



## KATOEN NATIE ANTI-BRIBERY AND CORRUPTION POLICY

### 1. PRINCIPLES

#### 1.1 What do we mean by Ethical Business?

As set out in our Corporate Sustainability policy, we are committed to high ethical standards and legal compliance in all aspects of our business and follow a disciplined approach to fulfil this commitment; this also includes an anti-bribery and anti-corruption code of conduct. We maintain these standards wherever we operate around the world. Corrupt practices will not be tolerated. It is an offence to make or receive a bribe in many of the jurisdictions in which we operate and everyone acting on behalf of Katoen Natie will be liable for the consequences.

#### 1.2 Scope and coverage of this policy

The basic principle is that those to whom this Policy applies must not commit bribery as described in section 2 in connection with Katoen Natie's business.

We expect contractors, consultants, agents and other business partners (to whom we will refer to collectively in this policy as "business partners") to adhere to the standards set out in this policy.

All relevant employees will be required to sign a confirmation of compliance with this Policy in the form set out in **Annex 1**. These undertakings will form part of your contract of employment.

This Policy applies throughout all the Katoen Natie's businesses.

#### 1.3 Objectives

The objectives of this Policy are therefore to:

- Provide clear guidance on the standards expected of everyone acting on behalf of Katoen Natie (and so far as relevant, Business Partners) at all times in their business dealings.
- Promote and develop a culture founded upon the highest standards of ethical business conduct.
- Set out the steps to be taken in the event of unethical conduct being identified or alleged.
- Make clear what steps Katoen Natie will take in the event of unethical conduct being proven.
- Protect the reputation and standing of Katoen Natie and avoid investigations and prosecutions.



## 1.4 Training

Training will be provided to those identified as having roles which mean that they are at higher risk of infringing the rules outlined in the Policy. However, if you are not invited for training but wish to participate in it, you should contact the Group Chief Risk Officer ('CRO'), Carl Leeman, on +32 3 570 61 92 (office) or + 32 475 44 15 31 (mobile) or [Carl.Leeman@katoennatie.com](mailto:Carl.Leeman@katoennatie.com).

## 1.5 Compliance Officer

The Compliance Officer is the Group Chief Risk Officer ('CRO') Carl Leeman, who may be contacted on [Carl.Leeman@katoennatie.com](mailto:Carl.Leeman@katoennatie.com)/+32 3 570 61 92 (office) or + 32 475 44 15 31 (mobile). **In relation to any concern relating to competition law compliance, you must telephone him/her and you must not put anything in an email or otherwise in writing.** Concerns which do not relate to competition law may be raised with him/her either by email to Carl Leeman or by telephone. If you contact the CRO by email or other written communication you must clearly label the email or document as "**A Request for Legal Advice**".

## 2. BRIBERY AND CORRUPTION

### 2.1 Bribery

Bribery is illegal and a criminal offence in many of the jurisdictions in which we operate. Bribery means either giving promising or receiving a financial benefit or non-financial benefit in order to encourage improper behaviour or decisions to be made, either by a public official or by a private business or person. Some important points to note:

- The benefit does not actually need to be given or received: the promise or offer of it can be enough for an offence to be committed.
- The benefit need not necessarily be received by or promised to the person who acts improperly.
- In many countries, bribing a private party is just as illegal as bribing a public official. This policy prohibits bribes to both public and private parties.

### 2.2 Facilitation Payments

Katoen Natie does not permit facilitation payments. These are payments made to speed up or secure action by a government official such as processing visas or scheduling inspections. Any request for payment of a facilitation payment must be rejected and reported to the CRO as soon as possible after the request is made.

### 2.3 Penalties

If a bribery offence is committed, heavy prison sentences and fines for individuals may result.

The payment or receipt of a bribe (either directly or indirectly for example via an intermediary) or other breaches of anti-bribery laws, will constitute grounds for summary dismissal or disciplinary action in accordance with our disciplinary procedures and may result in termination in accordance with your terms of engagement.

## **2.4 Procedures for reporting concerns**

If you are aware of any payment, benefit or advantage which has been given, received, offered or demanded and you are concerned that it may be regarded as being a bribe, you should report your concerns to the CRO. If you are uncertain as to whether a payment, benefit or other advantage could be regarded as being a bribe, you must consult the CRO before paying, agreeing to pay, receiving, or agreeing to receive it. In particular, if you see one or more of the ‘red flags’ highlighted in **Annex 3** you must consult the CRO before proceeding. **Annex 4** contains a summary of basic dos and don’ts.

If you are aware of any payment, benefit or advantage, which has been given, received, offered or demanded and you are concerned that it may be regarded as being a bribe, you should report your concerns to the CRO. If you contact the CRO by email or other written communication you must clearly label the email or document as “**A Request For Legal Advice**”.

