



Anti-Bribery Policy

Approved by: Chairman

Department: Legal

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1. Introduction

- 1.1. Bribery is an issue that affects all societies, economies and markets. Bribery creates political instability, causes social insecurity, undermines institutions, and prevents the free and fair operation of markets. It jeopardises the long-term value, security and integrity of the DP World business.
- 1.2. The Founder's Principles at DP World emphasise the continued growth of our business. However, we will never seek to grow our business in a way that is unethical, unlawful or creates hidden risks. Consequently, we will protect the long-term value of DP World by identifying bribery risks early and taking practical steps to exclude them from our business. This Policy explains how we will achieve that.

2. Scope

- 2.1. This Policy applies to all DP World staff (directors, officers, and employees) everywhere in the world.
- 2.2. A number of anti-bribery Procedures appear as annexures to this Policy. These Procedures do not require CEO/board approval and may be updated by the Legal Department from time to time. Each Regional Office and Business Unit must comply with each Procedure unless it has opted out and adopted an alternative procedure that achieves the same objective. Each Regional Office and Business Unit's compliance with the Procedures will be reported on a "comply or explain" basis annually.

3. Bribery is absolutely prohibited by DP World

- 3.1. DP World absolutely prohibits giving bribes to anyone.
- 3.2. DP World absolutely prohibits taking bribes from anyone.
- 3.3. DP World absolutely prohibits participating in bribery. This includes offering, proposing, requesting, arranging, allowing, ignoring or being wilfully blind to bribes.
- 3.4. DP World absolutely prohibits using or allowing other people to give bribes, take bribes or participate in bribery.
- 3.5. A bribe is anything given to someone to cause someone to break a law or improperly perform a duty in the future, or to reward them for having broken a law or improperly performing a duty in the past. It does not matter if that bribe is given or received directly or indirectly. It does not matter if the bribe is money, an object, a service, influence, or an intangible advantage. It does not matter if the bribe is disguised, hidden or given a special name.

4. What kind of bribery issues do we face?

- 4.1. Every company in every sector around the world faces bribery issues in the course of business. The following are examples of corrupt conduct that could occur in our sector.
- 4.1.1. The Sales Director and CEO of a shipyard agree to pay kickbacks to ships' captains and engineers if they send their employers' ships to the shipyard for repair. The kickbacks are paid from petty cash and falsely recorded in the company's accounts as "entertainment expenses" by the finance team.
- 4.1.2. Two years ago, an influential businessman paid EUR 20 million to government ministers to win a concession for a container terminal. Now, he wants to sell his company to a company like DP World.
- 4.1.3. DP World wants to buy a government business. A government minister suggests DP World establishes a charitable fund so that high-achieving students chosen by the Education Ministry can study in Dubai.
- 4.1.4. A CEO and IT Director organise a tender for expensive equipment in a way that favours vendors managed by their friends. In return, they are invited on luxurious overseas trips and are given expensive gifts.
- 4.1.5. A truck driver misses his appointment to collect a container from a terminal. He offers USD 10 to the gate administrator to allow him to join the queue of waiting trucks without rebooking.
- 4.1.6. A police inspector unexpectedly visits the CEO of a terminal at his office. The police officer says if the terminal doesn't pay his unit's expenses, they'll have to stop patrolling the area and crime will increase.
- 4.1.7. A consultant approaches a Business Development Manager at a conference. He tells her that he can arrange an introduction to a Prime Minister of a certain country. After that, it will be easy for her to get a concession at the country's main port. The consultant wants a USD 50,000 fee and another USD 15,000 for expenses.
- 4.1.8. DP World needs permission from local government to build a new access road to its facility. The local mayor says she will allow the road if DP World gives her son a job.

5. How does DP World prevent bribery?

- 5.1. Business Development: DP World must ensure that it does not inadvertently acquire or build businesses that are tainted by bribery, and that transactions are free from bribery. It does this by integrating anti-bribery safeguards into the business development and M&A process.
- 5.2. Business partners: DP World does not allow other people to pay or give bribes in its business. DP World conducts due diligence on its business partners (vendors, joint venture partners and agents), explains its values to them clearly, and makes anti-bribery a term of their contract with DP World.

