



CSR-01

Anti-Bribery Policy

Revision: 21/02/2024

1 PREAMBLE

P&O Ferrymasters also referred as “The Company” – means P&O Ferrymasters Limited and/or Unifeeder Shortsea – a business unit of Unifeeder A/S in the form of an agreement based joint venture between P&O Ferrymasters Limited and Unifeeder A/S and/or any other company or entity within the P&O Ferrymasters Holdings Limited Group, including any direct or indirect affiliate, subsidiary, joint venture and any agreement based joint ventures of any such company or entity.

This document applies to P&O Ferrymasters. The document should be consistently applied across the company unless it contradicts with country specific legislation.

2 DEFINITIONS

Bribery is the act of offering, giving, receiving, or soliciting something of value (such as money, gifts, favours, or other benefits) in order to influence the actions or decisions of someone in a position of power or trust, typically in business, politics, or other areas of governance. It involves the exchange of something of value in return for favourable treatment, decisions, or outcomes, often in violation of laws, regulations, or ethical standards. Bribery undermines fairness, integrity, and trust in institutions and can have serious legal, social, and economic consequences.

3 PURPOSE

The purpose of an anti-bribery policy is to establish clear guidelines, standards, and procedures within P&O Ferrymasters to prevent bribery and corrupt practices.

Anti-bribery policy serves as a crucial tool for promoting ethical conduct, mitigating risks, and ensuring legal compliance within P&O Ferrymasters.

4 SCOPE

This policy applies to all production units, divisions, departments, locations, and employees of P&O Ferrymasters.

5 POLICY

5.1 Bribery is absolutely prohibited by P&O Ferrymasters

5.1.1 P&O Ferrymasters absolutely prohibits giving bribes to anyone.

5.1.2 P&O Ferrymasters absolutely prohibits taking bribes from anyone.

5.1.3 P&O Ferrymasters absolutely prohibits participating in bribery. This includes offering, proposing, requesting, arranging, allowing, ignoring or being wilfully blind to bribes.

5.1.4 P&O Ferrymasters absolutely prohibits using or allowing other people to give bribes, take bribes or participate in bribery.

5.1.5 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.

5.2 What kind of bribery issues do we face?

5.2.1 The following are examples of corrupt conduct that could occur in our sector.

5.2.1.1 The Sales Director and CEO of a Secure Parking Company agree to pay kickbacks to hauliers, if they send their drivers to these secure parkings. The kickbacks are paid from petty cash and falsely recorded in the company's accounts as “entertainment expenses” by the finance team.

5.2.1.2 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.

5.2.1.3 A truck driver misses his appointment to collect a container from a terminal. He offers EUR 20 to the gate administrator to allow him to join the queue of waiting trucks without rebooking.

5.3 How does P&O Ferrymasters prevent bribery?

5.3.1 Business Development: P&O Ferrymasters 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 Merger & Acquisition process.

5.3.2 Business partners: P&O Ferrymasters does not allow other people to pay or give bribes in its business. P&O Ferrymasters 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 P&O Ferrymasters.

5.3.3 Gifts: P&O Ferrymasters only allows gifts to be given and received if they are modest, appropriate, and consistent with its values. Gifts over a specified value (£50) must be notified to a Board Director (CEO / CFO). They will instruct the recipient if the gift can be retained by them, shared with colleagues or returned. No gifts with a value of £50 or more shall be given on behalf of the company without the prior written approval of a Board Director (CEO / CFO / COO / CCO).

5.3.4 Hospitality: P&O Ferrymasters only allows hospitality to be given and received if they are modest, appropriate, and consistent with its values. Hospitality that is given or received in the ordinary course of business does not require prior written approval. Examples of hospitality that is in the ordinary course of business are:

- a meal provided before, during or after a business meeting
- a meal, the purpose of which is the discussion of business;
- drinks in a bar after a meeting or the purpose of which is the discussion of business;
- an invitation to an industry dinner run by trade or industry organisations;
- trips that are provided as a reasonable and proportionate familiarisation exercise with P&O or a supplier's product, such as a trip to a supplier's premises to inspect assets prior to purchase;
- hotel accommodation provided when a person is away from home on Company business.

