

1 Introduction

The giving or receiving of bribes is contrary to our values and can play no part in the way in which OneOcean and its subsidiaries carry out their business. The Group's guiding principle is simple: We will not engage in any form of bribery or corruption across our Group. This principle applies to us all and to our agents, advisers, consultants, suppliers and sub-contractors, who act on our behalf or with whom we conduct business. Even the suggestion of corruption may damage OneOcean's reputation and may also bring the personal integrity of individuals into question.

Bribery is illegal within many of the jurisdictions in which we operate and severe penalties apply to both companies and individuals who break those laws. As a Group organisation with our Company headquarters registered in the UK, all OneOcean companies and staff are required to comply with UK anti-bribery legislation, as well as local legislation where this exists.

From 1st July 2011 tougher new legislation in the UK (in the form of the Bribery Act 2010) introduced new offences for failing to prevent bribery. This means that bribery and corruption have absolutely no place at OneOcean or its subsidiaries and why we operate a strict no tolerance policy towards bribery and corruption in all its forms whether directly or through third parties.

This Policy is a further reminder of what you should do if you are asked to make or accept a bribe or suspect that bribery may be taking place. Please read it carefully.

2 Who this policy applies to

This Policy is sponsored by the Chief Executive and the Board of Directors. It applies to OneOcean and all its subsidiaries worldwide, their directors and employees whether permanent or temporary. It also applies to all of the Group's supply chain partners, including all sales intermediaries (including distributors), agents, advisers, consultants and sub-contractors (together "Associated Persons") and as such should be seen as setting the broad rules and guidance for all. This policy demonstrates the Board's no-tolerance approach to bribery and corruption. It will be regularly reviewed and updated if necessary as new threats appear.

This Policy is effective from 1st March 2020 It applies to all of us and you must understand it and comply with it at all times.

3 Bribery

Bribery and corruption can occur in many forms; so understanding them and recognising when they might occur is a key step in guarding against them.

Bribery is defined broadly as the receiving or offering/giving of any benefit (in cash or in kind) by or to any public servant or office holder or to a director or employee of a private company in order to induce that person to give improper assistance in breach of their duty to the government or company which has employed or appointed them. An occasion where such assistance might be sought would be in relation to the award of an export contract where a bribe might be used to influence the tendering process. Bribes may also be paid to individuals who, although not holding an appointment in a relevant company or national government, are nevertheless able to exert influence over such an appointee by reason of some personal, business or other relationship. Bribes may be paid in advance, as an inducement to a person to act improperly, or retrospectively pursuant to a previous promise, understanding or agreement.

Corruption is any form of illegal, dishonest or bad behaviour, especially by people in positions of power.

Within the industry sectors in which we operate bribery could occur in situations such as tendering, appointing preferred suppliers, contractors and agents and so on. Bribery and corruption can be found at all levels from governments and government officials through to large corporations.

Wherever we work in the world – even where bribery may be seen as the norm – we must be clear that we will not participate in or condone any form of bribery in our dealings with the public or private sectors. Bribes are not always a matter of handing over cash. Gifts, hospitality and entertainment can be bribes if they are intended to influence a business decision.

Transparency and openness are effective weapons against bribery, so be ready to challenge any arrangements that compromise them. Even political contributions, charitable donations and sponsorship arrangements can be used as a subterfuge for bribery.

Directors, employees or Associated Persons of OneOcean or its subsidiaries must not offer, provide, authorise, request or receive bribes or anything that could give the perception of a bribe. The following four offences are brought specifically to your attention: A general offence of bribing another person - offering, promising or giving an advantage;

- A general offence of being bribed - requesting, agreeing to or accepting an advantage;
- A specific offence of failing to prevent bribery on behalf of the company; and
- A specific offence of bribing a foreign public official.

3.1 General offence of bribing another person

This offence is committed if a person (individual or company) offers, promises or gives a bribe. A bribe can include money, or any offer, promise or gift of something of value or advantage. It need not necessarily be of large value. It might include intangible benefits such as the provision of information or advice or assistance in arranging a business transaction. It need not be for your personal benefit. For example, a donation by a supplier to your favourite charity could be a bribe.

3.2 General offence of being bribed

This offence is committed if a person (individual or company) accepts or receives a bribe.