- 5.3. Gifts and hospitality: DP World only allows gifts and hospitality to be given and received if they are modest, appropriate, and consistent with its values. Gifts and hospitality over a specified value must be recorded in each Business Unit's Gifts & Hospitality Register. The Gifts & Hospitality Register must be reviewed every six months by its owner for excessive or otherwise improper gifts and hospitality practices. Each Business Unit is responsible for identifying whether and how it is possible to monitor gifts & hospitality when claiming expenses and for taking that step in due course.
- 5.4. Public officials: DP World exercises caution when dealing with public officials (civil servants, government employees, inspectors, regulators). DP World will not give a public official any private benefit ("grease payment", "بخشیش", "dash", "चाय पानी") to take decisions in our favour or speed up their actions.
- 5.5. Political activity: DP World does not make political donations to any political party, political campaign or individual political figures. DP World does not make donations to any organisation (whether community, religious or sporting) that is a proxy for or inherently tied to political persons. DP World does not prevent anyone from exercising their political rights, but they must not claim to be doing so on behalf of DP World.
- 5.6. Employment: DP World does not hire or promote people in order to induce third parties to make decisions in our favour in the future, or to reward third parties for having already made decisions in our favour.
- 5.7. Charitable donations: DP World engages in corporate social responsibility and charitable activity only as part of its sustainability programme. DP World does not make charitable donations to achieve commercial objectives.
- 5.8. More generally, DP World will act to identify, prevent and mitigate bribery. This will include assessing and monitoring bribery risks; maintaining proportionate and practical anti-bribery procedures; resourcing and promoting anti-bribery within DP World; choosing its business partners carefully; communicating its anti-bribery values internally and externally; appropriately training its staff and business partners on anti-bribery; and responding proportionately to concerns about bribery in its business.

6. How to get anti-bribery advice

- 6.1. Staff or business partners who have questions or require support on anti-bribery issues should contact the DP World Legal Department. Special guidance exists for staff in Human Capital, Business Development and Procurement roles: please check Connexions/your local intranet site or email antibribery@dpworld.com.

7. How to report bribery concerns

- 7.1. Staff or business partners who suspect, know or are concerned that bribery is taking place in relation to DP World's business must immediately raise those concerns ("blow the whistle") via the whistleblowing hotline. You can reach the whistleblowing hotline through the internet (click [here](#)); by email (dpworld@expolink.co.uk); or by phone (dial 8000 44 138 73 from the UAE; other global access numbers are available [here](#)). DP World supports whistleblowers and prohibits retaliation against them – for more information, read our Whistleblowing Policy [here](#).

8. Breach of this policy

- 8.1. If DP World staff breach this policy, they face serious personal consequences. They will be subject to disciplinary proceedings, and will probably lose their job; they may be sued by DP World or anyone else that has suffered loss as a result of their misconduct; and they may be arrested and prosecuted. Bribery is a serious criminal offence in all the countries in which DP World operates: someone convicted of bribery may be fined and imprisoned for 5 years (United Arab Emirates¹), 8 years (Mozambique²), 10 years (United Kingdom³), or even life (China⁴).
- 8.2. If DP World's staff or business partners breach this policy, DP World faces serious consequences. Bribery causes financial loss, wasted management time, and lower profitability. DP World could be sued by anyone who has suffered loss as a result of bribery in our business. DP World could be prosecuted and convicted of a criminal offence, and face an unlimited fine. In some countries, DP World could be barred from public procurement, prevented from borrowing from international development banks, or temporarily or permanently closed.
- 8.3. If DP World business partners breach this policy, they face significant consequences. DP World may terminate its business relationship with them, may choose not to do business with them in the future, may sue them for any losses caused to DP World, and/or may file a criminal complaint with the relevant authorities or bring a private criminal prosecution.

9. Related Standards, Policies and Processes

- 9.1. The following documents are related to anti-bribery and should also be referred to: Whistleblowing Policy; Fraud Policy; Fraud Management Framework.

10. Revision History

Version	Reviewed	Approved	Policy owner	Summary of changes
3.0	September 2017	February 2017	Legal	Simplification and creation of procedures.
2.0	August 2015	August 2015	Legal	Various updates.

