

CODE OF CONDUCT

1. Introduction

On 1st August 2007, as provided for in the National Oil Reserves Agency Act 2007, the National Oil Reserves Agency (NORA) was established as a stand-alone state body under the aegis of the Minister for Environment, Climate and Communications.

Article 25 of the NORA Act requires that:

The Agency shall, following consultation with the Minister, draw up a code of conduct in respect of proper standards of integrity, conduct and concern for the public interest to be maintained by a person while performing functions as:–

- (a) a Director of the Agency,
- (b) a member of a committee of the Agency,
- (c) the Chief Executive or any other member of staff of the agency,
- (d) a consultant or adviser engaged by the Agency, or
- (e) an employee of a person referred to in paragraph (d).

The Agency shall publish any code of conduct drawn up under this section.”

This Code of Conduct describes the standards and guidelines for corporate behaviour to which the National Oil Reserves Agency (“the Agency”) has always been committed and which have been formally agreed and accepted as the principles by which the Agency shall continue to operate.

2. Scope

The Code will apply to all Members of the Board and Committees, employees of the Agency, together with consultants, advisers and their employees.

It is the primary responsibility of each Board Member and employee to ensure that all of their activities, whether covered specifically or otherwise in the Code, are governed by the ethical considerations implicit in this Code.

The provisions in this Code have been written in line with the underlying principles of the Code of Practice for the Governance of State Bodies (2016) and Annex on Gender Balance, Diversity and Inclusion (2020).

The Board and the Agency’s employees are also required to comply with the requirements of the Companies Act 2014.

3. Objectives

This Code is intended to:

- (a) Establish an agreed set of ethical principles for the conduct of the Agency's business;
- (b) Promote and maintain confidence and trust in the Agency, and;
- (c) Prevent the development or acceptance of unethical practices in the Agency.

4. General Principles

The fundamental principles of the Code are:

- (a) Integrity
- (b) Confidentiality
- (c) Legality

5. Disclosure of Interests and Conflicts of Interest

5.1 On appointment to the Board of the Agency, each Director shall furnish to the Company Secretary details relating to their employment and all other business interests including shareholdings, professional relationships, etc., which could involve, or could be perceived to involve a conflict of interest or could materially influence the Director in relation to the performance of their functions as a member of the Board. (Shareholdings in this context are those representing a value of more than €13,000 in the shares of a company). Any interests of a Director's family of which they could reasonably be expected to be aware or of a person or body connected with the Director which could involve a conflict of interest or could materially influence the Director in the performance of their functions should also be disclosed. For this purpose, persons and bodies connected with a Director should include:

- a) a spouse, civil partner, parent, brother, sister, child or step-child;
- b) a body corporate with which the Director is associated;
- c) a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at (a) above or the body corporate at (b) above; and
- d) a person acting as a partner of the member or of any person or body who, by virtue of (a) - (c) above, is connected with the Director.

5.2 Where it is relevant in any matter which arises, the Director shall be required to indicate to the Company Secretary the employment and any other business interests of all persons connected with them, as defined at (5.1) above.

5.3 If a Director has a doubt as to whether this Code requires the disclosure of an interest of their own or of a connected person, that Director should consult with the Chairperson.

- 5.4 Details of the above interests shall be kept by the Company Secretary in a special confidential register and should be updated on a regular basis. Any changes in the interests of a Director should be notified to the Company Secretary as soon as possible. Only the Company Secretary will have access to the register. The Company Secretary will provide details to the Chairperson upon request and to other members of the Agency on a strictly need to know basis.
- 5.5 Should a matter relating to the interests of the Chairperson arise, they should deputise another Board member to chair the Board meeting and should absent themselves when the Board is deliberating or deciding on a matter in which the Chairperson, or a person or body connected with the Chairperson, has an interest.
- 5.6 Documents on any matter which relate to any dealings with the above interests, including documents relating to questions involving competitors to the above interests, should not be made available to the Director. Decisions, once taken should be notified to the Director. If for any reason (e.g. as a result of a change of interests) a Director receives documents relating to their interests or of those connected with them, these documents should be returned to the Company Secretary at the earliest opportunity.
- 5.7 A Director should absent themselves when the Board is deliberating or deciding on matters in which they (other than in their capacity as a member of the Board) or a person or body connected with them has an interest. In such cases a separate record (to which the Director would not have access) should be maintained.
- 5.8 Directors of NORA who are also Directors of the Irish National Petroleum Corporation (INPC) should recuse themselves from any NORA board decisions taken on contracts or arrangements with INPC if:
- a) The director is interested in that contract or arrangement by reason of his or her directorship of INPC; or
 - b) Their directorship of INPC could materially influence their ability to carry out their function as a director of NORA.

