

ANTI-BRIBERY AND CORRUPTION - GLOBAL POLICY AND PROCEDURE

1. Introduction/Overview

In a majority of jurisdictions around the world, there are laws against bribery and corruption. The most well known and far reaching are the Foreign Corrupt Practices Act of 1977 (US) and the Bribery Act 2010 (UK). Both of these pieces of legislation can apply to businesses even if they are not operating in the US or the UK.

For the purposes of this Policy, **bribery** is defined as promising, offering, giving, requesting, or receiving something of value for the purposes of influencing a person in the discharge of his or her duties. **Corruption** is defined as giving or obtaining advantage through means which are illegitimate, immoral, and/or inconsistent with one's duty or the rights of others (including through the use of bribery).

Your conduct is based on DP World's commitment to acting professionally, fairly and with integrity.

DP World has a zero tolerance policy towards any form of bribery and/or corruption.

The purpose of this policy is to set out your responsibilities in observing and upholding the Company's position on bribery and corruption.

The violation of this policy is a serious matter and may constitute grounds for summary dismissal or termination, potential fines and jail term if investigated and convicted.

2. Scope

This policy applies to all DP World employees across our global business. For the purposes of this policy, **employee** includes any person not directly employed, but who carries out duties on behalf of DP World, including, for example, agents, representatives and service providers.

3. Principles

The offences that the main global bribery and corruption laws aim to prevent can be summarised

under four distinct categories. The first three apply to you as an employee and the fourth to the company as a whole.

- **Bribing Another Person**

Offering, promising or giving a reward to induce a person to perform a relevant function or activity improperly for you.

- **Being Bribed**

Accepting, agreeing to accept or requesting a reward in return for performing a relevant function or activity improperly.

A '**relevant function or activity**' includes any activity of a public nature or any activity connected to a business.

'**Acting improperly**' will be any breach of what a reasonable person would expect in relation to the performing of the function or activity.

- **Bribing a Foreign Public Official**

This is a specific offence of trying to influence a foreign public official by offering something of value with the intention of obtaining or retaining a business advantage. A **foreign public official** includes any person in a legislative, judicial or administrative office, a person exercising a public function or an official or agent of a public international organisation.

- **Failure to prevent bribery**

DP World can also face corporate criminal liability if one of its employees bribes another person or bribes a foreign public official, anywhere in the world (**US, UK or overseas**). Specifically, offences may occur if the corrupt act or payment of the bribe occurs in the UK or US, or if it involves a UK or US national or corporate entity.

As DP World owns The Peninsular and Oriental Steam Navigation Company, a UK company, the entire

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business is affected by the Bribery Act and may face prosecution under it.

- **Examples of possible bribery**

There is no set monetary threshold at which a payment or gift becomes a bribe. Examples of conduct which could be considered as bribery include:-

- Using a supplier (above others) that gives you favourable gifts;
- Offering a trade union official lavish corporate hospitality;
- Receiving expensive corporate hospitality from a supplier;
- Offering a large donation to a third party in return for favourable treatment;

Compliance Officer sign off should be sought prior to any benefits (of any value) being given in any form to public officials.

Corporate hospitality isn't prohibited **BUT** it must be transparent, reasonable and not designed to influence decisions. Please refer to the DP World Corporate Entertainment Policy.

- **Consequences of Breach**

If you are involved in an act of bribery you could face an **unlimited fine** (which DP World will not pay for you) and up to **10 years** jail time. You will also face disciplinary action up to and including **dismissal**.

In addition to this, DP World can also face up to an **unlimited fine**. Its **directors** may be imprisoned and/or disqualified. DP World may also suffer from permanent disbarment from public concession bids and be exposed to reputational damage and third party civil claims. In addition, bribery and corruption allows employees and third parties to rationalise stealing from the company and it opens the door to blackmail and extortion.

4. **Procedure**

DP World is committed to operating responsibly wherever we work in the world and to engage with our stakeholders to manage the social, environmental and ethical impact of our activities in the different markets in which we operate.

Our principle is that you do not engage in bribery or any form of unethical inducement or payment including facilitation payments and 'kickbacks.' You are required to avoid any activities that might lead to, or suggest, a conflict of interest.

- **Conflicts of Loyalty or Interest**

You are expected to declare in writing if you find yourself in a situation where your loyalty to the company comes into conflict with personal interests. Such a declaration should be made to your **Line Manager** who should then report it to the **SVP – Human Capital**.

- **Travel Expenses**

Expenses will only be paid in relation to reasonable and proportionate costs incurred in the course of legitimate business. Expenses should be claimed in accordance with the Travel Policy.

- **Corporate Hospitality**

You must declare and keep a record of all hospitality or gifts accepted over US\$100, which will be subject to managerial review. The Gift and Hospitality register will be maintained by the HC team and may be shown to relevant third parties upon request.

If you are found to have been offered or accepted a gift or enticement that could be construed by a reasonable person as a bribe, without reporting it to the **Compliance Officer**, you will be subjected to disciplinary action.

If it might be perceived as a breach of etiquette with adverse business and social consequences to reject a gift, in this case please speak to the **Compliance Officer**.

- **What to Look Out For**

You should always consider whether what is being asked of or offered to you is legitimate, proportionate and appropriate. Without limitation, the following situations are examples of situations which need careful consideration:

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- Corporate entertainment that is expensive, out of the ordinary, lavish, timed to coincide or influence a contract renewal or decision;
- Transactions that appear structured to avoid reporting requirements;
- Transactions that lack business sense, economic substance or investment strategy;
- Requests from an agent, consultant, client or customer to prepare false or inaccurate documents (including the backdating of documents).

If you are in doubt as to the legality of any situation, you should refer the situation to the **Compliance Officer** on **+971 4 8080980** or **compliance.officer@dpworld.com**.

- **Contracts**

Ensure you include a standard clause in all commercial contracts which prohibit bribery and corruption. If you are unsure please pass the document to the **Legal Department** for clarification.

You should communicate this policy to your suppliers, contractors and business partners and wider stakeholders. Please contact the **Legal Department** if you require assistance in preparing such communication.

- **How to report a breach?**

You are encouraged to raise concerns about any instance of malpractice at the earliest possible stage by calling our **confidential** whistleblower hotline on **+971 4 8080700**.

Employees will receive the full support of DP World when refusing to pay a bribe, even if it may result in the Company losing business. Any information provided about another employee of DP World will be kept confidential, and you will be protected by DP World against any victimisation or reprisal as a result of making your report, provided that your suspicions are reasonably held. For more information, please refer to the DP World Whistleblowing Policy.