¹ See article 236 of the Penal Code of the United Arab Emirates.

² See article 9 of the Anti-Corruption Act (Mozambique), law #6 of 2004.

³ See section 11(1) of the Bribery Act 2010 (UK).

⁴ See chapter VIII of the Criminal Law of the People's Republic of China, law #83 of 1997.

Procedure 1: Giving and Receiving Gifts and Hospitality

DP World staff are only allowed to give and receive Gifts and Hospitality in narrow circumstances. Gifts and Hospitality can be an acceptable part of business life, but they can also be risky. Improper Gifts and Hospitality given to and from people outside DP World can be wasteful, act as camouflage for bribes, and hurt our reputation.



Gifts includes objects, services (e.g. use of an apartment or boat), advice, information, vouchers, gift cards and other “favours”.



Hospitality includes meals, drinks, receptions, tickets to cultural events, tickets to sports games, plane tickets, taxi fares, hotel accommodation etc.

Every DP World staff member (employee, director, officer) must follow this procedure. Equally, before giving Gifts or Hospitality to anyone outside DP World, you should research the gifts and hospitality rules of that person’s organisation or employer. This will avoid the embarrassment of us offering something that the person cannot accept.

✓ Usually acceptable	⚠ Risky – think carefully	✗ Always Prohibited
<p>Gifts and Hospitality are usually acceptable if they are:</p> <ul style="list-style-type: none"> - of nominal and modest value - given and received transparently - given and received without further obligation - given and received infrequently and to a variety of recipients - promotional (DP World pens etc) - exchanged as part of genuine cultural traditions in the relevant market (Eid, Christmas, New Year, International Women’s Day) - appropriate in a business context - legal in the relevant country - given and received during an approved marketing or communications campaign 	<p>You should be very cautious:</p> <ul style="list-style-type: none"> - if the Gift or Hospitality has cultural implications (e.g. alcohol, religious imagery) - if the Gift or Hospitality is requested or demanded by the recipient. - if the Gift or Hospitality’s value exceeds USD 200. If you give or receive Gifts and Hospitality over USD 200, you must record it in the Gifts & Hospitality Register. - if the recipient is a Public Official. You must receive advance written permission from your Line Manager before giving Gifts or Hospitality of any value to any Public Official. You must record any gifts or hospitality given to any Public Official in the Gifts & Hospitality Register. <p>Public Officials are politicians, government officials, royalty, employees of state companies/port authorities, law enforcement etc.</p>	<p>Gifts and Hospitality are prohibited if they are any of the following:</p> <ul style="list-style-type: none"> - lavish or expensive - given in secret - part of a quid pro quo (“if you do that, I’ll give you this”) - designed to influence a recipient’s business decision - given during, shortly before or shortly after a tender process - given repeatedly to the same recipients - money or money equivalent (gift cards) - inappropriate in a business context (e.g. gender exclusive, substance abuse, sex industry) - embarrassing if known by colleagues, customers, competitors or the media

Where is the Gifts & Hospitality Register?

Head Office, each Regional Head Office and each Business Unit must maintain a Gifts & Hospitality Register. At Head Office and many other locations, the Gifts & Hospitality Register is maintained by Human Capital, but it is your responsibility to find out who maintains the Gifts & Hospitality Register relevant to you. Your Business Unit may also have special local rules around Gifts & Hospitality – you should inquire as to whether this is the case.

What happens if I am offered inappropriate gifts or hospitality?

If you are offered a gift or hospitality that you do not think is appropriate under this policy, then you should politely but firmly decline it. You could say, for example, “that is a very kind offer. As you know, DP World is an international company that works closely with many governments around the world, and so unfortunately I cannot accept. I very much appreciate your generous gesture”. Many people in our sector are conscious of the risks around gifts and hospitality (some clients and business partners will not accept any gifts or hospitality at all), and so this explanation will usually be sufficient. It is not acceptable to give gifts or hospitality merely to avoid social awkwardness.