If there is doubt as to whether the matter represents a conflict of interest, the Director should consult with the Chairperson.

- 5.9 Where a question arises as to whether or not a matter relates to the interests of a Director or a person or body connected with them, the Chairperson shall make a determination and their decision shall be final.
- 5.10 In addition to the requirements set out above for the disclosure of interests, a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Agency shall declare the nature of their interest to the Board at a meeting of the Directors in accordance with Section 231 of the Companies Act, 2014.
- 5.11 Each Director and each person holding a designated position of employment (CEO, Financial Controller, Operations Manager and Commercial Manager) shall ensure their compliance with the relevant provisions of the Ethics in Public Office Acts, 1995 and 2001.

- 5.12 All directors are required to comply with the requirements of the Code of Practice for the Governance of State Bodies (2016), with particular reference to appendix B (ethics in public office) contained therein.
- 5.13 Employees of the Agency should not involve themselves in outside employment or business interests which are in conflict, or are in potential conflict, with the business of the Agency, or if it would prevent them from carrying out their duties.
- 5.14 Where a question arises as to whether or not a matter involves a conflict of interest for an employee, the matter should be brought to the attention of the Chief Executive. The Chief Executive shall make a determination and their decision shall be final.
- 5.15 Employees must declare in writing to the Company Secretary, who maintains a confidential record, any personal or family interest or possible conflict of interest that might affect their impartiality in carrying out their duties at the earliest opportunity.
- 5.16 Board members and employees should not, either during or after their engagement as Members of the Board or employees:
- a) Disclose any business or trade secrets of the Agency, or
 - b) Accept positions of employment and/or engagement that could give rise to a potential conflict (see time limitations in 5.17).
- 5.17 In the following circumstances:
- a) the termination of a contract of employment between the Agency and an employee, including resignation and retirement;
 - b) the resignation or retirement of a Director of the Agency.

the Director or employee shall not either directly or indirectly without prior written consent of the Agency:

- (i) divulge to any person, firm or company any confidential information of the Agency or any of its trade secrets, dealings or transactions whatsoever which have come, or may come to the knowledge of the employee or Director during the course of their employment or appointment, and;
- (ii) work for, be engaged by, concerned with or interested in (except as the holder of any shares, stock or debentures which in aggregate do not exceed 1% of the total shares, stocks or debentures of a company quoted on any recognised stock exchange) an economic entity whose sole activity is the holding of strategic oil stocks and/or an oil storage business which operates from or carries on such business in Ireland, at any time during the 12 (twelve) month period (6 months for employees) immediately preceding the date on which employment or appointment with the Agency terminated, and;
- (iii) solicit the custom of or entice away from the Agency the custom or business of any person, firm or company with whom the employee or Director had contact by virtue of their employment or appointment, who is or was a customer or supplier of the Agency at any time during the 12 (twelve) month period (6 months for employees) immediately preceding the date on which employment or appointment with the Agency terminated.

- 5.18 In deciding what approach to take to a conflict of interest, the Board may consider if: -
- a) the conflict can be avoided or simply documented
 - b) the conflict will realistically impair the disclosing Board member's capacity to impartially participate in decision making
 - c) alternative options are available to avoid the conflict
 - d) there may be an appearance of improper conduct that might affect the reputation of the Agency.
- 5.19 It is recommended that the acceptance of further employment or other roles where the potential for conflict of interest arises should be restricted during a reasonable period of time after a Board member has resigned from the Board.
- 5.20 All Board members and employees in designated positions of employment will comply with the Ethics in Public Office Acts 1995 to 2001 and the regulations outlined in Appendix B of the Code of Practice for the Governance of State Bodies (2016) *'Ethics in Public Office'*, a copy which is included as appendix C to this document.