Examples of hospitality that is not in the ordinary course of business are:

- any form of corporate entertainment, such as an invitation to a sporting event or concert,
- any meal which is not connected with a business discussion, such as an invitation to a restaurant purely as a social occasion;
- free tickets for any form of social event;
- any hotel accommodation that is not required to enable a person to carry out Company business.
- compliance with the Drug and Alcohol Policy is required when returning to work following any form of hospitality.

5.3.5 Hospitality and Gifts Register: Gifts and Hospitality over £50 must be recorded by the Board Director (CEO / CFO / COO / CCO) in the 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 Board Director (CEO / CFO / COO / CCO) will keep a written Gifts and Hospitality Register noting all approved and disapproved gifts and hospitality (all approvals to be signed) that are notified in accordance with the above procedures.

- Each board director (CEO / CFO / COO / CCO) shall submit their Gifts and Hospitality Register to the Company Secretary at the end of each calendar year. Following review of the annual returns of the Hospitality and Gifts register the Company Secretary will provide a short summary to the Board.
- Each board director (CEO / CFO / COO / CCO) will exercise judgment as to whether a gift or hospitality can be accepted or received, using the guideline that it must not be excessive or disproportionate in the circumstances in which it is being offered.

- 5.3.6 Public officials: P&O Ferrymasters exercises caution when dealing with public officials (civil servants, government employees, inspectors, regulators). P&O Ferrymasters will not give a public official any private benefit (“grease payment”, “sweetener”, “dash”, “baksheesh”) to take decisions in our favour or speed up their actions.
- 5.3.7 Political activity: P&O Ferrymasters does not make political donations to any political party, political campaign, or individual political figures. P&O Ferrymasters does not make donations to any organisation (whether community, religious or sporting) that is a proxy for or inherently tied to political persons. P&O Ferrymasters does not prevent anyone from exercising their political rights, but they must not claim to be doing so on behalf of P&O Ferrymasters.
- 5.3.8 Employment: P&O Ferrymasters 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.
- 5.3.9 Charitable donations: P&O Ferrymasters engages in corporate social responsibility and charitable activity only as part of its sustainability programme. P&O Ferrymasters does not make charitable donations to achieve commercial objectives.
- 5.3.10 More generally, P&O Ferrymasters 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 P&O Ferrymasters; 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.

5.4 How to get anti-bribery advice

- 5.4.1 Staff or business partners who have questions or require support on anti-bribery issues should contact the P&O Ferrymasters 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

5.5 Breach of this policy

- 5.5.1 If P&O Ferrymasters 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 P&O Ferrymasters 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 P&O Ferrymasters operates: someone convicted of bribery may be fined and imprisoned for 10 years (United Kingdom¹).
- 5.5.2 If P&O Ferrymasters staff or business partners breach this policy, P&O Ferrymasters faces serious consequences. Bribery causes financial loss, wasted management time, and lower profitability. P&O Ferrymasters could be sued by anyone who has suffered loss as a result of bribery in our business. P&O Ferrymasters could be prosecuted and convicted of a criminal offence and face an unlimited fine. In some countries, P&O Ferrymasters could be barred from public procurement, prevented from borrowing from international development banks, or temporarily or permanently closed.

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

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

5.6 Whistle Blowing

5.6.1 Any person who suspects a breach of this policy may report it confidentially using the procedures set out in the Whistle Blowing Policy.

5.7 Related Standards, Policies and Processes

5.7.1 The following documents are related to anti-bribery and should also be referred to: Whistleblowing Policy; Disciplinary Policy.



Co-CEo

03/24/2024

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jesper.uldbjerg@pofm.com

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