3.3 Specific offence of failing to prevent bribery on behalf of the company

This is a new corporate offence. It is committed if a company fails to prevent persons (employees or Associated Persons) from using bribery with the intention of obtaining or retaining a business advantage for the company. For this offence it is irrelevant whether or not the company approves, or is aware of, the bribery committed. It is, however, a full defence to this corporate offence if the company can show that, despite a particular case of bribery, it nevertheless has 'adequate procedures' in place to prevent bribery.

3.4 Specific offence of bribing a Foreign Public Official

This offence is committed if the person giving the bribe intends to influence the foreign public official in the performance of his or her official functions in order to obtain an advantage in the conduct of business by doing so.

Whilst such activity is very likely to involve conduct that amounts to 'improper performance', it does not have to be proved and could include the performance of their normal public duties which the foreign public official may otherwise have done in any event. Accordingly, extra care should be taken and legal advice sought when dealing with foreign public officials and politicians.

If in doubt about any issue raised in this Policy, guidance should be sought from the Chief Executive Officer (Martin Taylor) or the Chief Financial and Chief Operating Officer (Sam Samra).

4 Facilitation Payments

A "facilitation payment" is an unofficial payment (usually, but not necessarily, made to a public official) to encourage the recipient to perform their existing obligations or role, or expedite or refrain from performing a routine task they are otherwise obligated to do. They are also known as gratuity or "grease" payments. These can be payments to perform routine tasks such as obtaining permits, licenses, or other official documents, processing governmental papers, such as visas and work orders or loading and unloading cargo.

It is OneOcean policy that its Directors, employees and Associated Persons should not offer, make or pay any "facilitation payments" to any third party including, but not limited to, public officials. Facilitation payments are illegal and are not condoned by OneOcean.

However, OneOcean does recognise that there are areas of the world where such practices are currently prevalent. If such a facilitation payment is requested/demanded, it should be politely, but firmly rejected, on the basis that it is against Company policy, and UK law, to make such payments.

If the request is repeated, the requesting official should be requested to provide receipts and their personal identification details, and/or a consultation with their superior should be requested. The requesting official, and/or their superior should also be advised that the UK authorities will need to be informed of the demand. **Note:** If you feel coerced or that your safety or liberty (or that of your family or colleagues) is at risk, then you should make the payment, without necessarily exhausting all of the steps identified above. If the situation requires it, practical guidance should be sought from the CEO on how to deal with the specific request for facilitation payments.

All facilitation payments must be clearly identified as such on subsequent expense claim forms/reports and not masked by the use of any euphemism or alternative description.

In addition, they must be reported to the CEO and the Chief Financial and Chief Operating Officer, with full details of the date, the payment made and to whom. The CEO will be responsible for appropriate liaison with the UK authorities and, with the Chief Financial and Chief Operating Officer, the preparation of periodic reports of facilitation payments for consideration by the Board of Directors and, where appropriate, relevant trade bodies.

5 Kickbacks

Kickbacks are a particular form of bribery. A kickback usually involves the return of a percentage of a sum of money already requested or received, typically as a result of pressure, coercion or a secret agreement. A kickback can be initiated and received by a corrupt individual, usually simultaneously with or after the completion of a business transaction. Kickbacks or any other form of 'quid pro quo' are never acceptable. We will not participate in cartels, bid-rigging or any form of collusion. We will never accept improper payments to obtain new business, retain existing business, or secure any improper advantage.

5.1 Corrupt Third Parties

Corrupt third parties can include a range of people acting on our behalf such as agents, consultants or sub-contractors. We wish to work only with those who are committed to our standards and will undertake due diligence to ensure this. We will engage a third party only when there is a clear business rationale for doing so and with an appropriate contract. We will ensure all payments made to third parties are properly authorised and recorded.

6 Financial Controls & Record Keeping

Inadequate financial controls or record keeping can be exploited to hide bribes or corrupt practices. We will ensure we have robust controls in place so that our financial and other records are accurate and complete and never misleading.

7 Political Contributions

7.1 Political contributions by or on behalf of or in the name of OneOcean

OneOcean does not make political contributions. OneOcean funds and resources are not to be used to contribute to any political campaign, political party, political candidate or any of their affiliated organisations with the intention of obtaining a business or any other advantage in the conduct of business. OneOcean will not use charitable donations as a substitute for political payments.

