



# **ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

---

# Contents

- 1. PURPOSE AND POLICY STATEMENT.....3**
- 2. SCOPE OF APPLICATION ..... 3**
- 3. DEFINITIONS..... 3**
- 4. RULES AND GUIDELINES ..... 3**
  - 4.1 Bribes, Facilitation Payments, and Kickbacks.....4
  - 4.2 Coercion and Extortion.....4
  - 4.3 Gifts and Entertainment.....4
  - 4.4 Guidelines on Giving.....4
  - 4.5 Guidelines on Accepting .....6
  - 4.6 Special situations .....6
  - 4.7 Political Contributions and Charitable Donations.....4
  - 4.8 Corruption related to Third Parties .....6
- 5. RESPONSIBILITIES .....7**
- 6. SPEAK UP.....8**
- 7. DISCIPLINARY ACTION ..... 8**
- 8. REVIEW PROCESS..... 8**

## 1. PURPOSE AND POLICY STATEMENT

At QTerminals we are committed at conducting business with integrity, in an honest, ethical and transparent manner with zero-tolerance for Bribery and Corruption in any form. Corruption and Bribery are severe issues that affect all economies and markets. They destroy value, undermine integrity and adversely affect communities, individuals, institutions and companies involved and society at large.

All Employees are strictly prohibited from engaging in Corruption or Bribery in any form. Additionally, all Employees are to prioritise and timely complete any mandatory training related to this topic. Furthermore, in its commitment to prevent, detect and investigate all forms of Corruption, including Bribery, QTerminals has established a number of controls, which must be strictly followed.

This Anti-Bribery and Anti-Corruption policy (hereinafter “Policy”) serves as a guide to Employees to understand and identify different forms of Corruption and Bribery, provides guidelines on how to act in a situation involving Corruption and Bribery, and outlines expected behaviours to direct Employees’ actions.

## 2. SCOPE OF APPLICATION

The Policy applies globally to all Employees of QTerminals, as outlined in the “Definitions” section of the Policy below. This Policy does not replace any national or international law. In case applicable laws in specific regions are stricter than the standards and principles outlined in this Policy, the stricter law or regulation shall take prevalence over this Policy.

## 3. DEFINITIONS

**QTerminals** means QTerminals W.L.L. and its controlled subsidiaries, affiliates, and joint ventures.

**Employees** means all QTerminals’ employees (including contracted workers), officers, directors (including those assigned to minority owned and non-controlled entities of QTerminals).

**Ethics Review Panel (ERP)** means a multidisciplinary body within QTerminals committed to reviewing all reported alleged unethical matters, misconduct and wrongdoings in a timely manner and deciding on the respective disciplinary action. ERP members are selected on the case-by-case basis by the Group Legal and Compliance Director, depending on the nature and criticality of the alleged misconduct and/or wrongdoing.

**Bribes** are undue payments, gifts, entertainment or benefit (i.e., anything of value) accepted, promised or offered to improperly influence decisions in one’s favour, to gain personal, professional or business advantages or as a reward in exchange of an undue favour done in the past. Bribe can take many forms and some examples include gifts and gift cards or vouchers, commissions, reimbursement of expenses of costs, employment opportunities or promotions, donations or sponsorships. A Bribe can also be indirect, like offering a job in return for some favours, free use of a company’s services and facilities, cancellation of a debt, etc.

**Bribery** means any act of offering, promising, giving, accepting or soliciting Bribes, whether directly or indirectly, to any person in the private sector, Government Official, Third Party or any other entity or organisation.

**Corruption** is the abuse of entrusted power or authority by engaging in illegal or dishonest behaviour for a private gain. This includes but is not limited to Bribery, fraud and embezzlement.

**Facilitation Payments** also referred to as Kickbacks are undue payments (either paid or received), typically cash of a low nominal value, (usually) to a low-ranking Government Official to expedite routine

governmental processes or approvals necessary for the business. Facilitation Payments or Kickbacks are a type of Bribe.