However, if you really think you cannot decline a gift or hospitality, then immediately upon acceptance you must:

- 1) record the gift or hospitality in the Gifts & Hospitality Register;
- 2) send an email to antibribery@dpworld.com explaining the full circumstances of the gift or hospitality and why you thought you could not accept the gift or hospitality; and
- 3) provide any gift to the most senior Human Capital colleague in your business unit. They are then responsible for disposing of the gift e.g. by donating it to charity, by raffle with proceeds donated to charity etc.

Coercion and extortion: what if I am forced into giving gifts or hospitality?

From time to time, it is possible that people will request or demand advantages from DP World disguised as gifts or hospitality. You should generally assume that such requests or demands are improper, and should be declined. However, if you face an immediate and credible threat to life, assets or the environment, and are forced to give gifts or hospitality, this is coercion/extortion.

In case of coercion/extortion, you must immediately contact the Group Legal Department (antibribery@dpworld.com) for further advice. The Group Legal Department will involve Group Security as necessary. It is not acceptable to give gifts or hospitality merely to avoid social awkwardness.

How are Gifts & Hospitality within DP World to be treated?

The rules are more relaxed for gifts & hospitality given within DP World i.e. between colleagues. At all times, the gifts and hospitality should be appropriate in a business context, legal, and not given to obtain an unfair advantage.

❗ Do you have questions or concerns?

You can obtain advice around Gifts and Hospitality from your line manager or from the Head Office Legal Department (antibribery@dpworld.com).

If you have concerns that gifts, hospitality and travel are being given or received improperly, or about any other possible unlawful or unethical conduct, you should contact your line manager or the DP World Whistleblowing Hotline. You can reach the Whistleblowing hotline (click [here](#)); by email (dpworld@expolink.co.uk); or by phone (you can dial 8000 44 138 73 from Dubai and other global access numbers are available [here](#)). DP World encourages and supports whistleblowers – for more information, read our Whistleblowing Policy [here](#).

Procedure 2: Gifts & Hospitality Register

Each Business Unit must maintain a Gifts & Hospitality Register. Unless otherwise directed by the leadership of the Business Unit, the register must be maintained by the Human Capital team. The Gifts & Hospitality Register must be reviewed by the person responsible for maintaining it each four months. In the event that any non-compliant or otherwise risky entries are identified, this should be notified to antibribery@dpworld.com.

A suggested format for the Gifts & Hospitality Register is given below.

#	Giver's name, title, organisation	Recipient's name, title, organisation	Nature of gift or hospitality	Value of gift or hospitality	Purpose of gift or hospitality	Date of gift or hospitality	Advance approval required/given?
0	Sami Example, Government Relations, DP World	Mo Specimen, Vice President, Global Shipping Corp	Tour of port; restaurant dinner; DP World pen	Tour: \$0; dinner: \$150; pen: \$55.	Show DP World terminal to major customer	02 May 2019	Yes, approved by MD on 01 April 2018.

Procedure 3: Anti-Bribery Training

DP World will provide anti-bribery training to its staff. The training will be developed to reflect the bribery issues that are most relevant to DP World in light of its business model and the countries in which it operates. Training will be assigned to staff on a risk sensitive basis.

e-Learning module available through iLearn

The “ABC Anti-Bribery Training” is a e-learning module that has been custom-written by specialist anti-bribery lawyers Eversheds Sutherland for the DP World Institute. The module is available through iLearn, DP World’s dedicated Learning Management System. The module explains the risks that bribery poses to DP World and society; DP World’s anti-bribery policy; particular risk issues in DP World’s markets; and how to “blow the whistle” on actual or suspected bribery. This module is available in a number of languages (Arabic, Brazilian Portuguese, English, French, German, Greek, Spanish, Romanian, and Turkish) and takes around the average learner 50-70 minutes to complete.

The Human Capital department in Head Office, each Regional Office and each Business Unit is responsible for assigning the training to High Risk Staff (see Annexure 7) upon recruitment and for annual completion thereafter.

Other anti-bribery training

In addition to the above, DP World may from time to time arrange, or invite subject matter experts to provide, targeted trainings or briefings on issues relevant to anti-bribery and integrity generally. Details of content and required attendance will be provided as appropriate. If you would like to schedule anti-bribery training for your Regional Head Office or Business Unit, please contact antibribery@dpworld.com.

