

Anti-Bribery and Corruption Policy

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Introduction

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 causes financial loss, wasted management time, and lower profitability, and jeopardises the long-term value, security and integrity of the wider DP World business.

This Anti-Bribery and Corruption Policy (**ABAC**) has been designed to meet the obligations of DP World Australia Limited (ACN 129 842 093) and its related bodies corporate in Australia (together, **DPWA**) regarding anti-bribery and corruption.

DPWA takes a zero-tolerance approach to bribery and corruption. At DPWA, we:

- a) conduct all business in an honest and ethical manner;
- b) are committed to acting professionally, fairly and with integrity in all business dealings and relationships;
- c) do not permit the making of any inappropriate promises, gifts or excessive hospitality to Foreign Public Officials or any other Public Officials in order to achieve unfair advantage or benefit; and
- d) resist any efforts made by others (including suppliers, customers or clients) to unfairly affect any official decision-making process in order to achieve unfair advantage or benefit.

The Founder's Principles at DPWA 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 DPWA by identifying bribery risks early and taking practical steps to exclude them from our business. This Policy explains how we will achieve that.

Purpose and Scope

This Policy applies to all DPWA directors, officers, employees and third parties or Agents acting on behalf of DPWA (**DPWA Staff**) everywhere in the world.

- a) DPWA Staff must be aware of and understand DPWA's obligations and requirements in order to address and protect DPWA and its staff from bribery and corruption risks.
- b) Several anti-bribery Procedures accompany this Policy. These Procedures do not require CEO/board approval and may be updated by the Legal Department from time to time. Every person must comply with the relevant Procedure, and DPWA's compliance with the Procedures is reported on a "comply or explain" basis annually to the Board of Directors of DP World. These Procedures are located on the Portal in the Our Policies Section.

Bribery is absolutely prohibited by DPWA

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.

DPWA absolutely prohibits:

- a) the provision of an offer or promise, either directly or indirectly, a bribe to a Public Official or Foreign Public Official with the intention of obtaining or retaining business or a business advantage;
- b) participating in bribery, including, offering, proposing, requesting, arranging, allowing, ignoring or being wilfully blind to bribes;
- c) the provision of an offer or promise, either directly or indirectly, a bribe to any person;
- d) permitting, encouraging or facilitating any other person to provide a bribe to a Public Official or Foreign Public Official or another person;
- e) requesting, receiving or agreeing to receive a bribe;
- f) make a Facilitation Payment in connection with a government action;
- g) use false or fraudulent documents, including by establishing off-the-book accounts or falsifying accounts or transactions.

What kind of bribery issues do we face?

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.

- a) A CEO and Head of Technology 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.
- b) A truck driver misses his slot to collect a container from a terminal. He offers \$50 to the gate administrator to allow him to join the queue of waiting trucks without rebooking.
- c) A police inspector unexpectedly visits the GMO 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.
- d) A consultant approaches a Business Development Manager at a conference. He tells her that he can arrange an introduction to a Government Minister of an overseas country. After that, it will be easy for her to get a concession at the country's main port. The consultant wants a \$50,000 fee and another \$15,000 for expenses.
- e) DPWA needs permission from local government to build a new access road to its facility. The local Minister says she will allow the road if DPWA gives her son a job.

How does DPWA prevent bribery?

- a) *Business Development:* DPWA 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.
- b) *Business partners:* DPWA does not allow other people to pay or give bribes in its business. DPWA 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 DPWA.
- c) *Gifts and hospitality:* DPWA only allows gifts and hospitality to be given and received in appropriate circumstances if they are minor, appropriate, and consistent with its values. Gifts and hospitality over a specified value must be recorded in the DPWA Gifts & Hospitality Register. The Gifts & Hospitality Register will

be maintained centrally by HR. The Gifts and Hospitality Register will be reviewed by the Legal department at least twice a year. HR will report to the CEO and responsible ELT member if there are excessive or otherwise improper gifts and hospitality practices occurring.

- d) *Public officials:* DPWA exercises caution when dealing with public officials (civil servants, government employees, inspectors, regulators). DPWA will not give a public official any benefit or offer to provide a benefit or advantage that is not legitimately due to the other person (for example, to favour or speed up their actions).
- e) *Political activity:* DPWA does not make political donations to any political party, political campaign or individual political figures. DPWA does not make donations to any organisation (whether community, religious or sporting) that is a proxy for or inherently tied to political persons. DPWA does not prevent anyone from exercising their political rights, but they must not claim to be doing so on behalf of DPWA.
- f) *Employment:* DPWA 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.
- g) *Charitable donations:* DPWA engages in corporate social responsibility and charitable activity only as part of its sustainability programme. DPWA does not make charitable donations to achieve commercial objectives.

More generally, DPWA 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 DPWA; 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.

Identifying, mitigating and managing Bribery and Corruption risks

In support of DPWA's commitment to a zero-tolerance approach to bribery and corruption, DPWA will:

- a) undertake annual risk assessment to identify Bribery and corruption risks;
- b) respond to events, relationships or enterprises that could increase or alter DPWA's risk exposure;
- c) implement appropriate systems, controls, processes and procedures to mitigate and manage each business unit's Bribery and Corruption risks, as identified through the risk assessment; and
- d) conduct regular monitoring and testing of AB&C processes and controls to evaluate their effectiveness and identify and respond to opportunities for continuous improvement.

