

HR Policy Number	HR 000	Scope	All staff
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HR0025 – Anti corruption & bribery policy

This is an original Port of Cork Company (POCC) policy and procedure and is available to each employee via the Port of Cork Connect Communications or other App. All such policies will be updated, distributed, and circulated to each employee via the Port of Cork Connect Communications App, and, in future, any changes or updates will be distributed and available in this way.

1. Purpose

The purpose of this Anti-Corruption and Bribery Policy is to establish a clear framework to prevent corruption and bribery within the POCC and to ensure compliance with applicable Irish and European laws and regulations. Ethical standards must underpin how we conduct our business on a daily basis. The consequences of committing an act of fraud, bribery or corruption reinforce the need to have robust procedures in place. This policy is one of a number of policies that has been put in place to set out the ethical behaviour which is expected from all POCC staff, contractors and agents who do business on behalf of POCC. It should be read in conjunction with the policies set out in S13. in particular the Code of Business Conduct, and the Protected Disclosures Policy.

2. Scope

This policy applies to all employees, officers, directors, contractors, and agents of the POCC collectively referred to as "employees") and covers all business activities conducted by the company.

3. Policy Statement

POCC is committed to conducting its business with integrity and transparency. We strictly prohibit any form of corruption or bribery in all our operations. Fraud, Bribery and other forms of corruption will not be tolerated in POCC. POCC actively promotes a culture where acts of fraud, bribery and corruption are never acceptable. This culture is promoted and led by the Board, and Executive leadership team. Nobody in POCC, or acting on behalf of POCC, may give or accept, directly or indirectly, a bribe or inducement in any form or solicit a bribe, directly or indirectly. POCC will continue to take steps to prevent and detect fraud, increase awareness of fraud amongst employees and other stakeholders, and create a culture where the reporting of suspicions of fraudulent activity is encouraged and expected.

4. Definitions

“Bribe” means any advantage whether monetary or other form, including but not limited to, undue influence, receipt of favours and corruption. It should be noted that bribery involves the giving or receiving of anything of value and is not limited to cash. This could include providing business opportunities or favourable contracts. “Corruption” is an abuse of power that involves acting dishonestly or improperly in return for money, personal gain, or anything of value.

Examples of prohibited behaviour include:

- Offering, promising or giving any form of bribe;
- Agreeing to accept or accepting a bribe;
- Attempting to bribe “officials” (normally staff and appointees of a government);
- The failure by a company to put in place measures to prevent bribery;
- “Covering up” the type of conduct that constitutes or may constitute bribery;
- Use of company funds or assets for any illegal, improper or unethical purpose; and
- Facilitation payments – giving money or goods to government officials to perform, or speed up the performance of an existing duty.

“Fraud” is defined as an intentional act of deceit to obtain or attempt to obtain an unjust/illegal advantage, for example to make a gain (financial or otherwise), to avoid an obligation or to cause loss to another party. For the purposes of this Policy, the term “fraud” includes, but is not limited to, attempted fraud.

Examples of prohibited behaviour include:

- Theft, misappropriation or unauthorised use of POCC time, funds, property or other assets;
- Accepting or offering kickbacks or bribes for preferential treatment, for example in the supplier selection or work allocation processes;
- Deliberately creating or manipulating false or misleading financial and/or non-financial information or records. This includes forging or altering financial and/or non-financial information or records, or concealing material financial and/or non-financial facts, for example submission of a false CV;
- Knowingly submitting fraudulent or duplicate receipts or falsifying an expense report;
- Using or disclosing commercial or customer-related data without appropriate authorisation. This includes disclosing confidential information to external parties;
- Manipulation of customer or own employee accounts by POCC employees, for example inappropriate refunds, credits, discounts or other transactions to employee’s own account or accounts of family and friends, unbilled amounts for family and friends, unauthorised diversion of unmatched payment amounts;
- Deliberate approval by POCC employees of payments for goods and services not actually received by POCC;
- Purchasing items for personal use using POCC funds, for example creating a purchase order and payment for non-business-related goods and services;
- Use of POCC to defraud third parties, for example unauthorised individual holding self out to be acting in the capacity of an POCC employee or contractor to gain personal benefit; and
- Deliberately facilitating unauthorised access to POCC assets or information.