Procedure 4: Anti-bribery in contracts of employment

DP World's written contracts of employment should contain clauses that require the employee to comply with DP World's policies (including this Anti-Bribery Policy) and applicable laws (including anti-bribery laws) wherever possible. This is because it reinforces our commitment to lawful and ethical conduct, and because it clarifies our entitlement to discipline employees who engage in unlawful or unethical conduct.

The following text is provided as a precedent. It, or substantively equivalent text, should be included in all contracts of employment into which DP World enters from this day forward (including contract renewals etc). The text may be translated into an applicable language, and may require adaptation to be effective under local law. You should obtain local legal advice before making such changes.

1. Compliance with applicable laws
 - 1.1 Employees are required to comply with applicable laws at all times throughout the term of their employment by DP World.
 - 1.2 The laws with which employees must comply include, but are not limited to, laws around anti-bribery, health and safety, fair competition, data protection, state security etc.
 - 1.3 It is never in the interests of DP World to break the law, and employees must not comply with directions to break the law, even if they are given by line managers or other persons in positions of authority.
 - 1.4 Failure to comply with applicable laws may result in an employee being the subject of disciplinary proceedings, which may (if appropriate) result in the termination of employment.

2. Compliance with DP World policies
 - 2.1 Employees are required to comply with DP World's policies, procedures and internal rules, as updated from time to time, at all times throughout the term of their employment by DP World.
 - 2.2 The policies with which employees must comply include, but are not limited to, policies in relation to anti-bribery, fraud, whistleblowing, procurement, operations, security and sustainability.
 - 2.3 Failure to comply with applicable laws may result in an employee being the subject of disciplinary proceedings, which may (if appropriate) result in the termination of employment.

3. Raising concerns (whistleblowing) about unethical or unlawful conduct within DP World
 - 3.1 If an employee becomes aware of, suspicious of, or concerned about unethical or unlawful conduct in relation to DP World's business, the employee must immediately raise those concerns with the DP World Whistleblowing hotline.
 - 3.2 DP World encourages whistleblowing and does not allow retaliation against persons who blow the whistle merely because they made a report. You can read more about our approach to Whistleblowing, and how to contact the DP World Whistleblowing hotline, in the Whistleblowing Policy.

Procedure 5: Anti-bribery in procurement

The Global Procurement team shall ensure that DP World's Code of Vendor Conduct (which is binding on all vendors) contains anti-bribery provisions that are substantively analogous to the anti-bribery provisions of the DP World Anti-Bribery Policy. In addition, DP World's written contracts with vendors and suppliers should contain specific anti-bribery clauses wherever possible. This is because it reinforces our commitment to lawful and ethical conduct, and because it ensures we have a contractual right to terminate business relationships with vendors that engage in unlawful or unethical conduct.

The following text is provided as a precedent. It, or substantively equivalent text, should be included in all contracts into which DP World enters (including contract renewals etc). The text may be translated into another language and may require adaptation to be effective under local law. You may wish to obtain legal advice from the Global Procurement team before making such changes.

1. Prevention of Bribery

1.1 The Vendor shall (and procure that its officers, employees and agents shall):

1.1.1 comply with all applicable laws, statutes, and regulations relating to anti-bribery including but not limited to the Penal Code (United Arab Emirates), the Bribery Act 2010 (United Kingdom), the Anti-Unfair Competition Act (People's Republic of China) and the Foreign Corrupt Practices Act of 1977 (United States of America);

1.1.2 immediately notify DP World if it suspects, knows or is concerned that bribery is taking place in relation to DP World's business. That notification may be made to the Whistleblowing hotline (click [here](#)); by email (dpworld@expolink.co.uk); or by phone (dial 8000 44 138 73 from Dubai and other global access numbers are available [here](#)); and

1.1.3 maintain adequate procedures to prevent bribery and/or similar conduct occurring in connection with this contract. For the purpose of this clause, "adequate" is to be interpreted consistently with that word's usage in section 7(2) of the Bribery Act 2010 (United Kingdom).

