



Anti-Bribery Policy

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Important Note: *This Anti-Bribery Policy is abbreviated for external publication purposes, which includes publication on the DP World Santos website, which is why it omits certain Company procedures and confidential information. DP World Santos Members must consult the Intranet for the full version of this policy.*

1. INTRODUCTION/PURPOSE

Unfortunately, corruption and bribery are real problems that currently affect all countries, societies, economies and markets/business niches, creating political and economic instability, causing social and legal insecurity, undermining institutions and impeding free and fair operation of the most diverse segments.

DP World Founder Principles emphasize the ongoing growth of the Group's business, always in an ethical, legal and transparent manner. In this line, each DP World member is responsible for working to ensure the integrity and to protect the image and values of the Organization, mapping and identifying, in advance, situations susceptible to corruption and bribery, while mitigating and excluding each one of them in their origin. This policy explains how we can achieve this purpose.

2. DEFINITIONS

Corporation: Embraport – Empresa Brasileira de Terminais Portuários S.A. (DP World Santos).

Group: Organization; DP World economic conglomerate, including the Corporation.

Public Officials: Those who, although temporarily or without remuneration, provisionally or definitively, as a result of election, appointment, contract or simple factual situation, hold office, employment or public office, whether in committees, advisory board of directors or indirect administration, semi-public company, public company or foundation established by the governmental authority, equating to those who hold office, employment or function in a quasi-governmental entity, and who works for a service provider or contractor for the performance of typical activity of direct or indirect government. By way of example, the following concept is included: public civil officials, military public servants, political and private officials in collaboration with the governmental authority.

R-Compliance Person responsible for implementation and administration of the compliance system within the Corporation.

Bribery: An unlawful act consisting in the act of rewarding or inducing someone to perform a certain act that directly or indirectly favors the corruptor or third party in exchange (whether by offering, paying or promising) money, material goods, services, influence, intangible advantage or any other particular benefits.

3. SCOPE

This policy applies to all DP World Santos staff, including its directors, officers and employees (regardless of form of employment), its agents, attorneys and/or contractors.

4. RESPONSIBILITIES

Each DP World member must strictly follow the terms of this policy and, before giving and/or receiving gifts or any kind of accommodation or hospitality to/or anyone outside DP World must consider them, as well as research and understand the rules of the organization to which the third party is part of, so to avoid the embarrassment of receiving and/or offering something that the person cannot offer and/or accept.

Without prejudice to other duties assigned to it as provided for in this Policy, the People Department is responsible for promoting periodic anti-bribery campaigns and training.

5. GENERAL GUIDELINES

5.1. Bribery is Absolutely Prohibited and Repudiated by DP World

DP World absolutely prohibits:

- The offering, payment or promise of Bribery to anyone;
- Receipt of Bribery by anyone;
- Participation, connivance or omission in connection with a Bribery situation, which includes, but is not limited to, allowing, ignoring or intentionally being indifferent to Bribery situations; and
- The indication of, or permission to, other persons to practice or participate in Bribery.

5.2. What Kinds of Bribery Issues Do We Face Today?

Every business, regardless of the segment in which it operates, faces - or is subject to - corruption and bribery issues in the course of its business. By way of illustration, the following situations are examples of corrupt conduct that may occur in the industry:

- a) The Sales Director and Chief Executive Officer of a shipyard agrees to pay bribes to ship captains and engineers if they send their employers' ships to the shipyard for repairs. Bribes are paid in cash and falsely recorded in company accounts as "entertainment expenses" by the finance team.*
- b) Two years ago, an influential executive paid € 20 million to government ministers to become successful in a bid for a container terminal.*
- c) A port operator wants to buy a government company. A government minister suggests that the operator to create a charitable fund so high-income students selected by the Ministry of Education may study abroad.*
- d) A CEO and IT Director organize a bid for high-cost equipment to favor suppliers administered by their friends. In return, they are invited to luxury travel abroad and receive expensive gifts.*
- e) A truck driver loses his time to collect a container from a port terminal. He offers the gate manager \$10 to allow him to enter the queue of waiting trucks without having to reschedule.*
- f) A police inspector visits the CEO of a company in his office without warning. The officer says that if the company fails to pay the unit's expenses, the police will stop patrolling the area, which will cause an increase in crime.*
- g) A consultant addresses a Business Development Manager at a conference. He says that he can introduce him to an important and influential authority in order to facilitate the conquest of a new concession. The consultant wants a commission of \$50,000, plus \$15,000 for expenses.*
- h) A company needs permission of the local government in order to build a new access road to its industrial plant. The local mayor says she will authorize the road if the company employs her son.*

5.3. How Does DP World Prevent Bribery?

Business Development

DP World must ensure that it does not inadvertently acquire or develop business and transactions contaminated by corruption and Bribery.

