”); whether permanent or temporary, as well as seconded workers, contractors, external consultants, agency workers, volunteers, interns and trainees or any other person in receipt of payment for service to the Group. This policy should be read in conjunction with the Conflicts of Interest Policy, Insider Trading Policy and Share Dealing Code.

3. Definitions

Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.

Bribery includes offering, promising, giving, accepting or seeking a bribe.

Corruption is the misuse of office or power for private gain. Bribery is a form of corruption.

Facilitation Payments are any payments to a government official in any country to facilitate or speed up a routine or necessary procedure.

4. Policy requirements

4.1 General requirements

All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your direct manager or any member of the Executive Committee.

All directors and employees must never:

- Offer, promise, give, accept or seek a bribe;
- Give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received in return or to reward any business received;
- Make a payment or offer a personal advantage to someone if they know or believe that this will involve that person or any other person misusing their position or performing their functions improperly;

- Misuse their position or perform their functions improperly in connection with any payments or other personal advantage offered or provided to them or to any other person;
- Accept any offer from a third party that you know or suspect is made with the expectation that the Company will provide a business advantage for them or anyone else;
- Give or offer a facilitation payment; or
- Threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

4.2 Gifts and Hospitality

This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining the Company's image or reputation, or marketing the Company's business.

Gifts and hospitality may only be offered or accepted where they are infrequent, reasonable and not excessive and where there is no risk that they will improperly influence or be seen to improperly influence a decision.

A gift or hospitality will not be appropriate if it is unduly lavish or extravagant or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).

Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. No gift should be given if it could be misconstrued as a reward, an inducement or other corrupt act. Gifts must not include cash or cash equivalents (such as vouchers) or be given in secret. Gifts must be given in the Company name and not in your name.

Providing or accepting hospitality is only allowed where its purpose is to develop legitimate business relationships. It must be proportionate having regard to the recipient and the organisation concerned.

No director or employee should offer, promise or give a gift or hospitality if they are aware or should be aware that it is in breach of the rules of the organisation where the recipient works or applicable laws on what they can accept.

You must declare and keep a written record of all hospitality or gifts given or received. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

All employees must obtain approval from their direct manager before providing any gifts or hospitality in excess of hospitality in the normal course of business (i.e. coffee/ lunch with a value <€100 per head).

The Company Secretary maintains a 'Gift and Hospitality Register' to record all gifts and hospitality provided and received by its employees with a value in excess of €200.

	Anti-Bribery Policy	Issue Date: 13/10/2017	Page 3 of 4
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Gifts with a value in excess of €200 may only be provided and accepted when approved within the following requirements:

- All gifts and hospitality with a value between €200 and €500 must be approved by the relevant Head of Department; and
- All gifts or hospitality with a value in excess of €500 must be approved by the CEO.
- All gifts and hospitality provided and received by the CEO with a value in excess of €200 may only be provided and accepted when approved by the Chairperson of the Board.
- All gifts and hospitality provided and received by directors with a value in excess of €200 may only be provided and accepted when approved by the Chairperson of the Board.

It is the responsibility of all directors and employees to ensure they declare all gifts and hospitality received or provided, to the Company Secretary for recording in the Gift and Hospitality Register.

4.3 Sponsorship, Charitable, and Political Donations

Sponsorship and charitable donations made by the Company must be approved in advance by a member of the Executive Committee.

Requests for sponsorship may not be made by Company employees to customers, suppliers or other third parties without approval from their direct manager.

Political contributions must be approved in advance by the CFO or CEO.

All amounts paid for sponsorship, charitable and political donations must be notified to, and recorded in detail by the Company Secretary.

4.4 Facilitations Payments

Facilitation payments are considered a bribe and are not permitted. If any employee has a concern or suspects a requested payment could be considered a facilitation payment, they should immediately raise this concern with their direct manager or any member of the Executive Committee.

4.5 Agents, Intermediaries and Third Parties

The Company has a responsibility to ensure that any third parties engaged by us do not engage in bribery or other forms of corrupt practices on our behalf. It is the responsibility of Senior Management to:

- Carry out due diligence on any potential new third parties, contractors or other agents to be engaged by the Company to check if they have a history of involvement in bribery, corruption or other illegal or improper practices;
- Ensure that Company expectations and requirements with regard to anti-bribery and corruption (as set out in this policy) are clearly communicated to the third party. The requirements may be included as a clause in the contract as necessary; and
- Implement controls over the third party relationship to ensure the third party does not engage in bribery or other corrupt practices on our behalf.

- All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

5. How to raise a concern

If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your direct manager or report it in accordance with our Whistleblowing Policy as soon as possible. If you would be uncomfortable or otherwise reluctant to notify your direct manager, then you can notify any member of the Executive Committee.

If the CEO or a director are offered a bribe, or are asked to make one, or if the CEO or a director suspect that any bribery, corruption or other breach of this policy has occurred or may occur, the CEO or director must notify the Company Secretary or report it in accordance with our Whistleblowing Policy as soon as possible.

6. Implementation

All directors and employees are responsible for adhering to the requirements set out in this policy.

Directors and employees should familiarise themselves with the contents of this policy and participate in periodic training sessions.

7. Breach of Policy

Failure to comply with this policy may result in internal disciplinary action, up to and including, dismissal.

The Company may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

8. Communication, Monitoring, and Review

This policy will be communicated as appropriate and will be subject to regular monitoring and review.