

Code of Conduct

The TPPFG Code of Conduct is to be used as a guideline to ensure that the work done by and on behalf of TPPFG is conducted with the highest possible standards of ethical business conduct. We expect our Contractors / Employees and Board Members to act in the best interests of the TPPFG, exercising reasonable skill and care, while complying with the relevant regulations as defined in the scheme regulations as well as those defined by Irish law.

TPPFG expect all our Contractors / Employees and Board Members to have read and to follow the Code of Conduct. Failure to do so can result in disciplinary action, up to and including termination of contract. The TPPFG also expect Members of the scheme as well as any third-party service providers for the scheme to follow the Code in connection with their work for us.

Raising a Question or Concern

The TPPFG engage an independent third-party HR Consultant to manage the human resource aspects of the scheme. The Contractor / Employee or Board Member may contact the TPPFG HR Contractor for any questions or concerns relating to this Code of Conduct.

TPPFG currently uses the services Ovation Business Services as our HR Consultant. Ovation Business Services are specialist HR providers and can provide advice, facilitation and or representation for items contained within this Code of Conduct. The Ovation office number is 051385629. The TPPFG primary contact is Alan James, alan@ovationhe.ie.

No Retaliation

The TPPFG prohibits retaliation against any Contractor / Employee, Board Member, Member or Third-Party provider who reports or participates in an investigation of a possible violation of our Code, policies, or the law.

Overview

Freedom of expression and open communication are promoted while adhering to the expectations stated within this code of conduct. Contractors and Board Members¹ should avoid offending others with whom they are engaging, participating in serious disputes, and disrupting the workplace. It is expected that Contractors and Board Members will foster a well-organised, respectful, and collaborative environment.

Contractors and Board Members are bound by their contract to follow the Code of Conduct while performing their duties. Essential components of the Code of Conduct are outlined below.

Compliance with law

All Contractors and Board Members must protect TPPFG's legality. They should comply with all environmental, safety and fair dealing laws. TPPFG expect Contractors and Board Members to be ethical and responsible when dealing with TPPFG finances, communications, policies, partnerships, and public image.

¹ For the purposes of this Code of Conduct, "Contractor and Board Member" refers to any contractor, employee, Board Member, Member of the TPPFG Scheme or any third party provider of services to the scheme.



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Respect in the workplace

All Contractors and Board Members should respect their colleagues. Discriminatory behaviour, harassment or victimisation is not tolerated. Contractors and Board Members should conform with the TPPFG equal opportunity policy in all aspects of their work and engagements with and on behalf of TPPFG.

Integrity

Contractors and Board Members are expected to act in a manner that is honest and shows a consistent and uncompromising adherence to strong moral and ethical principles and values. Furthermore, Contractors and Board Members will:

- Not benefit from their position beyond what is allowed by the law and is in the interests of the TPPFG.
- Avoid gaining any private benefit from their position, whether financial or other, other than what is allowed by the law.
- Identify and promptly declare any actual or potential conflicts of interest affecting them.
- Declare all personal gifts received and hospitality accepted while on TPPFG business, or from people or organisations connected with the TPPFG.
- Not accept gifts with a significant monetary value or lavish hospitality.
- Not accept gifts or hospitality where this could be seen as being likely to have any influence.

Protection and Use of Company Property

All Contractors and Board Members should treat the scheme's property, whether material or intangible, with respect and care.

Contractors and Board Members:

- Shouldn't misuse company equipment or use it frivolously. Company equipment (e.g., laptops, mobile phones, etc. as required and provided for the role) should be protected from damage and vandalism.
- Should respect all kinds of incorporeal property including trademarks, copyright, and other property (information, reports etc.). Contractors and Board Members should use them only to complete their job duties.
- Should use TPPFG issued company laptop(s) and mobile phone for business purposes only.
- Should note that the TPPFG reserves the right to monitor the Internet and E-mail use and to take whatever appropriate actions are necessary on foot of an offence, including withdrawal of the device and/or Disciplinary Action where appropriate.
- Should behave with honesty and integrity and to respect the rights and privacy of others in relation to electronic communication and information. For this reason, the company reserves the right to monitor all electronic communication and files.
- Should be aware that, although anti-virus protection has been installed on all company hardware, there is still a risk of viruses being received from external electronic 3rd parties, especially from unknown sources. You are encouraged to consider the source / purpose of an email or file sent to you before opening it.

Job duties and authority

All Contractors and Board Members should fulfil their job duties with integrity and respect toward members, stakeholders, and the community. Contractors and Directors mustn't abuse their authority. Should duties be delegated to team members, the team member's competences and workload will be considered before such duties are delegated.

Confidentiality

As a Contractor or Board Member, you shall not at any time, whether during your contract term or at any time thereafter, make public or disclose to any person or use or attempt to use (whether for



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your own benefit or for that of any other person) any information concerning the business of the TPPFG which may have come into your knowledge during your contract with the TPPFG whether you consider same to be confidential or otherwise.

