

CODE OF BUSINESS CONDUCT FOR DUBLIN TOWN BOARD MEMBERS

Intent and Scope

The Board has determined that specific guidance on ethical standards should be provided to Board members. Accordingly the Board has approved this Code of Ethical Standards and Business Conduct for DUBLIN TOWN Board Members.

Objectives

The basic objectives of this Code are:

- the establishment of an agreed set of ethical principles as more fully set out below;
- the promotion and maintenance of confidence and trust in DUBLIN TOWN including the protection of the good name of DUBLIN TOWN;
- the prevention of the development or acceptance of unethical practices.

General Principles

Integrity

Board members should behave with integrity. This will require:

- disclosure by Board members of outside employment/business interests in conflict or in potential conflict with the business of DUBLIN TOWN as more fully described below;
- avoidance of the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits of any kind which might affect or appear to affect the ability of the donor or the recipient to make independent judgment on business transactions;
- ensuring a culture of claiming expenses only as appropriate to business needs and in accordance with good practice.
- ensuring that all statements or publications issued by DUBLIN TOWN are accurate and truthful;

- avoidance of use of DUBLIN TOWN's resources for personal gain, for the benefit of persons/organisations unconnected with DUBLIN TOWN or its activities or for the benefit of competitors; and
- commitment not to acquire information or business secrets by improper means.

Confidentiality and Accountability

Board should take all reasonable steps to ensure that information is handled responsibly by DUBLIN TOWN, including:

- support for the provision of access by DUBLIN TOWN to general, non-commercially sensitive information relating to DUBLIN TOWN's activities in a way that is open and enhances its accountability to our members.
- respect the confidentiality of sensitive information held by DUBLIN TOWN. This would constitute material such as:
 - commercially sensitive information (including, but not limited to, future plans or details of major organisational change);
 - personal information; and
 - information received in confidence by DUBLIN TOWN.
- observance of appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- compliance with relevant statutory provisions (e.g. data protection legislation, health & safety.)

The unauthorised release of confidential information, directly or indirectly to third parties, including the media, represents a gross breach of trust which can be highly damaging to the Company. The Board has resolved that as a rule the Chairman and Chief Executive or persons authorised by either of them should deal with the media on matters relating to DUBLIN TOWN. Board members are asked to exercise prudent judgement including, where appropriate, redirecting any media queries to the Chairman or Chief Executive.

Members should take particular care to safeguard adequately all Company documents. A Member, on ceasing to be such, is hereby advised that all Company documents in her or his possession should be returned to the Company. Pending such return the strict duty of confidentiality remains.

Obligations

Board members should take all reasonable steps to ensure that DUBLIN TOWN:

- fulfils all regulatory and statutory obligations imposed on DUBLIN TOWN;
- complies with all applicable tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;
- introduces controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.

In addition Board members should:

- use their reasonable endeavours to attend all Board meetings; and
- conform with procedures laid down by the Board in relation to conflict of interest situations,
- promote throughout DUBLIN TOWN the highest standards of business ethics.

Loyalty

Board members should be loyal to DUBLIN TOWN and fully committed to the success of its business activities while giving due account to the interests of DUBLIN TOWN's members, customers, employees, creditors and other stakeholders.

Fairness

Board members should take all reasonable steps to ensure:

- compliance with employment equality and equal status legislation;
- commitment to fairness in all business dealings; and
- that members are valued and that all members are treated equally.

Work/External Environment

Board members should take all reasonable steps to ensure that:

- the highest priority is placed on promoting and preserving the health and safety of employees;
- that all suppliers are treated fairly and should each have a reasonable opportunity to compete successfully for business.

Conflicts of Interest

In summary a Board Member has an obligation that where he/she is interested directly or indirectly, otherwise than in his/her capacity as a Board Member, in any matter before the Board, the Member shall disclose such interest to the Board and withdraw from the meeting

or the deliberations of the board while the matter is being dealt with and shall not vote on the matter.

Each member on appointment and thereafter at least annually (and more frequently if there are changes in his/her disclosable interests) shall register with the Secretary details relating to disclosure of interests. Where an actual conflict of interest arises this should be brought to the notice of the Secretary to the Board as soon as possible.

The Chairman of the Board has a determining role where an issue in regard to a conflict of interest arises.

Members in dealing with third parties should be careful not to suggest or to imply that they are prepared to intervene with the Company on their behalf in any unusual or abnormal fashion.

Former DUBLIN TOWN Board members in considering whether or not to accept any position or role are asked to give due weight to whether the position or role would:

- be likely to compromise their ability to comply with continuing obligations to respect the confidentiality of information obtained as a Board member of DUBLIN TOWN;
- be likely to cause material damage to DUBLIN TOWN if such damage would not otherwise have arisen had they not been a Board member of DUBLIN TOWN.

The Employee Code of Business Conduct complements this Code of Business Conduct for Board members as both seek to apply the same ethical principles.

The Board requires its members to observe the highest ethical standards based on the Board's conviction that good example from the Board will ensure that proper ethical values are promoted at all levels in the Company.

Review

This Code and the corresponding Code for employees will be subject to ongoing review by the Board.

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