6. Gifts and Entertainment

- 6.1 Directors or Employees must not accept or give gifts, hospitality, preferential treatment or any other benefits or favours which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on the Agency's business transactions.
- 6.2 Some suppliers, service providers and contractors may send unsolicited gifts to named Directors or employees with whom they have contact. In such cases employees may accept gifts of small value (less than €100) of this nature provided:
- a) The gift is unsolicited, and;
 - b) Not more than one such gift may be accepted in a year from any one contractor/supplier of goods/services.
- 6.3 Entertainment of employees by suppliers is acceptable within normal commercial criteria. These are defined as follows:
- a) A meal may be accepted at a local venue (but this must not include residential stay).
 - b) A ticket for a sports or other public entertainment event at a local venue may be accepted (but this must not include residential stay).
 - c) Under no circumstances may cash or cash vouchers be accepted by any employee.
- 6.4 Under no circumstances may any Director or employee, acting in a professional or personal capacity, solicit or request a gift, donation or support from suppliers of goods or services on behalf of the Agency or any charity.
- 6.5 All gifts and hospitality must be added to the Agency's gift and hospitality register which is signed by the CEO annually.

7. Business Conduct

- 7.1 The Agency is committed to competing vigorously and energetically but also ethically and honestly.
- 7.2 Board members and employees should not acquire business information or the business secrets of competitors or potential competitors by improper means.
- 7.3 Board members and employees should not use the Agency's resources or time for personal gain, for the benefit of persons or organisations unconnected with the Agency or its activities, or for the benefit of competitors.
- 7.4 Board members and employees are required to co-operate with internal audit in the internal audit process.
- 7.5 Board members should use their reasonable endeavours to attend all Board meetings.

8. Tendering and Purchasing Procedures

- 8.1 The purchasing activities of the Agency are to be conducted in accordance with the Agency's detailed tendering and purchasing procedures and these must be strictly adhered to. The tendering and contract procedures are in compliance with Office of Government Procurement guidelines and EU Public Procurement Directives.
- 8.2 The tendering and purchasing procedures are designed to provide an objective framework to assess the products and value-for-money of suppliers, and to provide the Agency with goods and services at competitive prices.
- 8.3 The Agency complies with the Public Spending Code for capital projects.

9. Non-disclosure of Information

- 9.1 The Agency will provide access to general information relating to its activities, in a way that is open and enhances its accountability to the general public.
- 9.2 Members of the Board and employees must at all times maintain the confidentiality of information obtained in the course of the Agency's business.
- 9.3 Members of the Board and employees must respect the confidentiality of sensitive information held by the Agency. This includes:
 - a) commercially sensitive information, including but not limited to, future storage plans or market information, or;
 - b) personal information, and;
 - c) information received in confidence by the Agency.
- 9.4 There must be appropriate prior consultation with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- 9.5 The Agency is exempt from the requirements of the Freedom of Information Act and the Data Protection Acts.

10. Document Retention

10.1 In accordance with Section 5 of the Code of Practice for the Governance of State Bodies, Board members should not retain documentation obtained during their terms as a Board member. Such documentation should be returned to the Secretary of the Board for disposal in an appropriate manner. In the event that Board Members require access to Board papers from their term on the Board, this can be facilitated by the Company Secretary.

11. Loyalty

11.1 Board Members and employees must acknowledge their responsibility to be loyal to the Agency and fully committed in all its business activities, and to conform to the highest standards of business ethics.