How to get anti-bribery advice

Staff who have questions or require support on anti-bribery issues should contact the DPWA Legal Department.

How to report bribery concerns

We must foster a culture of speaking up to encourage reporting of any suspicion of a Bribery and/or Corruption incident without fear of reprisal. To this end, DPWA maintains a whistleblowing program that enables all Eligible Persons to make disclosures and provide support to people speaking up in relation to Bribery and Corruption and other related matters.

A person who suspects, knows or is concerned that Bribery or Corruption is taking place in relation to DPWA's business must immediately raise those concerns in accordance with the DPWA Whistleblowing Policy, in person or via Expolink, details of which can be found here: <https://www.dpworldaustralia.com.au/who-we-are/whistleblowing/> or [https://dpworldaust.sharepoint.com/sites/People/SitePages/Whistleblowing\(1\).aspx](https://dpworldaust.sharepoint.com/sites/People/SitePages/Whistleblowing(1).aspx)

Breach of this policy

Any breaches of this Policy must be reported to either your manager, the Legal Department or via the Whistleblowing Hotline and will be dealt with in accordance with the relevant Human Resource Policy including the DPWA Whistleblowing Policy.

DPWA staff who breach this policy will be subject to disciplinary proceedings and may face other serious consequences, including the risk of legal proceedings by anyone that has suffered loss as a result of their misconduct. Bribery is a serious criminal offence in Australia. Individuals may be subject to imprisonment for not more than 10 years or a fine of \$ 2.1 million. For corporations, the penalties are the greater of:

- a) \$21 million;
- b) if the value of the benefit the body corporate directly or indirectly obtained can be determined – 3 times the value of that benefit; or
- c) if the court cannot determine the value of that benefit – 10% of the annual turnover of the corporation and related bodies corporate during the 12 months ending at the end of the month in which the conduct constituting the offence occurred.

The Company also faces serious consequences for breach by its employees. DPWA could be sued by anyone who has suffered loss as a result of bribery in our business and could be prosecuted and convicted of a criminal offence or face an unlimited fine of \$21 million or more. In some countries, DPWA could be barred from public procurement, prevented from borrowing from banks, or temporarily or permanently closed.

If DPWA business partners breach this policy, they face significant consequences. DPWA 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 DPWA, and/or may file a criminal complaint with the relevant authorities or bring a private criminal prosecution.

Related Standards, Policies and Processes

The following documents are related to anti-bribery and should also be referred to: DPWA Whistleblowing Policy; DPW Fraud Policy; DPW Fraud Management Framework; DPW Code of Ethics, DPW Code of Vendor Conduct, DPWA Procurement Principles and Policy and DPWA ABAC Procedures

Definitions

Term	Definition
Agent	An agent is any third party who may do business on behalf of or for another person and includes clients, contractors, subcontractors, suppliers, consultants, lawyers, accountants, lobbyists, sales agents, brokers, and franchisees.
Benefit	A benefit is any advantage, which is not limited to property, including:

Term	Definition
	<ul style="list-style-type: none"> • financial or non-financial, for example employment, scholarships or favours; and • intangibles, for example business advantages, new business, and retention of business. <p>The advantage can be offered by anyone, either directly or indirectly through another person such as an Agent. The recipient of the advantage could be a relative or associate of a Foreign Public Official.</p>
Bribe	A bribe can be money or anything of value, including but not limited to cash, travel, gifts, entertainment, employment and directed charitable donations which are provided to influence a person to improperly exercise their duty. Such benefit may be provided, offered or promised directly or indirectly. A benefit offered to a public official which is permitted by written foreign law applicable to the official will not be prohibited.
Corruption	Corruption is the provision or offering of a benefit, not legitimately due, to a public official where its intention is to influence the official in the exercise of their duties to obtain or retain business or a business advantage.
Eligible Whistleblower	An Eligible Whistleblower is a whistleblower defined in DPWA's Whistleblowing Policy.
Facilitation Payment	A facilitation payment is a payment of a small amount to secure or expedite a routine governmental action to which a person is otherwise lawfully entitled. Examples of such action include, but are not limited to, obtaining permits or licences, processing governmental papers such as visas and providing mail pick-up and delivery.
Foreign Public Official	<p>A Foreign Public Official is defined in section 70.1 of the <i>Criminal Code Act 1995</i> (Cth) and includes:</p> <ul style="list-style-type: none"> • employees, contractors or officials of a foreign government department, agency, state owned or controlled entity; • employees, contractors or officials of a public international organisation; • members of foreign military or police; and <p>members of the executive military or court system of a foreign country.</p>
Gifts and Hospitality Register	Gifts and Hospitality Register means a register to record gifts and hospitality and maintained by HR centrally.
Public Official	<p>A public official includes:</p> <ul style="list-style-type: none"> • any officer, official, employee or contractor of a government or government owned/controlled entity;

Term	Definition
	<ul style="list-style-type: none"> • a public international organisation; • a department or agency of a government or public international organisation; • a member of the executive, judiciary or magistracy of a country; • a member or officer of the legislature of a country; • any person acting in an official capacity for a government or public international organisation; and • political parties or candidates.

Version Control

Version Control			
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Version	4.0 - Replaces and amends the DPWA Anti-Bribery and Corruption Policy for use in Australia, in accordance with relevant local laws.		
Approved by	General Counsel and Company Secretary		