**Government Officials** are defined by officers or employees of government institutions, state-owned companies, public international organisations, law enforcement, or any other organisation owned or controlled by, or acting in an official capacity on behalf of, any of the aforementioned organisations.

**Line Manager** is a person with direct managerial responsibility for a particular Employee.

**Third Party** is any business partner, supplier, service provider, consultant and other representatives with whom QTerminals has a business relationship.

## 4. RULES AND GUIDELINES

### 4.1 Bribes, Facilitation Payments and Kickbacks

QTerminals has zero-tolerance against any form of Bribery and strictly prohibits:

- Accepting or agreeing to accept Bribes.
- Giving, offering or agreeing to offer Bribes.
- Requesting or soliciting Bribes.
- Otherwise participating in Bribery, including arranging, allowing and ignoring or wilfully turning a blind eye to Bribes.
- Acting as an intermediary for a Third Party in receiving, offering or soliciting Bribes.

Facilitation Payments and Kickbacks are prohibited by QTerminals and must not be paid or received, even if they are common practice in a particular jurisdiction. Employees must refuse to pay or receive, and report as soon as possible any request for a Facilitation Payment or Kickbacks.

As a general rule, Employees must use their common sense and judgement when assessing a situation related to Bribery. If an action or situation could be perceived as corrupt behaviour and might cause embarrassment for the Employee as well as QTerminals, it is advised to strictly avoid it to the extent possible.

### 4.2 Coercion and Extortion

Sometimes, it may be the case that Employees are pushed to give or receive Bribes, Facilitation Payments, gifts and advantages through forceful behaviour, for example, blackmailing. Such actions are called coercion and/or extortion and must be strictly declined by the Employees. In any case when Employee is feeling blackmailed, threatened or otherwise forced to engage in Bribery or Corruption, they should seek help and immediately inform their Line Manager, their HR department or their Compliance Officer/Representative.

In extreme situations, if an Employee faced immediate threat to safety of life, liberty or health and has been forced to give or receive an undue payment or engage in unethical behaviour, this must immediately be reported to their Line Manager, their HR department or their Compliance Officer/Representative who will take the necessary actions.

Employees are prohibited to aid Corruption by engaging in any kind of extortion or coercion, whether directly by extorting and/or coercing somebody, or indirectly such as by acting as an intermediary or turning a blind eye.

### 4.3 Gifts and Entertainment

At QTerminals, we recognise that gifts and entertainment, when used in a reasonable manner constitute a way to show respect, appreciation and are a legitimate means to build healthy business relationships. However, as responsible Employees, we must avoid situations where gifts and entertainment may be

inconsistent with our ethical standards, could be perceived as seeking an improper advantage, or otherwise discredit the reputation of QTerminals (or of the person) if publicly disclosed.

The following general principles should be kept in mind before exchanging gifts and entertainment. Gifts and entertainment should:

- Be legal in the respective country.
- Be exchanged in an open and transparent manner.
- Be exchanged without attaching a further obligation to it.
- Be appropriate in cultural and business context.
- Not be exchanged too frequently and/or given to/received by the same recipient.
- Not be requested or demanded by the recipient.
- Not be exchanged during or in the immediate time period before or after business decisions, such as during a tender process.