12. Obligations

12.1 The Agency is fully committed to:

- a) The fulfilment of all its regulatory and statutory obligations;
- b) The operation of controls to prevent fraud, including adequate controls to ensure compliance with prescribed procedures in relation to the claiming of expenses for business travel;
- c) Ensuring that its accounts and reports accurately reflect its business performance and are not misleading or designed to be misleading;
- d) Compliance with employment equality and equal status legislation;
- e) Fairness in all business dealings;
- f) Valuing customers and treating all customers equally;
- g) Placing the highest priority on promoting and preserving the health, safety and welfare of its employees;
- h) Ensuring all employees can 'speak-up' when they believe in good faith that someone has done, or is doing, or may be about to do something that violates the organisation's code of conduct. Employees feel they can raise concerns regarding wrongdoing without fear of reprisal;
- i) Ensuring that community concerns are fully considered, and;
- j) Minimising any detrimental impact of its operations on the environment.

12.2 All members of the Board and employees are required to keep these principles in mind in the conduct of their duties.

13. Enforcement

13.1 It is not possible for a code of conduct to provide for all situations which may arise. Board Members and employees of the Agency will bear in mind, therefore, that it is primarily their responsibility to ensure that all of their activities, whether covered specifically or otherwise in this document, are governed by the ethical principles described herein.

13.2 A copy of this Code of Conduct will be circulated to all current Board Members and NORA employees and to all new Board members and employees on their appointment. Board Members and employees should acknowledge that they have received and understood the requirements of this Code.

14. Review of the Code of Conduct

14.1 The Agency has a commitment to review and update the contents and provisions of this Code of Conduct from time to time, as appropriate, and specifically in the event of amendments to legislation e.g. the Ethics in Public Office Acts or elements of the National Oil Reserves Agency Act which impact the provisions relating to Code of Conduct.

Approved by:

A handwritten signature in black ink, appearing to read 'Frank Gleeson', written over a horizontal line.

Frank Gleeson
Chairperson of the NORA Board

Date: 26th February 2024

APPENDIX A

Private & Confidential

Company Secretary
National Oil Reserves Agency
Second Floor, Building Number 3
Number One Ballsbridge
126 Pembroke Road
Dublin 4, D04 EP27

Dear Sir/Madam,

I have read the Code of Conduct and I fully understand my responsibilities as a Director and Board member of the National Oil Reserves Agency DAC.

Regarding Section 5: *Disclosure of Interests and Conflicts of Interest*, I enclose herewith the information requested (where relevant).

I confirm that I will observe the Code of Conduct and I accept that it is primarily my responsibility to ensure that all my activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit within it.

I undertake to keep you promptly informed of any other circumstances which might arise in which a conflict of interest could possibly exist and to seek guidance whenever I contemplate acquiring an interest, or becoming involved in a situation, where a conflict of interest might arise. In such circumstances, I undertake to absent myself from any Board meeting concerning this matter and to return any company documents relating to same.

At the end of my term as a Director, I undertake to return any documents issued to me during my term or confirm in writing to the Company Secretary that the documents have been disposed of in an appropriate manner. I also acknowledge my responsibilities regarding the non-disclosure of privileged, confidential or commercially sensitive information once my Board membership has ended.

Yours faithfully,

Director

Date:

Private & Confidential

Company Secretary
National Oil Reserves Agency
Second Floor, Building Number 3
Number One Ballsbridge
126 Pembroke Road
Dublin 4, D04 EP27

Dear Sir/Madam,

I have read the Code of Conduct and I fully understand my responsibilities as an employee of the National Oil Reserves Agency DAC and additional obligations if I am in a Designated Position of Employment.

Regarding Section 5: *Disclosure of Interests and Conflicts of Interest*, I confirm that neither I nor, to the best of my knowledge, any dependant member of my family, is involved in any situation which might give rise to any conflict between my personal interests and those of the Company, except as follows (where relevant):

I undertake to keep you promptly informed of any future changes in my position and to seek guidance whenever I contemplate acquiring an interest, or becoming involved in a situation, where a conflict of interest might arise.

I acknowledge my responsibilities regarding the non-disclosure of privileged, confidential or commercially sensitive information once my employment has ended.

