

# Anti-Corruption and Bribery Policy

January 2025

GAC Group (**GAC**) is committed to complying with all applicable anti-corruption and bribery laws in all jurisdictions within which GAC operates, conducting global business fairly, ethically and with integrity.

A breach of these laws is a serious offence which can result not only in fines for GAC subsidiaries, but it can also cause irreparable reputational damage to GAC as a whole. Individuals could also face fines or imprisonment.

GAC's Anti-Corruption and Bribery Policy (**the Policy**) is designed to help keep business interactions legal, ethical and professional, ensuring that employees are protected from any wrongdoing and safeguarding GAC's reputation.

## WHO IS COVERED BY THE POLICY?

GAC can be held liable for actions made on our behalf by third parties. GAC can also be held liable globally, as many laws have global reach e.g. the US Foreign Corrupt Practices Act and the UK Bribery Act.

All individuals working at all levels within GAC including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded employees, casual workers, agency employees, volunteers, interns, agents, sponsors or any other person associated with GAC or any of GAC's subsidiaries or their employees wherever located (collectively referred to as **employees** in this Policy) are subject to this Policy.

In this Policy, third party means any individual or organisation you encounter during the course of your work for GAC, including actual and potential customers, suppliers, distributors, business contacts, agents, advisors, government and public bodies including their advisors, representatives, government officials, foreign officials, politicians and political parties.

## WHAT IS BRIBERY AND CORRUPTION?

Corruption is dishonest or unethical conduct by those often in an advantageous position, usually involving bribery. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Corruption can take many forms; it does not necessarily involve money. Anything of value, including gifts or entertainment, may be considered a bribe under certain circumstances.

GAC has a **zero-tolerance** approach to bribery and corruption.

## WHAT IS ACCEPTABLE?

GAC does not tolerate bribery. GAC will not offer, authorise or accept bribes, kickbacks or anything of value for the purpose of obtaining, retaining business or any other improper advantage.

You must **never** give, promise to give or offer a payment, gift or hospitality with the expectation or intention to obtain an improper business advantage or to reward a business advantage already given.

### Facilitation Payments

Facilitation payments are small payments made to low-level officials which are paid to secure a routine low-level action you are entitled to. Facilitation payments are illegal in most countries but despite this, they are common practice globally and are more common in some territories than others.

GAC does not allow facilitation payments and as such, they should be actively opposed and rejected. GAC recognises very limited exceptions to this rule, only for situations involving duress or threats to the health, liberty and safety of any person.

You must **never** give, promise to give or offer a payment, gift or hospitality to a government official or a foreign official, agent or representative to "facilitate" or expedite a routine procedure.

- Do not offer cash or gifts to a government official or a foreign official to avoid an official fine.
- Always ask for a receipt to justify expenses and log the expense by describing the nature of the transaction.
- Gifts such as vouchers and cigarettes can be determined to be facilitation payments.
- Routine hospitality provided to those working with our operations is not considered bribery.

### Government and Foreign Officials

A **government official** can be a private person acting temporarily in an official capacity for or on behalf of any governmental entity, an employee of a company in which the state has a majority ownership interest or which the state exercises control over, candidates for political office at any level, political parties and their officials or employees or representatives of public international organisations.

A **foreign official** is any officer, employee, department, agency or instrumentality acting in an official capacity for or on behalf of a foreign government.

GAC promotes transparent and lawful interactions with government and foreign officials and knowledge of local regulations is important. GAC does not make any contributions to political parties or candidates, governments and other public authorities, unless approved by senior management. We ensure that we know the rules within the countries we operate, especially in relation to contract negotiations and execution. GAC is responsible for parties acting on behalf of GAC and cannot use any third parties to do what we are not permitted to do ourselves.

GAC employees must:

- know your potential business partner and the rules when you are dealing with state-owned companies whose employees may be regarded as government officials or foreign officials. This includes tender negotiations/bidding processes as well as entering into contracts;

- reject and oppose any form of bribery and report any bribery demands being made to GAC using the procedure described later in this Policy; and
- never accept, give or promise anything that could be interpreted as intending to improperly influence a governmental decision.

### Third Parties

GAC is responsible for what others do on our behalf. Therefore, GAC only engages with third parties where there is a legitimate business need and where background checks do not result in any reasons for concern.

GAC has a due diligence process to evaluate customers, agents, representatives and suppliers which involves a risk assessment, completion of an information questionnaire and in some cases, external due diligence procedures. Further, the contract which formalises the business arrangement must also include anti-corruption clauses.

As an employee of GAC, if you are dealing with third parties, always ensure you have done the relevant background checks including sanctions screening, self-disclosure questionnaires and any applicable Page 3 of 8 January 2025 certifications. Third parties in certain locations, providing sensitive services or whose questionnaires suggest increased risk are subjected to enhanced due diligence procedures.