## **2.5 Due Diligence on Business Partners who act on our behalf (Agents)**

Employees must actively take steps to ensure that any business partners **who act on our behalf and** with whom we contract, has anti-bribery policies and procedures in place equivalent to our own. You must choose suppliers, consultants, business partners and other third parties based on appropriate criteria such as

- qualifications,
- credit worthiness,
- competitive price and
- reputation.

Before you engage any of the parties stated above, you must carry out all necessary due diligence, especially with regard to so-called ‘high risk relationships’. If you need further details or if you are in doubt as to the extent of due diligence required, contact the CRO.

Action will also be taken to terminate any contractual arrangement with Business Partners where the Business Partner’s conduct/performance does not meet the standards required by our Policy.

## 2.6 Gifts and Hospitality

### 2.6.1 Giving/Offering Hospitality or Gifts

It is an offence to **give or offer** hospitality or gifts as an inducement or reward for improper performance. This does not mean that we cannot provide gifts or hospitality to our customers or suppliers but rather that the expenditure must always be **reasonable and proportionate**.

Hospitality with a value of less than **€150** may be offered or given and need not be notified. Hospitality or gifts above the value of €150 need pre-approval and must always relate to our business.

Gifts with a value of less than **€100** may be offered or given and need not be notified. Hospitality or gifts above the value of €100 need pre-approval and must always relate to our business.

### 2.6.2 Receiving hospitality or gifts

It is also an offence to **receive or request** hospitality or gifts where the reasonable expectation is that you may be influenced to act improperly as a result. Our Rules in **Annex 2** give guidance for employees on receiving hospitality or gifts.

#### (a) **Hospitality**

The nature of the hospitality received needs to be reasonable and proportionate. Any employee who wishes to accept an invitation for entertainment (e.g. dinner, cinema, football) **from** a supplier, contractor, customer or other third party should contact his supervisor for pre-approval.

It will not be acceptable to accept hospitality where it is obviously lavish and extraordinary, where you will personally benefit from the hospitality or where you have reason to suspect that the person offering the hospitality intends you to be influenced to act improperly.

The following invitations for entertainment are **not** acceptable:

- Entertaining which involves the payment of travel costs or overnight accommodation.

#### (b) **Gifts**

It will not be acceptable to accept gifts where the person offering the gift intends the employee to be influenced to act improperly irrespective of the value of the gift.

It is acceptable to accept gifts if these are for a reasonable amount, and always to be directly divided internally within the team. By way of exception, small items such as diaries, calendars and single bottles of wine with a value of less than **50€** may be accepted and



need not be notified.

Cash or gift vouchers are not acceptable.

(c) **Purchases**

Where a customer of Katoen Natie allows all staff to benefit from beneficial purchase arrangements such as access to 'sale' items before the general public, this is permitted as long as the offer is to Katoen Natie staff generally and is reasonable and proportionate.

2.6.3 **Meetings with suppliers** : must always take place at a KTN location, unless there is a valid reason to visit the supplier's location (e.g. to view product offering at the supplier's location, product tests, etc.). The consent of the direct supervisor is required for meetings taking place at the supplier's location.

2.6.4 **Relationship between decentralized purchasing and/or ordering agents and suppliers** belonging to the portfolio of the purchasing department: Meetings between suppliers and decentralized purchasing/ordering agents are only allowed if they are held for the purposes of operational follow-up of the partnership. Meetings involving an alternative supplier or a presentation of new products by an existing supplier must always be discussed beforehand with the central purchasing department. It will then be decided on a case-by-case basis who will attend these meetings.

**2.7 Charitable donations**

Any charitable contributions on behalf of Katoen Natie in excess of **€150** (or local equivalent) must be done by the CEO.

**ANNEX 1**  
**ANTI-BRIBERY SIGN OFF**

I acknowledge and undertake that:

- I have understood Katoen Natie’s anti-bribery and corruption law and will comply in every respect with the law and Katoen Natie’s related policies and procedures (the “**Policy**”).
- I confirm that, to the best of my knowledge and belief, I am not aware of any conduct (whether or not involving me personally) which may have infringed anti-bribery and corruption law or the Policy and that if I become aware of such conduct I will report my concerns to the CRO.
- I authorise Katoen Natie to monitor and review information or documents created or received by me in line with local rules and regulations (whether electronic or in any other form, including e-mails) to verify compliance with anti-bribery and corruption law.
- I shall co-operate fully with any requests for information, documents (whether in electronic or any other form, including e-mails) or assistance arising out of Katoen Natie’s and/or any regulator or police inquiries concerning Katoen Natie’s compliance with anti-bribery and corruption law.
- I authorise Katoen Natie to use, as reasonably required, any such information or documents in connection with any regulatory or police inquiry or related matter.
- I shall take all reasonable steps to ensure that all members of staff for whom I am responsible:
  - comply with anti-bribery and corruption law; and
  - co-operate fully with any requests for information, documents, or assistance as outlined above.