Yours faithfully,

Employee

Date:

**Code of Practice for the Governance of State Bodies (2016)
(Appendix B of Ethics in Public Office)**

Obligations under the Ethics Legislation

All those who hold designated directorships (Board memberships) or occupy designated positions of employment in public bodies, prescribed by regulation for the purposes of the Ethics legislation (i.e. the Ethics in Public Office Acts 1995 and 2001), must comply with the relevant provisions of the legislation. Compliance with the Ethics Acts is deemed to be a condition of appointment or employment. While the summary below is provided for information, detailed guidelines on compliance with the Ethics Acts has been published by the Standards in Public Office Commission (the Standards Commission) on their website.

All persons who have obligations under the Acts are obliged to act in accordance with the guidelines and any advice given by the Standards Commission, unless by so doing they would be contravening another provision of the legislation.

Disclosure of Registrable Interests

The Ethics in Public Office Act 1995 provides for the disclosure of registrable interests by holders of designated Board memberships and occupiers of designated positions of employment in public bodies prescribed for the purposes of the Ethics legislation. Briefly, the requirements are:

Designated Board Members: Are required in each year, during any part of which they hold or held a designated Board membership of a public body prescribed by regulations made by the Minister for Public Expenditure, NPD Delivery and Reform, to prepare and furnish, in a form determined by that Minister, a statement in writing of their registrable interests, and the interests, of which a person has actual knowledge, of his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, which could materially influence the person in, or in relation to, the performance of the person's official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, a substantial benefit. The statement must be furnished to the Standards Commission and to such an officer of the body as determined by the Minister for Public Expenditure, NPD Delivery and Reform.

Designated Positions of Employment: Are required in each year, during any part of which they occupy or occupied a designated position of employment in a public body, prescribed by regulations made by the Minister for Public Expenditure, NPD Delivery and Reform, to prepare and furnish, in a form determined by that Minister, a statement in writing of their registrable interests, and the interests, of which a person has actual knowledge, of his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, which could materially influence the person in, or in relation to, the performance of the person's official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, a substantial benefit. The statement must be furnished to the relevant authority for the position as determined by the Minister for Public Expenditure, NPD Delivery and Reform.

Material Interests: The holder of a designated Board membership or the occupier of a designated position of employment is required to furnish a statement of a material interest where a function falls to be performed, and where the Board member or the employee or a "connected person" (e.g. a relative or a business associate of the Board member or employee) has a material interest in a matter to which the function relates. Such a statement must be furnished to the other Board members of the public body by a designated Board member or to the relevant authority by the occupier of a designated position of employment. The function must not be performed unless there are compelling reasons to do so. If a designated Board member or the occupier of a designated position of employment intends to perform the function, he or she must, either before doing so, or if that is not reasonably practical, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other Board members and to the Standards in Public Office Commission if a designated Board member, or to the relevant authority if an employee. This obligation applies whether or not the interest has already been disclosed in a statement of registrable interests.

Tax Clearance Obligations of Appointees to "Senior Office"

The tax clearance provisions of the Standards in Public Office Act 2001 apply to persons appointed to "senior office", i.e. to a designated position of employment or to a designated Board membership in a public body under the 1995 Ethics Act, in relation to which the remuneration is not less than the lowest remuneration of a Deputy Secretary General in the civil service. All persons appointed to a designated Board membership "senior office" must provide to the Standards in Public Office Commission not more than nine months after the date on which he or she is appointed:

- a tax clearance certificate that is in force and was issued to the person not more than nine months before, and not more than nine months after, the appointment date; or
- an application statement that was issued to the person and was made not more than nine months before, and not more than nine months after, the appointment date; and
- a statutory declaration, made by the person not more than one month before, and not more than one month after, the date of appointment, that he or she, to the best of his or her knowledge and belief, is in compliance with the obligations imposed on him or her by the Tax Acts and is not aware of any impediment to the issue of a Tax Clearance Certificate.

Investigations

The Board and employees of public bodies can be subject to investigation by the Standards Commission, either where it considers it appropriate to do so, or following a complaint, or where there is contravention of the tax clearance requirements, and there is nothing that precludes the Standards Commission from taking into account this Code in such an investigation.

Additional Information and Advice

This appendix is provided for information purposes only and does not constitute a legal interpretation of the Ethics Acts. Regard should be had in the first instance to the Standards Commission's guidelines. Requests for advice on compliance with the legislation should be referred to the Standards Commission.