#### **4.4 Guidelines on Giving:**

- At QTerminals we may not give a gift or entertainment above the nominal value of USD 150. Still, when giving gifts or entertainment, Employees should also be careful that these are appropriate, therefore, always consult your Line Manager about whether it is appropriate for you to give gifts or offer entertainment to Third Parties as part of your role at QTerminals.
- When the nominal value of the gift or entertainment that an Employee wants to give exceeds USD 150, it must be approved in writing by the Group Legal and Compliance Director.
- Giving cash or cash equivalent gifts, such as gift vouchers, and payment for personal travel and accommodation are strictly prohibited by the Company, irrespective of their nominal value.
- Gifts of modest value (equal to USD 25 or less) that are promotional in nature i.e., company branded, such as calendars, pens, diaries, mugs, among similar others are allowed to be given freely and are exempt from Company policy on gifts and entertainment.
- All offered gifts and entertainment above USD 150 must be recorded in the "Gifts and Entertainment Register" which is maintained by the Compliance team.
- Before offering any gifts or entertainment an Employee must also research the gifts and entertainment policy of that person's organisation or employer to avoid the uncomfortable or embarrassing situation of offering something that cannot be accepted.
- Additionally, Employees must familiarise themselves with the relevant policies of the government authorities that they deal with, including but not limited to their gifts and entertainment and anti-bribery policies. Employees must adhere by any such deviations, if stricter than the QTerminals Code of Conduct or this Policy.
- Employees must never offer a favour to anyone with an expectation, whether explicit or implicit, of them returning the favour to the Employee.

#### **4.5 Guidelines on Accepting:**

- An Employee may not accept a gift or entertainment above the nominal value of USD 150. Any gift above that value must be strictly but politely declined.
- Receiving cash or cash equivalent gifts, such as gift vouchers, and payment for personal travel and accommodation are strictly prohibited by the Company, irrespective of their nominal value.

- Gifts of modest value (equal to USD 25 or less) that are promotional in nature i.e., company branded, such as calendars, pens, diaries, mugs, among similar others are allowed to be received freely and are exempt from Company policy on gifts and entertainment.
- When a situation arises where an Employee cannot refuse a gift or entertainment that is over the nominal value permitted by QTerminals, they should hand the item over to Compliance Officer/Representative and/or inform the Compliance department at the earliest, who will diligently handle the matter in compliant manner in line with regulations as well as applicable internal policies. Feeling uncomfortable or awkward in rejecting a gift or entertainment does not constitute an acceptable ground for receiving gifts or entertainment in excess of the permitted nominal value.
- Additionally, Employees should be aware of situations where they are offered any favours that are, either explicitly or inexplicitly, linked to an obligation. If you think that accepting such favours would mean that you might be asked for something in return, you should decline such offers.
- All received gifts and entertainment above USD 150 must be recorded in the “Gifts and Entertainment Register” which is maintained by the Compliance team. If the value of the gift or entertainment is not known and cannot be, beyond reasonable doubt, estimated to be below USD 150, it must be recorded in the “Gifts and Entertainment Register”.

#### **4.6 Special situations:**

- Prior written approval from the Group Legal and Compliance Director is required for all gifts and entertainment regarding Government Officials regardless of nominal value. QTerminals will only allow occasional courtesy gifts or entertainment of modest value to Government Officials when permitted by law and by the recipient’s internal regulations, and approval will be given only if the overall context of the expenditure does not indicate that the gift or entertainment is intended to improperly influence a Governmental Official.
- Sometimes, marketing events and sponsorships can give the perception of Bribery to an outsider. The same rules as for gifts and entertainment apply when receiving or giving invitations to marketing events. When in doubt please consult the Compliance Officer/Representative as necessary.

#### **4.7 Political Contributions and Charitable Donations**

In some circumstances, donating to political organisations could create an appearance of Corruption and/or Bribery. Therefore, QTerminals does not make contributions or sponsorships to politicians or political organisations for political purposes due to associated exposure. On the other hand, QTerminals supports charitable causes, including business donations, selected grants, sponsorships and volunteering service to drive our Corporate Social Responsibility (CSR) initiatives.

Employees, however, must take diligent steps to avoid giving or accepting charitable donations that are intended to, or may be perceived to be improperly influencing others.

#### **4.8 Corruption related to Third Parties**

QTerminals strictly only engages Third Parties based on objectivity, and never as a favour to anyone. In following the same commitment, Employees are strictly forbidden to indirectly give or receive a Bribe via Third Parties.