Whether a particular action or payment violates this Policy depends on the particular facts and circumstances. While it is impossible to anticipate all of the possible scenarios that may raise red flags or corruption concerns, below are a few common examples to look out for:

- Giving or receiving excessive gifts or hospitality that may be construed as compromising independence.
- Requests for poorly documented or incomplete expenses;
- Insistence by an employee on dealing with a particular service provider/supplier/bank account him/herself, or insistence of a service provider/supplier on dealing only with a specific employee;
- A third party requests to be paid in cash for services that are typically paid by bank transfer or other non-cash means;

- A third party requests that payments be made to another party, to a third-country bank account, to a specific employee's personal bank account, or through other unusual financial arrangements;
- A third party provides incomplete or inaccurate information in required disclosures or due diligence questionnaire; and
- Minimal details on invoices.

5. Legal Compliance

Responsibility for the development and implementation of anti-corruption policies in Ireland does not rest with any one body. Instead, many departments, agencies and bodies have roles and responsibilities in this area. The competence to prevent, detect, investigate and prosecute corruption is spread across An Garda Síochána and a number of other agencies with a mandate to tackle corruption.

These include tribunals of inquiry, commissions of investigation, inspectors, the Standards in Public Office Commission (SIPO), the Central Bank of Ireland, local authorities, the Ombudsman, Parliamentary Committees on Members' Interests, the Garda National Economic Crime Bureau, the Criminal Assets Bureau (CAB), the Office of the Revenue Commissioners, the Corporate Enforcement Authority (CEA), the Competition and Consumer Protection Commission, the Comptroller and Auditor General, the Public Accounts Committee and the Director of Public Prosecutions. However, individual employees must comply with all applicable anti-corruption laws, including but not limited to:

- Ethics in Public Office Act 1995;
 - Standards in Public Office Act 2001;
 - Protected Disclosures Act 2014 & 2022;
 - Companies Act 2014;
 - Criminal Justice Act 2011;
 - Criminal Justice (Corruption Offences) Act 2018 as amended;
 - Regulation of Lobbying Act 2015;
- and
- Criminal Justice (Corruption Offences) Act 2018.

8. Reporting and Whistleblowing

Employees are encouraged to report any suspected corruption or bribery. Reports can be made to:

- Immediate supervisor(s)
- Human Resources Department
- POCC - Protected Disclosures Policy

All reports will be treated confidentially, and employees will be protected from retaliation for reporting in good faith.

9. Training and Awareness

Employees must familiarise themselves with this Policy. All employees are required to participate in anti-fraud, bribery and corruption training (where provided), read communications, use resources and consult where necessary to stay informed about the laws, professional standards and policies that apply to their work. All new employees will receive specific information or training as part of their induction process. POCC will provide information or training on anti-corruption and bribery policies to ensure all employees understand their responsibilities.

10. Monitoring and Enforcement

If any conduct is occurring, may have occurred or is likely to occur in a work related context, and it may constitute an act of fraud, bribery or corruption, employees must report this without delay to their line manager, or other depending on the nature of the suspicion. In circumstances where there are potential financial improprieties, concerns can also be directed to the Chair of the Audit and Risk Committee.

If you do not wish to raise a concern directly to any particular person, then you may seek to make a confidential / protected disclosure. POCC is committed to ensuring that all parties to whom this Policy applies can raise a concern relating to an act of fraud, bribery or corruption or suspicions thereof without fear of penalisation of any nature knowing that confidentiality will be maintained at all times. For further information on how to report a suspected wrongdoing you should consult the POCC's Protected Disclosures Policy.

11. Policy Review

POCC will regularly review and monitor compliance with this policy. Violations may result in disciplinary action, including termination of employment and legal action. This policy will be reviewed annually and updated as necessary to reflect changes in laws, regulations, or company practices.

12. Responsibility

The Directors, Chief Executive Officer and the Executive leadership team have ultimate responsibility for the anti-fraud, bribery and corruption agenda within POCC. Heads of Function and Line Managers are responsible for implementing this Policy within their area of responsibility, leading by example and providing guidance to employees reporting to them. This policy serves as a commitment to ethical business practices and the importance of maintaining a corruption-free environment in all operations of the POCC. All parties to whom this Policy applies have a responsibility to be vigilant. None of the conduct set out above is acceptable. If you are not sure whether a particular action may constitute a breach of this Policy, you should seek guidance.

13. Other policies

The Anti Corruption Policy should be read in conjunction with the following related POCC policies, (collectively referred to as the Ethical Behaviour Policies) including but not limited to:

- Code of Business Conduct;
- Protected Disclosures Policy;
- Procurement Policy ;

and

- Other procedures for investigating concerns are set out in our HR policies e.g. the Dignity at Work Policy, the Grievance Policy, the Disciplinary Policy and other policies as may be developed from time to time.