Name:

Signed:

Job title:

Employed by (Katoen Natie company name):

Location of employment:

Date:

## ANNEX 2

### Receipt of Hospitality and Gifts

#### Scope:

Code of conduct applies to all employees who come into contact with suppliers of Katoen Natie

1. During working hours

- Invitation to lunch = OK

Obligation to notify direct supervisor = yes

- Event organized by the supplier = to be discussed beforehand.

Direct supervisor decides whether it is allowed. Decision is taken on the basis of the supplier's intention. No permission can be given if the event is merely intended to develop a personal customer-supplier relationship with no immediate added value for Katoen Natie.

2. Outside working hours

- Invitation to dinner = OK

Obligation to notify direct supervisor in advance = yes

- Event (football, cinema, etc.) = to be discussed beforehand.

Direct supervisor decides whether it is allowed. Decision is taken on the basis of the supplier's intention. No permission can be given if the event is merely intended to develop a personal customer-supplier relationship with no immediate added value for Katoen Natie.

**Business gifts** = OK if for a reasonable amount, and always to be directly divided internally within the team. Cash or gift vouchers = not OK

Not to be accepted.

To be reported immediately.

**Trips** and invitations for overnight stays = not OK

Not to be accepted.

To be reported immediately.

**Meetings with suppliers** must always take place at a KTN location, unless there is a valid reason to visit the supplier's location (e.g. to view product offering at the supplier's location, product tests, etc.). The consent of the direct supervisor is required for meetings taking place at the supplier's location.

**Relationship between decentralized purchasing and/or ordering agents and suppliers** in Europe belonging to the portfolio of a central purchasing department: Meetings between suppliers and decentralized purchasing/ordering agents are only allowed if they are held for the purposes of operational follow-up of the partnership. Meetings involving an alternative supplier or a presentation of new products by an existing supplier must always be discussed beforehand with the central purchasing department. It will then be decided on a case-by-case basis who will attend these meetings.

## ANNEX 3

### Prevention: Red Flags

You should be on the look out for 'red flags' such as those listed below. If you have any concerns because one or more of these is present, you must report this to the CRO.



A history of corruption in any overseas country concerned. Transparency International publishes an index of corruption which aims to help companies to assess corruption risk.  
[http://www.transparency.org/policy\\_research/surveys\\_indices/cpi/2010/results](http://www.transparency.org/policy_research/surveys_indices/cpi/2010/results)



Unusual payment patterns or financial arrangements – any alteration of the normal payment system should be explained and justified.



Unusually high commission;



Lack of transparency in transactions, expenses and accounting records;



Where a prospective agent refuses to provide information or is offended by a request for information, or is unwilling to meet the requirements of Katoen Natie;



Unusually generous hospitality received from another person;



Employees reluctant to take holiday (in case wrongdoing should come to light in their absence).

## ANNEX 4

### Do's and Don'ts on Corruption & Bribery

Do	Don't
<ul style="list-style-type: none"> <li>• Look out for 'red flags' such as unusual payment patterns, lack of transparency in transactions, expenses and accounting records, unusually high commission or employees reluctant to take holiday (in case wrongdoing should come to light in their absence). Report any concerns to the CRO.</li> <li>• Communicate Katoen Natie's anti-bribery policy clearly, so that your customers, suppliers, consultants, business partners and other third parties understand the terms.</li> <li>• Carry out all necessary due diligence before engaging suppliers, consultants, business partners or other third parties. Report your concerns if a prospective Business Partner refuses to provide information or is offended by a request for information, or is unwilling to meet Katoen Natie's requirements</li> <li>• Reissue the due diligence checklist to suppliers, consultants, business partners and other third parties at least once each year and forward the results to the CRO.</li> <li>• Review due diligence periodically for long term contracts.</li> <li>• Ensure that any charitable donations are disclosed publicly.</li> <li>• Check the corruption risk of the country in question whenever doing business outside Belgium. Transparency International publishes an index of corruption which aims to help companies to assess corruption risk. <a href="http://www.transparency.org/cpi2011/">http://www.transparency.org/cpi2011/</a></li> </ul>	<ul style="list-style-type: none"> <li>• Ever put yourself in a position where you can be accused of improper business practices.</li> <li>• Give, offer, receive or request any financial or other advantage with the intention to induce or reward improper performance of a function or activity.</li> <li>• Give or Accept hospitality which is not in accordance with the Policy, or make direct or indirect contributions to political parties, organisations or individuals involved in politics.</li> <li>• Pass business to any suppliers, consultants, business partners or other third parties, which are controlled or managed by family members or personal friends without the authorisation of the CRO.</li> <li>• Enter into business relationships with customers, suppliers or business partners, if they are known for or suspected of conducting their business other than in accordance with all applicable laws and regulations.</li> <li>• Make commitments to customers and/or suppliers that you do not believe you can keep.</li> <li>• Make or accept cash payments.</li> </ul>