We have a duty to ensure that all Third Parties are committed to the principles as laid out in this Policy, and hence, Employees should:

- Be diligent and follow necessary checks and due diligence guidelines before engaging Third Parties.
- Ensure that all compliance clauses as mandated by the Legal and Compliance function are included as a part of contractual agreements.

- Ensure that all fees paid to Third Parties are appropriately justified and documented, and within contractually agreed stipulations.
- Keep accurate and up to date records of payments and as required by law.

## 5. RESPONSIBILITIES

Corruption and Bribery are punishable offences with serious consequences for both the company and its employees around the world, including in countries where we operate. Hence, all Employees are responsible for strictly adhering to this Policy. All Employees must read, understand, acknowledge and adhere to all aspects of this Policy and any supplementary guidelines and procedures issued by QTerminals from time to time, including:

- Conduct themselves and their business in a manner which does not create the appearance of giving or receiving favours or advantages from anybody.
- Never engage, whether directly or indirectly, in an act of Corruption or Bribery.
- Report Corruption or Bribery related situation immediately.
- Collaborate with Line Managers and relevant departments to provide additional information, if needed, to prevent or act upon any instances of Corruption or Bribery.
- Be vigilant of actions or situations that can actually or potentially constitute Corruption or Bribery.
- Prioritise and complete any mandatory training related to this topic in a timely manner.
- Contact your Line Manager, your HR or Compliance Officer/Representative to clarify questions, request information or express concerns relating to this topic.

Line Managers, along with the relevant guidance of Legal or Compliance departments, shall ensure to address any Corruption or Bribery related concerns from Employees.

Management is responsible for ensuring that the necessary means, resources and personnel needed to enforce this Policy are available. Each managing senior executive of QTerminals at port or terminal level must ensure that the business unit they are responsible for is and will remain fully compliant with this Policy, promoting awareness and understanding of this Policy and ensuring allocation of adequate resources to effectively implement this Policy. Specifically, the Compliance team must ensure that the required processes are in place that enable adherence to this Policy. Additionally, the Compliance team is responsible for documenting all reported gifts or entertainment that is over the nominal value permitted by QTerminals by keeping a gift and entertainment log, the "Gifts and Entertainment Register".

## 6. SPEAK UP

QTerminals promotes an environment of integrity and transparency under which its Employees are encouraged to report any violation or suspected violation of this Policy within QTerminals or at any of the third parties engaged directly or indirectly by QTerminals, either by informing their Line Manager, their HR department, their Compliance Officer/Representative or alternatively through the QTerminals Ethics Line, which is available on QTerminals intranet, QTerminals website and as a dedicated phone line.

Additionally, any retaliation against anyone who notices and reports a known or suspected violation of the Policy is strictly prohibited. Anyone proven to have retaliated against a person who has reported a breach in good faith will be subject to disciplinary action. However, any false or malicious allegations may also lead to appropriate disciplinary and legal action, up to and including termination of employment.

For more information on the whistleblowing process, please refer to QTerminals Whistleblower and Anti-fraud Procedures.

## 7. DISCIPLINARY ACTION

At QTerminals, all Employees are expected to abide by this Policy. Any violation thereof may result in disciplinary action, termination of employment or legal proceedings.

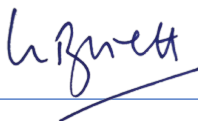
In case the complaints for wrongdoings warrant an investigation, there will be investigations whose results and proposed corrective actions will be reviewed by the Ethics Review Panel (ERP). The corrective actions will be determined based on the facts and circumstances of the breach of conduct and results of the investigation.

For more information on the process of investigation of alleged misconduct and violations of the Code of Conduct or this Policy, please refer to QTerminals Whistleblower and Anti-fraud Procedures.

## 8. REVIEW PROCESS

Compliance team will periodically evaluate the adequacy and effectiveness of this Policy. Depending upon the results of such reviews, amendments might be proposed and introduced.

**Approved By:**



**Group CEO**

**Neville Bissett**