Confidential/proprietary information includes but is not limited to:

- Any non-public information regarding current or former Contractors and or Board Members.
- Any non-public information regarding revenues or financial information.
- Any non-public information regarding Members, Stakeholders, or services.

You agree that you will not engage directly or indirectly in any business activity that is competitive with the company during your contract with the TPPFG. You will not disclose or use company information, including information about products, services, Members, Stakeholders, suppliers, advisors, agents, and financial information. Intellectual Property Rights resulting from inventions and innovations developed by you in the course of your work with the TPPFG are deemed as vested in the TPPFG.

The TPPFG reserve the right to avail of all legal or equitable remedies to prevent use of business secrets or other confidential information and/or to recover damages incurred as a result of such use. Upon termination of contract how so ever arising, Contractors or Board Members must deliver to the company all files, records, documents, confidential papers, and all other company property/equipment of every description within their possession or under their control or responsibility.

- **Accessing Scheme Data**

Where possible, Contractors and Board Members should review the TPPFG information via access to the TPPFG hosted server and refrain from downloading data to a device such as a laptop or mobile device.

- **Outside Communications**

It is the policy of the TPPFG to be extremely careful about disclosing information about the scheme and or our members. Consistent with that, you should ensure your outside communications (including online and social media posts) do not disclose confidential proprietary information or represent (or otherwise give the impression) that you are speaking on behalf of the TPPFG unless you're authorised to do so by the General Manager or the Board of Directors. The same applies to communications with the press.

Signing a Contract

Each time you enter a business transaction on the TPPFG's behalf, there should be documentation recording that agreement by both parties (i.e., no verbal commitments). Never sign any major contract on behalf of the TPPFG unless all the following are met:

- A major contract (above €5,000) is reviewed by a legal profession and has been approved by the board. Then only the chairperson or General Manager is authorised to sign the contract.
- You have studied the contract, understood its terms, and decided that entering into the contract is in the TPPFG's best interest.
- For minor/standard contracts (e.g., below €5,000), two directors are required to approve, and the General Manager and chairperson is authorised to sign the contract.

All contracts on behalf of the TPPFG should be in writing and should contain all the relevant terms to which the parties are agreeing – the TPPFG does not permit "side agreements," oral or written.

Conflict of Interest

If a Contractor or Board Member finds themselves in a situation in which competing loyalties could cause a personal benefit for them, their friends, or their family at the expense of the TPPFG or our Members, the Contractor or Board Member may be faced with a conflict of interest. Some examples of areas where conflicts of interest often arise are:

- Personal investments
- Personal business or outside employment, advisory roles, or board seats
- Business owned by a family member.
- Business opportunities found through the scheme.
- Accepting gifts, entertainment, and other business courtesies of a nature that could be construed as buying favour.

The list above is not exhaustive. If you are in a business situation that may create a conflict of interest, or the appearance of a conflict of interest, review the situation with the General Manager or the Chairperson of the Board. If you are a Member of the TPPFG Board, do not vote on any matters relating to the conflict of interest and absent yourself from Board discussions of same.

It's important to understand that as circumstances change, a situation that previously didn't present a conflict of interest may present one.

Anti-bribery and or corruption

Any form of bribery or corruption in any of the activities related to the TPPFG is not tolerated. Contractors and Board Members shall not use any payments received from Members, Agents or the TPPFG itself to procure, directly or indirectly, an improper benefit from any public official or for any other purpose that would be in violation of any applicable ABC laws.

Contractors and Board Members ensure that each of the TPPFG Directors, Members, representatives, or subcontractors acting on behalf of all parties' review and comply with the standards of conduct set out in this code of conduct. They will immediately notify all parties of any act of bribery or corruption committed while performing activities related to the TPPFG. These may be reported to the TPPFG General Manager, Chairperson of the Board and or the HR Consultant.

Dress Code

Much of the engagement with the TPPFG is conducted remotely. However, when meetings occur, the dress code is business casual.

Working Time

The TPPFG offers flexible hours Monday – Friday between 7am – 7pm. Should a Contractor or Board Member have time off such as annual leave, medical leave or an emergency that will remove them from the working environment for more than 3 consecutive days, dates should be communicated to the General Manager or to the designated Board Member.

Further Information

The TPPFG advise our Contractors and Board Members to read our dignity at work charter as well as our HR policies to help ensure an equal, consistent, and productive working environment for all.

Board Meetings

We aim to conduct open and productive meetings without compromising the legal and/ or personal position of any person or company participating.

Competition law enforcement is increasingly strict, with serious implications for businesses and their representing staff. Therefore, board members are reminded that in accordance with our terms, no discussions will include any consensus discussion of individual corporate strategy, market behaviour or pricing policy. Discussions will exclude pricing data, customer specific information, commercially sensitive information, and any other information that would enable any party participating to adjust their competitive behaviour.

Our meetings minutes will record attendance, agenda discussion items, information distributed, resolutions, and agreed actions and will be distributed to all invited participants.

Code of Corporate Governance for Compliance Schemes

As a board member I agree to adhere to the Department of Environment, Climate and Communications' Code of Corporate Governance for Compliance Schemes.

Signed:

Name:

Date: