

P&O FERRYMASTERS HOLDINGS LIMITED POLICY GROUP STATEMENT

P&O Ferrymasters Holdings Limited and its subsidiary undertakings (referred to as 'P&O Ferrymasters') means P&O Ferrymasters Limited and any other company within the P&O Ferrymasters Holdings Limited Group

Anti-Bribery Policy

1. Who does this Policy apply to?

This policy applies to P&O Ferries Division Holdings Limited and all its subsidiaries.

For ease of reference throughout this document the parts of the business covered may be referred to as "P&O" or "the Company". This policy also applies to all P&O agency staff, consultants, external contractors, agents and all other persons performing services for or behalf of P&O to the extent that they are representing or promoting P&O's business. It is the responsibility of board directors and senior line managers to ensure new managers and staff joining the Company are made aware of the Bribery Act policy and its content, as appropriate to their role.

2. Purpose

P&O is committed to carrying out its business in a fair, honest and open manner. It is committed to zero tolerance of any form of bribery that is carried out by its employees, consultants, contractors, agents and any other persons that are associated with it. This policy puts in place principles and procedures in support of this commitment.

3. Policy Statement

No persons covered by this policy shall offer, promise or give a bribe or request, agree to receive or accept a bribe. The Company is committed to avoiding doing business with anyone who is not also committed to doing business without bribery. The Company has put in place the procedures set out below to prevent such offences taking place.

4. Policy Details

a. Procedures

Gifts

- (a) Any gift received that is related in any way to the recipient's work for or with the Company with an estimated value of £50 or more, must be notified to the recipient's board director (or line manager, if a board director). The relevant board director (or line manager) shall instruct the recipient if the gift can be retained by them, shared with colleagues, or returned.
- (b) No gifts with a value of £50 or more (such value being the actual cost of such gift to the company) shall be given on behalf of the Company without the prior written approval of a board director of the Company (or line manager, if a board director).

Hospitality

- (c) Hospitality that is given or received in the ordinary course of business does not require prior written approval.
- (d) Any hospitality that is not in the ordinary course of business shall only be offered or accepted with the prior written approval of the relevant person's board director (or line manager, if a board director).

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 organisations such as the Chamber of Shipping, Lloyds Register, IFW or the Passenger Shipping Association;
- trips that are provided as a reasonable and proportionate familiarisation exercise with P&O or a supplier's product, such as taking a journalist on a mini cruise on a P&O ferry or 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.

(e) 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, concert, theatre, racing or sailing;
- 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.

- (f) Compliance with the Drug and Alcohol Policy is required when returning to work following any form of hospitality.

Hospitality and Gifts Register

- (g) Each board director (and line manager, in the case of board directors) 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.
- (h) Each board director (and line manager, in the case of board directors) 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.
- (i) Each board director (and line manager, in the case of board directors) 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.

b. Contracts

- (a) No contractual arrangements shall be entered into with a third party which is to represent or promote the Company without prior due diligence being carried out into such third party. Guidance as to the level of due diligence required in particular circumstances will be provided by the relevant director of the Company.
- (b) All third parties who are to represent or promote the Company must be provided with a copy of this policy and requested to commit to follow it.
- (c) All contracts with a third party must contain a contractual commitment from that third party not to commit an offence under the Bribery Act. The Company shall have the right to terminate any such contracts if this commitment is breached. The legal department must approve in advance all contracts with a third party who is to represent or promote the Company, in accordance with the Contracts Policy.

5. Disciplinary Procedures

Any Company employee found to be in breach of this policy shall be disciplined in accordance with the Disciplinary Policy.

6. Suspension

In circumstances of a serious breach of this policy, the Company reserves the right to suspend the employee pending a formal investigation. Suspension will be carried out as defined under the Disciplinary Policy.

7. Whistle Blowing

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

8. Further advice

If you require further information or advice please ask your line manager.

Line managers should contact the Legal Department for clarification or additional information.

This policy statement will be subject to regular consultation and annual review.



Hester Vervloet
Head of Human Resources