The company does this by integrating anti-bribery mechanisms and tools into business development and M&E processes.

Business Partners

DP World does not authorize and does not condone with any corruption or Bribery practices, even if practiced by third parties, in its business. In this sense, the corporation may conduct due diligence processes with its business partners (e.g., suppliers, service providers, joint venture partners) and, independently, clearly explain its values and repudiation of corruption and Bribery, making "Compliance" (ref. "Anti-bribery") a necessary and indispensable clause in all its contracts.

Gifts and Hospitality

DP World only authorizes the delivery and/or receipt of gifts and/or hospitalities if they are modest, appropriated and compatible with its values and standards set forth in this policy. From a certain amount, as will be seen below, the gift and/or hospitality must be brought to the attention of the People Department that will register them, subject to the terms of this procedure.

Procedure 3: Delivering/Receiving Gifts and/or Hospitality

Generally, gifts and hospitalities may be part of everyday of an active business life, but they may also be very risky. Inadequate gifts and hospitality, delivered and/or received from/by persons outside DP World, may serve and be seen as "camouflage" for Bribery situations, exposing the Group to serious legal, financial and image risks. For this reason, DP World employees are only allowed to give and/or receive gifts and hospitality to/from third parties in restricted circumstances.



Gifts include objects, services, advice/guidance, information, vouchers, gift cards and other "favors".



Hospitality includes meals, beverages, receptions, tickets for cultural events or for sports games, airline tickets, taxi, hotel accommodation etc.

Generally Acceptable

Gifts and hospitality are generally acceptable if they are:

- Of nominal value and modest, up to BRL 200.00.
- Delivered and received with transparency.
- Delivered and received genuinely without an additional obligation.
- Delivered and received sporadically and to various recipients.
- Promotional (DP World pens, for example).
- Genuinely exchanged as part of cultural traditions in the relevant market (Christmas, New Year, International Women's Day).
- Appropriate within the business context.
- Lawful, subject to the terms of the applicable law.
- Delivered and received during an approved marketing or communication campaign.

Risky - Think With Caution

You must be very careful if the gift or hospitality:

- Has cultural implications (e.g. alcohol, religious images).
- Is requested or required by the recipient.
- Has a value over BRL 200.00. As it will be seen below, the delivery or receipt of the gift or hospitality in an amount more than BRL 200.00 must be documented in a proper register.
- Is intended to a Public Official. In this case, you must necessarily be authorized in writing by your immediate leader before offering and delivering the gift or hospitality, regardless of the amount involved. As will be seen below, the delivery of the gift or hospitality to Public Official must be documented in proper register.

Always Forbidden

Gifts and hospitality are prohibited, regardless amount involved if they correspond to any of the items listed below:

- Expensive and extravagant.
- Offered and/or secretly delivered.
- Resulting from "exchange of advantages".
- Offered to influence a decision of the recipient or third parties.
- Offered and/or delivered during, shortly before or shortly after a bidding process.
- Offered and/or delivered several times to the same recipients.
- Offered and/or delivered in cash or cash equivalents (gift voucher).
- Inappropriate within the business context (e.g. related to the sex industry).
- Embarrassing if colleagues, clients, competitors or the media are aware.

Where will gifts and hospitalities be registered?

DP World Santos People Department will maintain a "Gifts and Hospitalities Record", to be periodically reviewed, but the member will be responsible for proactively seeking it when he or she receives and/or offers a gift or hospitality subject to above, otherwise the member will be liable for any irregularities that may be identified or assessed.

What happens if an inappropriate gift or hospitality is offered to a DP World member?

If, subject to the terms of this policy, any inappropriate gift or hospitality is offered to a DP World member, the employee should politely decline it. However, if the member reasonably understands that he or she cannot really decline the gift or hospitality in question, he/she shall immediately upon acceptance:

1. Register the gift or hospitality in the "Gift and Hospitality Record";
2. Send an email to the People Department, the Legal Department and the antibribery@dpworld.com explaining all the circumstances in which the gift or hospitality was offered, as well as the justification for accepting it;

3. Deliver the gift to the person in charge of the terminal's People Department, that will be responsible for finding a suitable destination for the gift, which may, for example, be withheld by the Corporation for use in the course of its activities, donated to a charity entity by conducting a raffle, or similar and impartial procedure, or returned to the sender.

Coercion and Extortion: And if I am forced to offer and/or deliver gifts or hospitalities? It is not impossible for a Member to be required to offer and/or deliver improper gifts or hospitalities to third parties for the purpose of obtaining advantages on behalf of DP World. Once this situation is identified, the member must immediately recognize it as inappropriate and deny such a demand. However, if threats to life, property, business of DP World and/or to the environment are made and/or identified that force you to deliver gifts and hospitalities to a third party, it means an extortion event.

