

Ryanair Holdings PLC

Anti-Bribery & Anti-Corruption Policy 2022

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1. INTRODUCTION

The Ryanair Group (consisting of Ryanair Holdings plc and its group companies) (“the Group”) is committed to doing business with customers, suppliers, and other parties in a way that is fair, honest, transparent and benefits everyone involved. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate, including but not limited to the Irish Criminal Justice (Corruption Offences) Act 2018, the U.S Foreign Corrupt Practices Act 1977, the UK Bribery Act 2010, the Italian Criminal Code (with particular reference to articles 316 et seq.), the Italian Legislative Decree no. 231 of 8 June 2001 and the Italian Law no. 190 of 6 November 2012 (collectively, the Anti-Corruption Laws).

The Board of Directors has overall responsibility for this Policy and Group Internal Audit team will monitor the implementation of this Policy through the internal audit process. The Group CFO has day-to-day responsibility for monitoring and updating this Policy. This Policy will be reviewed and updated at least annually.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it. They should create a culture in which every employee and any third party to which the Group outsources work, knows that we will not tolerate bribery or any form of corrupt practice.

This Policy does not form part of any employee’s contract of employment and we may amend it at any time.

2. SCOPE AND APPLICABILITY

This Policy applies and is addressed to all persons working for us or on our behalf in any capacity, including directors, whether full-time, part-time, fixed-term and/or agency employees, contractors, external consultants, third-party representatives and business partners. The Group will uphold this Policy wherever it conducts business, regardless of local law, custom or any business practices of competitors of Ryanair.

3. BRIBERY AND CORRUPTION

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.

A **bribe** does not have to actually be given or accepted to commit an offence. Agreement to give or accept the bribe is sufficient to amount to a crime. The penalties for violation of most bribery offences include imprisonment and significant fines against responsible companies and individuals.

Corruption is any abuse of a position of trust in order to gain an undue advantage. Bribery is a means of causing corruption. For the avoidance of doubt, corruption may take place privately and does not solely relate to dealings with government officials.

All forms of Bribery are strictly prohibited. Specifically, you must not:

- a) Give, promise to 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 advantage received;
- b) accept any offer from a third party that you know, or suspect is made with the expectation that we will provide a business advantage for them or anyone else;
- c) give, promise to give or offer any payment (sometimes called a facilitation payment) to a government official, agent or representative in any country to facilitate or speed up a routine or necessary procedure;
- d) 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. GIFTS, BUSINESS ENTERTAINMENT AND HOSPITALITY

Gifts are benefits of any kind given to someone as a sign of appreciation or friendship, without any expectation of receiving anything in return.

Hospitality includes meals, invitations to events, functions or other social gatherings in connection with matters related to the business of the Group.

Entertainment generally includes attendance at plays, concerts and sports events.

You may not give or offer a Gift to, or accept a Gift from, anyone with whom the Group conducts business where the gift would exceed customary courtesies associated with accepted ethical airline and general commercial practice. Receiving or giving gifts of cash is strictly prohibited.

Hospitality and Entertainment are acceptable provided they fall within reasonable bounds. Hospitality or Entertainment which is offered for something in return – a ‘quid pro quo’ and Entertainment of an inappropriate nature are not acceptable.

Gifts, hospitality and entertainment must not be offered for any improper purpose or for the purpose of influencing, inducing or rewarding a person for doing an act in relation to their employment, position or business. Certain types of corporate hospitality may amount to an offence in some jurisdictions (e.g. Ireland). When assessing whether or not any corporate hospitality may amount to an offence the following relevant factors should be considered:

- (a) the context and timing of the provision of the corporate hospitality
- (b) the level of hospitality offered
- (c) the way in which it was provided
- (d) the level of influence the person receiving it had on the making of business decisions
- (e) whether the corporate hospitality was connected to a legitimate business activity
- (f) whether the corporate hospitality was provided openly or whether it was concealed.

You must obtain approval from a senior (Z-level) manager or the Group CEO if you are a Group Z-level manager and keep a written record of all Gifts, Hospitality or Entertainment given or received which exceed a nominal value (approx. €500). You must also submit all expenses claims relating to Gifts, Hospitality or Entertainment to third parties without delay.

5. FACILITATION PAYMENTS

Facilitation payments are small, unofficial payments typically paid to speed up an administrative process or secure a routine government action by an official.

Under no circumstances should facilitation payments or "kickbacks" of any kind be made by any person undertaking duties on behalf of Ryanair.

6. CHARITABLE DONATIONS AND LOBBYING

Donations are benefits given by the Group in the form of money and/or in-kind contributions.

Any charitable donations by any employee made on behalf of the Group must be expressly approved in advance by a Z Manager.

Ryanair is politically neutral, and prohibits contributions to political parties, political think tasks and any equivalent political donations either directly or indirectly.

Detailed written records must be kept of any sponsorship or charitable donations made.

Lobbying describes interactions with policy makers and other external stakeholders with the intent to represent the Group's perspective in the policy making process.