7.2 Personal political contributions by employees and other individuals

OneOcean recognises that everyone has a right to participate as individuals in the political process and to make personal political contributions from personal funds and in their own time. Officers and employees cannot, however, be reimbursed or otherwise compensated by OneOcean for any such contribution.

8 Charitable contributions and sponsorship

OneOcean and its Directors and employees may only make charitable contributions or sponsorships on behalf of or in the name of OneOcean for bona fide charitable purposes and where the activities are aligned with the Group's business objectives, values and ethical principles. Charitable contributions or sponsorships should be given with the expectation that no benefit, tangible or intangible, is received or expected by the Group. They should never be used as a substitute for political contributions.

All requests for charitable contributions and sponsorship must be authorised by the Chief Executive (Martin Taylor) for approval.

9 Gifts and Hospitality

Bona fide hospitality, promotional and other business expenditure which seeks to improve the image of OneOcean and its subsidiaries or establish cordial relations are recognised as an established and important part of doing business. However, all employees of the OneOcean Group should be aware that gifts, hospitality, promotional and other similar business expenditure could also be employed as bribes where they are given or received with an intention to induce or reward a person to carry out their function improperly.

The Group has issued a detailed ['Gifts & Hospitality Policy'](#), setting out the Group's stance on gifts and corporate hospitality, which should be referred to for further guidance.

10 Associated Persons

OneOcean and its subsidiaries will only contract with Associated Persons and engage with business partners who demonstrate at all times business integrity and who practice ethical conduct which meets the standards set out in this Policy and all applicable laws and regulations.

11 Compliance Monitoring

Compliance with this Policy by all relevant Directors and employees and all Associated Persons will be reviewed periodically.

12 Training

Group employees (whether permanent or temporary) in commercial or customer or supply chain facing positions will receive training on anti-bribery compliance. Further specific face-to face training is also available via the CEO.

13 Obligation to report your concerns

OneOcean and its subsidiaries aim to conduct their business with the highest standard of ethics, honesty and integrity and recognise that you have an important part to play in maintaining this aim. Any person concerned about any form of bribery, malpractice, improper action or wrong doing by the company, its employees or other Associated Persons are strongly encouraged to report the matter through the reporting procedures. We believe it is essential to create an environment in which you feel able to raise any matters of concern internally without fear of disciplinary action being taken against you, that you will be taken seriously and that the matters will be investigated appropriately and, as far as practicable, be kept in confidence. If you have any concerns please raise them with your line manager or the CEO. Employees are also reminded of the Group's ['Whistle Blowing Policy'](#) should they feel that this method of alerting the directors is more appropriate.

14 Breaching the anti-bribery laws and this Policy

There are severe penalties for breach of the Anti-Bribery legislation in the different territories in which we operate. A breach of the UK Bribery Act can result in an unlimited fine and/or imprisonment for up to 10 years. As importantly, failure to comply with the will cause considerable damage to the good name and reputation of OneOcean and its subsidiaries.

The Group considers a breach of this Policy as a serious offence. Any violation will result in disciplinary action, up to and including dismissal of an individual in appropriate circumstances. The business relationship with Associated Persons who violate this Policy may also be terminated. Directors and employees must therefore ensure that they are familiar with the content of this Policy and adhere to it at all times. If you have any questions as to the requirements or scope of this Policy guidance should be sought from the CEO or the Chief Financial and Chief Operating Officer.

15 Local Adaptation

In order for this policy to be effective, it is necessary for it to be applied across the Group worldwide, taking into consideration the diverse cultural environments in which we operate and the local Anti-Bribery laws. This may require each subsidiary outside of the UK to adapt certain sections of this policy to ensure they are fair, appropriate and applicable.

Local Management, in conjunction with the CEO, are responsible for reporting and confirming any local adaptations to this global policy with the Chief Financial and Chief Operating Officer.

16 Other related Policies

Other policies which relate to this policy are as follows:

- [Code of Corporate Responsibility and Business Ethics](#)
- [Expense & Travel Policy](#)
- [Whistleblowing Policy](#)
- [Gifts & Hospitality Policy](#)

17 Policy Owner

This policy is owned by the OneOcean Chief Executive Officer