APPENDIX 1 - SPECIFIC AREAS OF APPLICATION

The application of anti-fraud, anti-bribery and anti-corruption rules affects a wide range of activities and operations across the organisation. Some examples are considered in some detail below, however, these are not exhaustive.

1. Hospitality, Gifts and Entertainment

As a general principle, employees and directors should not accept corporate gifts, hospitality preferential treatment or benefits which might affect, or might be perceived to affect, the ability of the donor or the recipient to act objectively when making business decisions. Equally, employees and directors should not offer gifts or hospitality in order to gain preferential treatment or potentially influence decisions. This does not mean that receiving gifts and hospitality is inappropriate in all circumstances. Gifts or hospitality should be given or received only where they are suitably modest and it is customary and proper (normal recognised business practice) to do so, provided no obligation could be expected or perceived to be expected in connection with the gifts or hospitality.

Please refer to the practical guidelines regarding Hospitality, Gifts and Entertainment set out in the (*the POCC - Code of conduct for Designated directors & position holders refers*) for more details on acceptable practices in relation to gifts and hospitality and the requirement to disclose to the Company Secretary details of all gifts and hospitality (received/rejected/extended) for the purpose of recording on a notification register.

2. Financial Reporting

All business transactions must be properly authorised and must be completely and accurately recorded in POCC's and its operating companies' company books, records and accounts. Accurate record keeping is important to establish that POCC has adequate procedures in place to prevent corruption. These books and records must be maintained with sufficient detail to reflect transactions accurately and fairly, including recording a proper measure of value and the time period when the transaction occurred. It is expressly forbidden to make false or misleading entries that fail to reflect improper transactions e.g. kickbacks or bribes and/or entries that are falsified to disguise bribes and/or failing to make entries for payments by or to a POCC entity. Controls are in place to ensure these requirements are met, including detailed financial procedures, budgets, finance system automated workflows, external audit process, internal audit process and Audit and Risk Committee oversight of the financial statements. Employees are reminded that they must liaise with Internal Audit where necessary and adhere to all financial controls and approval procedures.

3. Supply Chain Activities

Everyone doing business through consultants, intermediaries, subcontractors, distributors, partners, agents or other third parties must ensure that such parties comply with the rules set out in this Policy. Both individuals and POCC Group Companies can be held legally accountable for the actions of such third parties.

The most important step the organisation can take to protect itself from liability for improper payments made by third parties is to choose our business partners, agents and consultants carefully. All employees and directors must be vigilant in monitoring the activities of third parties on an ongoing basis. Excessive, false or inadequately described payment requests, unusual or overly generous subcontracts, unusual or incomplete documentation and refusals or failures to provide requested documentation may be signs of bribes by third parties. As part of its risk management and procurement, the following measures are in place with regard to third party relationships:

- All parties with whom we deal must adhere to applicable POCC policies. This policy, together with a number of other POCC material policies, is provided to all tender participants bidding to provide services to POCC and its subsidiaries;
- All parties tendering to provide goods or services must provide detailed company information in order to enable proper assessment of the company and individuals involved;
- POCC's terms and conditions enable audits to take place as part of a policy of ensuring adherence to policies; and
- *The POCC - Procurement Policy* requires that the purchase of goods and services is subject to competitive tender (above thresholds) to ensure that contracts are awarded fairly and to reputable companies and individuals.

4. Lobbying

Lobbying concerns attempts to influence public and government officials in order to obtain a particular outcome for an organisation or business. Lobbying should not be used for any corrupt or illegal purposes, or to improperly influence any decision. For detailed guidance on lobbying, refer to *the POCC - Regulation of Lobbying Policy*.

5. Charitable donations

POCC has established relationships with specific charities and any donations, or organised events to raise funds for charity must be done with the express approval of the Chief Financial Officer. Donations involving POCC, including those made through Corporate Social Responsibility, should not be made without such express approval. Such donations should not be made by members of staff, contractors or other associated persons purporting to act on behalf of POCC, even if made from personal funds.

6. Sponsorship

All sponsorship must be provided in accordance with the express approval of the relevant Senior Executive. No sponsorship should be offered or provided by members of staff, contractors or other associated persons purporting to act on behalf of POCC, even if made from personal funds.

7. Donations to Political Organisations

POCC does not align itself with any political organisation and, accordingly, it is a breach of this Policy for any member of staff, contractor or other associated person of POCC purporting to act on POCC's behalf to make or offer donations to any such organisation. POCC recognises that employees and directors are free to make their own private political contributions as individual citizens but they will not be compensated or reimbursed by POCC and employees/directors must ensure that they avoid any conflicts of interest between their personal interests and that of POCC (*the Code of conduct for Designated directors & position holders refers*)