Lobbying should not be carried out for any corrupt or illegal purposes, or to improperly influence any decision. Relevant functions (e.g., Ryanair's Head of Public Affairs) provide guidance on how lobbying should be conducted based on the values of transparency, honesty and integrity. Any lobbying activities must not be conducted without first notifying and seeking the approval of the respective manager.

7. THIRD PARTIES

A **Third Party** is any natural person or legal entity with whom the Group interacts and who poses, due to the nature of their business, a Bribery risk. In addition to direct payments to persons, indirect payments through an agent, partner (including one of the Group's local operating partners), subsidiary, consultant, or any other third-party may give rise to liability.

If the Group are outsourcing any activity to a Third Party, we must have controls in place to ensure that they do not engage in Bribery or other forms of corrupt practices on our behalf. The specific controls that we put in place need to match the risk in question. All written agreements with Third Parties must include, as a minimum, standard contract provisions relating to compliance with Anti-Corruption Laws and this Policy.

Third Parties may be paid by cheque or wire transfer only, and never in cash. All payments will be made pursuant to invoices, receipts or other documentation documenting services rendered in detail.

All employees of the Group engaging with Third Parties should be sensitive to any “red flags” that may arise when dealing with a Third Party to ensure that improper payments are not being directed to government officials or others. Examples of situations that require further enquiry or discussion with a Z-level manager are as follows:

- requests for commissions that are unusually large in relation to work involved (e.g. a finder's fee);
- any references to “special accommodations” that need to be made when dealing with local government officials;
- any statements made that a representative of the Group should not ask too many questions about doing business in the local jurisdiction;
- requests for any “up front” payments not contractually provided for;
- requests for payments to be made to an offshore bank account, in cash, in a different name, to a shell corporation, to an account in a different country, through private payment procedures, or to an unrelated third-party;
- refusal by a Third Party to commit in writing to compliance with the Group's anti-bribery and corruption policies;
- refusal by a Third Party to submit or respond to the Group's due diligence requests without reasonable explanation;
- refusal by a Third Party to provide written reports of their activities;
- any history of illegal, unethical or questionable behavior by the Third Party in question;
- any family or business relationships between the Third Party and government officials;
- requests for commission payments prior to announcement of any award decisions;
- requests by government officials that specific parties be engaged to provide services or materials to the Group;
- requests that a Group bid for services be made through a specific representative or partner;
- any Third Party located in a jurisdiction which ranks highly on the Corruption

Perception Index.

8. DOING BUSINESS WITH GOVERNMENT AND PUBLIC OFFICIALS

Employees must be especially vigilant in dealings with governments, public bodies and with all public officials. Activities that may be permissible when working with private sector partners may be improper or illegal when working with governments, public bodies or public officials. Any relationship with governments, public bodies or public officials must be in strict compliance with the rules and regulations to which they are subject, and any benefit conveyed to a public official must be fully transparent, approved by Z-level Manager, properly documented, accounted for and within the limits set by the applicable laws.

Employees who have any questions regarding whether interactions with public officials are appropriate should immediately contact their supervisor. Public officials include (but are not limited to) elected public representatives, ministers of government and other public office holders, State employees, judges, jury members and any other person employed by or acting on behalf of the public administration of any State.

9. RECORD KEEPING

No payment of the type envisaged by this Policy on behalf of the Group may be approved without adequate supporting documentation or made with the understanding that all or part of such payment is or has been used for purposes other than those identified in supporting documents (see also the [Ryanair Holdings plc Code of Business Conduct and Ethics, Accounts and Records](#)).

All accounts, invoices, and other records relating to dealings with Third Parties, including suppliers and customers, should be prepared and maintained with strict accuracy and completeness.

10. DISCIPLINARY ACTION

Any person to whom this Policy applies who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. Breaches of the Anti-Corruption Laws could also subject the individual who committed the violation to civil or criminal penalties, including substantial fines and potentially lengthy imprisonment. Any person other than an employee who breaches this Policy may have their contract terminated with immediate effect.

11. BREACHES AND REPORTING

If you are offered a Bribe, or are asked to make one, or if you suspect that any Bribery, Corruption or breach or non-compliance with this Policy has occurred or may occur, you must notify your manager or a personnel manager without delay. In the event that you feel that you

are unable to discuss this matter with your manager or a personnel manager, please refer to the Whistleblowing Policy and Procedures.

The policy and reporting procedures are set out in the [Ryanair Holdings plc Code of Business Conduct and Ethics](#). We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in Bribery or Corruption, or because of reporting in good faith their suspicion that an actual or potential Bribery or other Corruption offence has taken place, or may take place in the future.

12. TRAINING AND COMMUNICATION

This Policy forms part of the induction process for all employees, and regular training will be provided as necessary. All relevant employees have an obligation to attend regular training when requested and provided, review the materials provided and maintain up to date knowledge in relation to the Group's anti-bribery and anti-corruption compliance programme. Training will be provided to all relevant employees at least annually, and to all new relevant employees on joining the Group.

All our suppliers, contractors and other Third Parties we outsource activities to must be informed of our zero-tolerance approach to Bribery and Corruption and may be required to complete certain screening and / or due diligence processes commensurate with our assessment of the risk they pose in areas covered by this policy.

Date: 28 January 2022