1.2 The Vendor shall ensure that any person associated with the Vendor who is performing services or providing goods in connection with this Agreement does so only on the basis of a written contract which imposes on and secures from such person terms equivalent to those imposed on the Vendor in the present clause ("Relevant Terms"). The Vendor shall be responsible for the observance and performance by such persons of the Relevant Terms, and shall be directly liable to the Vendor for any breach by such persons of any of the Relevant Terms.

1.3 Breach of this clause shall be deemed a material breach of this Agreement. Breach of this clause shall entitle DP World to terminate this contract without notice or upon the provision of 30 days' notice, at its sole discretion.

1.4 For the avoidance of doubt, DP World reserves the right to disclose any or all information in relation to breaches of this policy to law enforcement, regulators, investigators or other third parties, reserves the right to commence civil proceedings to recover losses caused as a result of breach of this policy, and reserves the right to initiate or bring criminal proceedings against any person who breaches this clause.

Procedure 6: Avoiding Conflicts of Interest

Staff must act and make decisions in the best interests of DP World. Every member of staff must avoid any conflict between their personal interests and the interests of DP World. It is equally important to recognise and avoid situations which might appear to our colleagues, customers or competitors to be a conflict of interests, even if it is not in fact a conflict.

Involvement with non-DP World companies

DP World staff⁵ must obtain the written approval of their line manager (or a more senior manager) and complete a declaration of interest form if they wish to become or remain the shareholder, partner, vendor, contractor, or employee of a non-DP World entity.⁶ DP World staff must obtain the written approval of the group Company Secretary and complete a declaration of interest form if they wish to become or remain the director of a non-DP World company.

Approval will not generally be given if the proposed involvement is (or would appear to be) unethical, unlawful, anti-competitive, corrupt or related DP World's competitors, vendors or customers.

Dealing in DP World shares and securities

DP World staff may not use confidential information (or other special advantages arising from work at DP World) in dealing with DP World shares and securities. Directors, Managing Directors, Executive Committee members, and certain Head Office employees are further restricted in dealing with DP World securities: refer to the DP World Share Dealing Code for additional information.

Being a director of a DP World company

Directors of DP World companies have additional obligations and personal legal responsibility in respect of conflicts of interest. Prospective and current directors must understand their legal rights and obligations under applicable law. For further advice on this topic, contact the group Company Secretary.

⁵ The requirement to obtain consent does not apply to directors of DP World FZE [and other TopCos] but they remain bound by their existing legal obligations in respect of conflicts of interest etc.

⁶ Staff members do not need permission from the group Company Secretary in respect of companies whose relevant function is to own or control residential real property.

Annual conflict of interest certification

DP World will maintain a conflict of interest declaration which will be delivered through iLearn. Human Capital must ensure the conflict of interest declaration is assigned annually to all High Risk Staff. The conflict of interest declaration may be assigned to other staff from time to time.

Procedure 7: High Risk Staff

For the purposes of this policy, High Risk Staff are those who are:

- J directors of any DP World company;
- J in a Human Capital role;
- J in a government relations or corporate communications role;
- J in an internal audit or finance role;
- J lawyers or legal advisors;
- J in a business development role or are otherwise engaged in business development;
- J in a sustainability role, a sustainability champion or are otherwise engaged involved in sustainability;
- J in a procurement role or are otherwise engaged involved in procurement; and/or
- J all senior managers in any other team.

Procedure 8: Anti-Bribery in Business Development

Every transaction in every market contains a degree of bribery risk. Equally, each of DP World's business partners and commercial counterparties can create legal, reputational, financial and operational risk for DP World in relation to bribery. DP World accepts that those risks are inherent in business development, and believes the correct response is to recognise and adequately mitigate those risks at the earliest possible occasion.

Consequently, anti-bribery measures must be included in every Business Development process so that DP World:

- chooses business partners that share our anti-bribery commitment;
- identifies bribery risks during the deal development and due diligence processes;
- mitigates the identified bribery risks when structuring the transaction; and
- ensures that anti-bribery protections are included in post-acquisition integration.

Details of how this is to be done are contained within the guidance note titled "Anti-Bribery in Business Development", which was jointly issued by SVP Business Development and SVP Legal. The document is available on Connexions or upon request from antibribery@dpworld.com. All staff with Business Development responsibilities must read and comply with this guidance.