



Al Dahra Group

ANTI-BRIBERY AND CORRUPTION POLICY



Revision History

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1. About Us

- 1.1 Al Dahra is a prominent multinational leader in agribusiness, specializing in the cultivation, production and trading of animal feed and essential food commodities and end-to-end supply chain management. Serving a large customer base spanning the Government and Commercial sectors, Al Dahra has a widespread geographic footprint, with a workforce of 5,000 employees, operating in over 20 countries and catering to more than 45 markets, with a leading position in Asia and the Middle East.
- 1.2 Al Dahra's **purpose** is: " *to feed a growing world* ".
- 1.3 Al Dahra's **mission** is: "*to grow into a sustainable agricultural and food products provider and partner, ensuring supply sufficiency, high quality of farming and production operations, affordability of logistical distribution and protection of the environment and natural resources*".

2. Introduction

- 2.1 Al Dahra's policy is to conduct all of our business, wherever it takes place in the world, in an honest and ethical manner. As part of this culture we are committed to acting professionally, fairly and with integrity in all our business dealings and relationships.
- 2.2 Al Dahra takes a zero-tolerance approach to bribery and corruption. We do not offer or give, or request or receive, any bribe of any description for any purpose. This applies to everyone who works for or provides services to Al Dahra.
- 2.3 For the purposes of this policy, "**Al Dahra**" refers to Al Dahra Group and all of its subsidiary companies, wherever they are located in the world.

3. The purpose of this policy

- 3.1 The purpose of this policy is to prevent bribery and corruption connected to Al Dahra by providing information and guidance on how to recognise, escalate, manage and remove bribery risk. The policy also provides specific guidance on when giving or receiving gifts or hospitality to/from Third Parties and Public Officials is and is not permissible.
- 3.2 Al Dahra is subject to a wide range of domestic and international anti-bribery and corruption laws, including but not limited to UAE Law No.3 of the year 1987 (Criminal Code) and the US Foreign Corrupt Practices Act 1977 ("FCPA").
- 3.3 Bribery and corruption offenses, including failure to maintain proper books and records, are serious crimes with significant penalties. For individuals these penalties can include prison terms of up to 20 years and unlimited fines. As a company, if Al Dahra takes part in or fails to prevent bribery in its business operations, we may be required to give up all connected profits, face an additional fine many times higher than our annual profits, be excluded from critical banking services, face damage to our reputation and / or have our commercial contracts terminated or made void.

4. Who must comply with this policy?

- 4.1 This policy applies to all Al Dahra staff working at all roles and levels, whether permanent, fixed term or temporary (collectively "**you**"). We also expect all third-party service providers working on our behalf, such as agents, arrangers, consultants, contractors, trainees, agency staff, volunteers and interns, to adhere to the requirements of the policy.
- 4.2 Al Dahra's Compliance Department has day-to-day responsibility for implementation of this policy. This includes providing specific guidance on the policy's interpretation,

approving gifts and entertainment expenditures above the thresholds set out in Section 8 below, serving as a first port of call for raising any bribery and corruption related issues and concerns, and appropriately addressing any policy breaches.

- 4.3 In this policy, a "**Third Party**" is any individual or organisation you may come into contact within the course of working for Al Dahra or through involvement with us. This includes actual and potential customers, suppliers, distributors, freight forwarders, business contacts, agents and advisers. However, it does not include Public Officials, which are defined separately below.
- 4.4 In this policy, "**Public Official**" refers to a broad category of people who are either directly or indirectly involved with a government or public body. This may include:
- employees of government departments or agencies;
 - people acting in an official capacity on behalf of a government department or agency;
 - members of the legislature;
 - judges, state prosecutors, or other members of the judiciary;
 - senior military officers;
 - candidates for political office;
 - employees of a company or enterprise that is more than 30% owned by the state;¹
 - officers or employees of public international bodies such as the United Nations, European Union or Cooperation Council for the Arab States of the Gulf;
 - the immediate family members of any of the above.

5. Where does this policy apply?

- 5.1 This policy applies in all countries or territories where Al Dahra operates. Where local customs, standards, laws or other local regulations apply that are stricter than the provisions of this policy, the stricter rules must be complied with. However, if this policy stipulates stricter rules than local custom, standards, laws or other local regulations, the stricter provisions of this policy apply.