Some examples include:

- port agents acting on behalf of the Captain in a port must be informed about GAC's stance against corruption;
- an agent acting on behalf of GAC in a country where there is an increased risk of corruption must have been through background checks; and
- all expense reimbursement requests submitted by a third party should be supported by appropriate documentation.

## GIFTS AND ENTERTAINMENT

The practice of giving business gifts and entertainment varies between countries and regions. What may be normal and acceptable in one region, may not be in another.

The test to be applied is whether in all the circumstances the gift or entertainment is **reasonable** and justifiable. The intention behind the gift or entertainment should always be considered.

Gifts and entertainment must never be offered or provided with the purpose of attempting to improperly influence business conduct.

### When are Gifts and Entertainment Permitted?

The giving or receiving of gifts and entertainment is prohibited if any of the following requirements are met:

- **Intention**  
It is made with the intention of influencing a third party to obtain/retain business or a business advantage or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits.
- **Local Law**  
The gift and/or entertainment does not comply with local law.
- **Name**  
The gift and/or entertainment is given in the name of an employee, not GAC's name.
- **No Cash**  
It includes cash or a cash equivalent (such as gift certificates or vouchers).
- **Appropriateness**  
The gift and/or entertainment is not of an appropriate type and value or given at an appropriate time e.g. in some countries it is customary for small gifts to be given at the time of religious holidays.
- **Transparent**  
The gift and/or entertainment is given in secret, as opposed to openly and transparently. Please see the attached Appendix for a Gifts and Entertainment Register template for the recording of any gifts and entertainment provided/received.

## DONATIONS

### Political

Political donations to government officials, foreign officials and/or parties present a risk for bribery and are prohibited under this Policy, unless approved by senior management.

### Charitable Donations

Any charitable donations must be legal and ethical under local laws and practices. No donation may be offered or made without the prior approval of your Company Manager.

## RECORD KEEPING

Accurate financial records and accounts must be retained. In addition, appropriate internal controls must be in place evidencing the business reason for making such payments to third parties e.g. a Gifts and Entertainment Register or relevant receipts.

All expense claims relating to entertainment, gifts or expenses incurred to third parties must be submitted in accordance with the applicable expense policy. The expense policy should request that the reason for the expenditure be included when making a claim.

All accounts, invoices, memoranda, records and other documents relating to dealings with third parties, such as customers, suppliers and business contacts should be prepared and maintained with strict accuracy and in totality. No accounts are to be kept "off-book" to facilitate or conceal improper payments under any circumstances.

## YOUR RESPONSIBILITIES

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all of those working for or on behalf of GAC.

All employees, suppliers and contractors are required to avoid any activity that might lead to or suggest a breach of this Policy. Any employee who breaches this Policy will face disciplinary action which could result in dismissal.

You must notify your line manager as soon as possible if you believe or suspect that a conflict with this Policy has occurred or may occur in the future.

## HOW TO RAISE A CONCERN

GAC believes that honesty serves to ensure that GAC remains sustainable and successful. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage.

If you are unsure whether a particular act constitutes bribery or corruption, such concerns should be raised with your line manager. Your line manager has the responsibility to listen and respond to any matter or concern. Your line manager will determine whether he/she is able to investigate the concern directly with support and advice from the Compliance Team.

In the event you believe your line manager will not deal with any issue appropriately, you should report your concern to the Compliance Team via email at [groupcompliance@gac.com](mailto:groupcompliance@gac.com) or the Whistleblowing Team at [whistleblowing@gac.com](mailto:whistleblowing@gac.com).

## WHAT TO DO IF YOU ENCOUNTER BRIBERY OR CORRUPTION

It is important that you inform your line manager, the Compliance Team or the Whistleblowing Team as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future or believe that you have encountered another form of unlawful activity.

## PROTECTION

GAC will not tolerate any form of retaliation against those who report concerns in good faith, even if ultimately the alleged violation may later prove to be false after investigation. Any retaliatory actions committed against another individual will be treated seriously and may result in severe sanctions ranging from disciplinary actions to termination and even referral to the authorities for prosecution.

GAC is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery, corruption or because of reporting their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future, in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

## POTENTIAL RED FLAGS

The following is a non-exhaustive list of possible red flags that may arise during the course of your employment with GAC and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of the following red flags while working for GAC, you must report them promptly to your line manager:

- you become aware that a third party engages in or has been accused of engaging in improper business practices;
- you learn that a third party has a reputation for paying bribes or requiring that bribes are paid to them, or has a reputation for having a special relationship with government and foreign officials;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with GAC or carrying out a government function or process for GAC;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or the provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customised;
- a third party insists on the use of side letters or refuses to commit to terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to GAC;
- you are offered an unusually generous gift and/or entertainment, or offered lavish hospitality by a third party;

- a third party offers to share pricing information for an upcoming tender that your company is involved in; and/or
- a competitor is offering to discuss price fixing.

## GIFTS AND ENTERTAINMENT REGISTER

Date	Description of Gift/Entertainment	Intention/Reason	Given by	Accepted	Value (Actual or Estimated)