**ANNEX 4**

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## ANNEX 5

### Do's and Don'ts on Facilitation Payments

#### General DOs and DON'Ts

**(1) DO:**

- Proactively identify where any facilitation payments are or may be sought and measures that can be taken to avoid or stop such payments being made.
- Refer to these Guidelines in any situation where you suspect bribery or corruption may be occurring, or where there is an increased risk of corrupt activity.
- Act in a transparent way, and only influence the decisions of business partners and public officials through formal and transparent commercial agreements.
- Obtain receipts for any services or goods paid for by the company.
- Consider whether there are particular risks associated with a relationship or contract, which may require increased due diligence to prevent or identify corruption.

**(2) DON'T:**

- Attempt to influence the decisions of business partners and public officials by paying bribes, giving gifts or arranging excessive hospitality.
- Use third parties (such as consultants and agents) in connection with the offering, granting or accepting of bribes.
- Conclude agreements with third parties (such as consultants and agents) whose integrity and qualifications were not reviewed in advance through appropriate due diligence.
- Act in a way which you would not like to see reported in the media or to public authorities.

#### Resisting Demands for Facilitation Payments

Employees should use common sense and act with honesty and integrity in seeking to actively resist any demands for a facilitation payment having regard to all the circumstances.

A reasonable and responsible response by any employee to a demand for a facilitation payment should have regard to the following key steps:

- The demand for payment should be refused, politely but firmly. You should make it clear to the person making the demand that, if such a payment is made, it may mean that you, your employer and possibly the person making the demand (and that person's organisation) are committing an offence under the relevant law.
- Advise the person making the demand that details of the payment (including how much was paid to whom and for what purpose) will have to be recorded and reported both locally and at Group level.
- If the demand for payment continues, you should ask for official documentary proof that the payment is payable. Explain that you will need an official receipt including all the payment details.
- If payment continues to be demanded, seek to speak with the supervisor or manager of the person making the demand.
- If a request to speak with the supervisor or manager is refused, or the supervisor or manager also demands payment and it appears that the payment genuinely cannot be avoided, you should contact your line manager for immediate guidance.

- If you are unable to contact your line manager or if it is determined, for example, out of concern for your or a third party's health, safety or security, that there is no alternative but to make the payment,

then the payment may be made and a request for an official receipt made and the following procedure must be adhered to.

#### **If a Facilitation Payment is Made**

If, despite taking reasonable and responsible steps to actively resist any demands, a facilitation payment is made, then the employee must:

- As soon as possible after the incident, prepare a detailed note of the circumstances and the conversations relating to the facilitation payment which took place. This note should make reference to the employer's internal policy and should include full particulars of the location, the names of the company and/or official involved, the amount of the payment, the purpose of the payment and the reasons why the payment was genuinely unavoidable.
- Report the incident to their line manager who should, as soon as possible, inform the person within the company or business unit with overall responsibility for anti-bribery and corruption measures, in this case the CRO, who should:
  - ensure that all the relevant details are recorded in a Facilitation Payments Register maintained by the company (or the relevant division) and properly recorded in the books and records of the company;
  - work with the relevant line manager to determine what further action needs to be taken to ensure similar incidents are avoided in future and ensure that such action is properly documented; and
  - review any facilitation payments with the company's board such that the company can consider whether it is appropriate or necessary to report the incident to the authorities in any relevant jurisdiction and whether it is necessary to take any further legal advice or action.

#### **Monitoring of Facilitation Payments**

Every company has a responsibility to monitor the extent and level to which facilitation payments are being made in the conduct of its business and to seek to take steps to reduce and eliminate such payments in the future.

Monitoring of facilitation payments will include reviewing the Facilitation Payments Register maintained by the company (and, if appropriate, each division) and the circumstances surrounding any payments and proactively establishing how any such payments can be reduced and eliminated in the future.

The company's anti-corruption and bribery policy should set out a programme for the monitoring of facilitation payments, which should be undertaken on a regular basis as well as in response to specific incidents. Such monitoring should be overseen by a person of appropriate seniority within the company who has overall responsibility for maintenance and monitoring of the policy.

#### **Compliance**

If any employee believes that the company's anti-corruption and bribery policy and the guidance provided in relation to facilitation payments are not being correctly adhered to then they should seek to raise any concerns with their line manager or another appropriate senior individual.

Employees should always feel able, and indeed should be encouraged by their employer, without fear of victimisation, to raise any concerns they may have regarding the conduct of the company's business in order that such concerns may be properly investigated.