6. What is bribery?

- 6.1 A "**Bribe**" means the offer, requesting or receipt of anything of value intended to cause the recipient to perform his or her duties improperly. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.
- 6.2 "Improper" performance of duties is not limited to the bribe-taker performing duties incorrectly or doing something they would not normally do, but can also involve showing preferential treatment in a process that is supposed to be objective and impartial. This may include prioritising the bribe-giver's needs over those of others in what is supposed to be a "first-come, first-served" procedure (e.g. by letting the bribe-giver jump a queue).
- 6.3 You should note the following:
- 6.3.1 an offer or request is sufficient for a bribe to occur, and no actual transfer of money or anything else of value is required;

¹ You should be aware that, under this definition, employees of ADQ are technically considered to be Public Officials. However, given ADQ's shareholder relationship with Al Dahra, the additional requirements for interactions with Public Officials set out in this policy do not apply to ADQ employees. You should nevertheless be conscious of how your dealings with ADQ may be perceived, and the additional requirements that may fall on Third Parties in dealing with ADQ.

- 6.3.2 a bribe can take the form of a reward and transfer can take place at a later date to the improper performance of duties;
- 6.3.3 there is no minimum amount for a bribe and all bribes, however small, are covered by this policy (see Section 8 on Small Bribes below).

7. Policy requirements

- 7.1 You must not under any circumstances offer or promise a Third Party anything of value with the intention that they perform their duties improperly as a result of receiving it. This is bribery and is a serious criminal offense.
- 7.2 You must also not offer or promise a Third Party anything of value while knowing or believing that accepting it would be a breach of their duties.
- 7.3 You must not accept anything offered or promised to you if you believe the person offering it wants you to perform your duties improperly as a result, for example through showing inappropriate preferential treatment to one Third Party over others. If such a situation arises you should report the offer or promise to the Compliance Department immediately.
- 7.4 You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.
- 7.5 While all bribery is illegal and expressly prohibited under this policy, Al Dahra takes particularly seriously any bribe involving a Public Official, as these negatively impact the governance of the countries where we do business and also carry additional penalties of increased severity in most jurisdictions.
- 7.6 Bribery can potentially occur in any part of Al Dahra's business. As such, we have adopted proportionate due diligence procedures to cover all our dealings with Third Parties and Public Officials, which specifically include consideration of bribery and corruption risks. Additionally, small bribes, including "Facilitation Payments" to Public Officials, can create their own set of issues, and are covered separately below in Section 8.
- 7.7 Specific bribery risks can also arise in relation to gifts and entertainment, political contributions, charitable donations and corporate sponsorships. For this reason, this policy provides specific requirements in these areas in Sections 9 – 10.
- 7.8 If you ever have any doubt about whether a situation could constitute a bribe or involve bribery you should always speak with your line manager and/or the Compliance Department before proceeding.

8. Small bribes

- 8.1 Requests for small bribes from Public Officials or other Third Parties are often unavoidable in some jurisdictions where Al Dahra operates. Such bribes can seem harmless when paid as a 'one off', but in aggregate they significantly increase business costs, cause delays and uncertainty, disadvantage the communities of those receiving bribes and give rise to prosecutions.
- 8.2 "**Facilitation Payments**", also sometimes known as "grease payments", are a subset of small bribes that typically involve small, unofficial payments made to secure or expedite a routine action by a Public Official to which the payer is entitled. Examples include payment to speed up the issue of a visa, to approve a routine inspection, to obtain an official stamp or signature on a document, to enable goods to clear customs, or to jump a queue.

