



Anti-Bribery Policy

Approved by: Chairman

Department: Legal

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Important note: this Anti-Bribery Policy is abridged for external publication, including through DP World’s website. It omits certain internal procedures and company confidential information. DP World staff should consult the intranet or email antibribery@dpworld.com to obtain an unabridged version of this policy.

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. 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 business to a global company.
 - 4.1.2. A terminal operator wants to buy a government business. A government minister suggests the operator establishes a charitable fund so that high-achieving students chosen by the Education Ministry can study overseas.
 - 4.1.3. 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.
 - 4.1.4. A truck driver misses his appointment to collect a container from a port terminal. He offers USD 10 to the gate administrator to allow him to join the queue of waiting trucks without rebooking.
 - 4.1.5. A police inspector unexpectedly visits the CEO of a company at his office. The police officer says if the company doesn't pay his unit's expenses, they'll stop patrolling the area and crime will increase.
 - 4.1.6. 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 win a concession at the country's main port. The consultant wants a USD 50,000 fee and another USD 15,000 for expenses.
 - 4.1.7. A company needs permission from local government to build a new access road to its industrial 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.

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 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.

The following procedures are omitted from this abridged version of the Anti-Bribery Policy because they contain company confidential information:

- Procedure 2: Gifts & Hospitality Register
- Procedure 4: Anti-bribery in contracts of employment
- Procedure 5: Anti-bribery in procurement
- Procedure 6: Avoiding Conflicts of Interest
- Procedure 7: High Risk Staff
- Procedure 8: Anti-Bribery in Business Development