In cases of coercion/extortion, the member must immediately contact the Corporation's Legal Department for guidance and instruction. The local Legal Department, in turn, must address the matter with the Group Legal Department, which will involve the Global Security Department, if necessary.

How must gifts and hospitality be treated within DP World?

The policy adopted for giving gifts and hospitalities within DP World is more lenient when it refers to situations between colleagues. In such cases, gifts and hospitalities must always be lawful and appropriate, taking into account the professional context, never in an attempt to gain an unfair advantage.

Do you have questions or concerns?

Guidance and clarification on the procedure for delivering and/or receiving gifts and hospitalities may be obtained from the Corporation's People Department or Legal Department.

Any concerns and/or suspicions regarding the delivery and/or receipt of gifts, hospitalities and travel that are allegedly being made inappropriately, unlawfully or unethically should be reported via the Reporting Channel as made available on the website of the Corporation and established in PG-16 - Whistleblowing Procedure.

Anti-Bribery Training (Procedure 4)

"Basic Anti-Bribery Training" is an e-learning module, which has been customized by Eversheds Sutherland's anti-bribery attorneys for the DP World Institute. The module is available through iLearn, DP World's learning management system in several languages, including Portuguese. The module briefly and directly explains (it takes 50 to 70 minutes to complete it), this Anti-Bribery Policy, the risks related to Bribery, especially regarding DP World and the society in which it is inserted, considering its business model and the various countries in which it operates, as well as how we should deal with such (real or suspicious) situations.

Political Activity

DP World makes no donations to any political party, political campaign or individual politicians. Similarly, DP World makes no donations to any organization (community, religious or sporting) that is represented by or inherently associated with political people. It should be noted that DP World does not prevent people from exercising their political rights, but prohibits them from doing so on behalf of the Group.

Hiring

DP World does not hire or promote people to induce third parties to make decisions in their favor, either present or future, or to reward them for doing so.

Charitable Donations

DP World is engaged in charitable and corporate social responsibility activities only as part of its "Sustainability Program", so charitable donations for the purpose of achieving business objectives are prohibited.

Notwithstanding the foregoing, more broadly, DP World has been taking - and will continue to do - all necessary measures to identify, prevent and mitigate the risk of corruption and bribery in its business and business units, including, but not limited to: evaluation and ongoing monitoring of situations, maintenance of updated procedures on the subject and periodic training, anti-bribery campaigns and careful choice of business partners.

5.4. How to Obtain Anti-Bribery Advice?

All employees and business partners who have questions or need any support, guidance or clarification regarding issues regarding corruption, Bribery or this Anti-Bribery Policy may contact DP World Santos Legal Department.

5.5. How Do You Report Situations Involving Bribery?

All employees and business partners who suspect, become aware of, or are legitimately suspicious of the occurrence of any event related to DP World's business involving corruption and/or Bribery must immediately report the situation through the Whistleblowing Channel, according to specific management procedure ([PG-16 - Whistleblowing Procedure - 10/17/2018 - Rev.01](#)), and may do so by Internet (<http://www.dpworldsantos.com/canal-de-denuncias/>), Intranet (if member), via email (dpworld@expolink.co.uk), or by telephone (0800 761 4120/Access Code # 37967 #) without any risk of retaliation.

5.6. Violation of This Policy

In the event of any violation of this policy by any DP World Santos employee, regardless of his or her position or function, the party(s) will be subject to serious personal consequences, to internal disciplinary proceedings, at the Corporation's sole discretion, as well as the terms of applicable law and applicable judicial and administrative measures. Bribery is a serious crime in all countries where DP World operates and in Brazil, specifically, a person convicted of Bribery may be fined and imprisoned for up to twelve (12) years.

If any DP World's employees or business partners violates this guideline, DP World will be subject to serious consequences, including legal, financial loss and image damage, and may be prosecuted and ordered to pay unlimited fines, prevented from taking part in bidding procedure, prohibited from borrowing from international development banks, and/or having their activities suspended or discontinued, temporarily or permanently.

Similarly, if DP World's business partners violates this policy, they will be subject to significant consequences and may also be prosecuted and ordered to pay unlimited fines. Without prejudice to this, DP World may, at its sole discretion, immediately terminate its business relationship with such partner, choose not to consider it in the future selection process, sue it for any losses caused to the Group and/or the Corporation, and/or report to the competent authorities.

The following Procedures are omitted from this abbreviated version of the Anti-Bribery Policy as they contain confidential information of the Corporation:

- Procedure 1: Anti-Bribery in Business Development
- Procedure 2: Anti-Bribery on Purchases
- Procedure 5: Anti-Bribery in Employment Contracts
- Procedure 6: Conflict of Interests