- 8.3 Al Dahra does not make, and will not accept or permit, small bribes of any kind, including Facilitation Payments. You should be under no doubt that while in some countries the culture of small bribes may be normal, they are without question illegal and prohibited by this policy.
- 8.4 If you are asked to make Facilitation Payments you should refuse and report the incident to the Compliance Department as soon as possible, where it will be treated in confidence.
- 8.5 Al Dahra recognises that it can take significant courage to 'speak up' and challenge requests for small bribes when you are in unfamiliar territory and fear that doing so could lead to confrontation that may ultimately put you or others in danger. We are committed to supporting you if you face such situations, and strongly encourage you to come forward to discuss any problems you are having.
- 8.6 In exceptional circumstances a small bribe may be extorted under duress, through an imminent threat to liberty or physical safety. In such a situation, you may make the payment, but must seek support from the Compliance Department as soon as it is safe to do so. Any such incidents will be reviewed in order to ensure that you are not put in a similar position again.
- 8.7 In the event that you make a small bribe, for example through error or under duress, it is important that this be accurately recorded in Al Dahra's books and records. If you believe that you or a Third Party has made a small bribe, you should report it to the Compliance Department immediately, including details on the amount that was paid, who it was paid to, and the full circumstances of the payment.

Example 1: Request for a Facilitation Payment – Government Inspection

An Al Dahra farm is undergoing a routine government regulatory inspection. At the end of the inspection the government inspector asks the local Al Dahra business to pay a small "processing fee" in cash for approval of his report. The inspector suggests that, if the business does not pay the fee, the report will take much longer to approve and the farm will temporarily have to cease operations. This will cause significant disruption to the local business.

Analysis: The "processing fee" requested by the inspector may not be legitimate and may therefore amount to a small bribe. The local business should explain to the inspector that Al Dahra's policies prohibit this sort payment being made in cash, and that payment via bank transfer would require Group-level approval. The business may wish to contact the relevant government department to confirm the legitimacy of the processing fee. No payment should be made to the government inspector until the arrangement is confirmed to be legitimate and approved by the Compliance Department.

You should always remember that, while paying a small fee may appear quicker and easier in the short term, in the long term it increases the likelihood of the business being asked for similar fees in the future which may quickly accumulate into larger amounts and which may expose Al Dahra to significant criminal liability if the fees are not genuine.

Example 2: Request for a Facilitation Payment – Customs Clearance

Al Dahra is importing a large volume of fresh produce into a country to meet a tight delivery deadline. A customs official at the port notifies the Al Dahra business that there is a backlog of goods for customs clearance and that clearance of Al Dahra's produce is likely to take several days. However, the official states that Al Dahra can pay a small fee to receive a "premium" expedited service that will allow the goods to be processed on the same day.

Analysis: The customs official's offer to expedite customs clearance may constitute a request for a Facilitation Payment. In this situation it is important for the local Al Dahra business to determine whether the expedited service for which this payment has been requested is a legitimate and publicly available offering. This may involve reviewing local legislation and/or making inquiries with local authorities. No payment should be made to the customs official until the arrangement is confirmed to be legitimate and approved by the Compliance Department. If we do decide to proceed with the expedited service, we should request a receipt that shows the name and job title of the person to whom the payment is made.

9. Gifts and hospitality

- 9.1 For the purposes of this policy, a **"gift"** is anything of value that is provided from one person to another where the recipient enjoys the gift's value without the giver being present. This may include, but is not limited to, physical items such as watches, pens, jewellery or food and drink products, and also items such as tickets to theatre, sporting or music events, meals, stays at hotels, or holidays, where the giver is not themselves in attendance.
- 9.2 **"Hospitality"**, also commonly referred to as "Entertainment", refers to anything of value that is provided from one person to another where the giver is present and interacting with the recipient throughout. This includes, but is not limited to, meals, drinks in bars, sporting events, theatre, music, conferences or tours, where the giver or their representative is also in attendance.
- 9.3 Al Dahra recognises that giving and receiving gifts/hospitality is often an established and important part of doing business. This policy does not prohibit the giving or accepting of reasonable and proportionate gifts and hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services. However, giving and receiving gifts/hospitality can create a bribery risk if not done appropriately and transparently.
- 9.4 In particular, extra care must be taken when spending on Public Officials, as laws and regulations for dealing with them can vary from place to place and are often stricter than the rules that apply to commercial Third Parties. While in some countries, such as the UAE, reasonable and proportionate spending on Public Officials is permitted, in other jurisdictions all gifts and hospitality provided to Public Officials are treated as bribery and are illegal. You should consult the Compliance Department should you have any questions on this point.
- 9.5 A gift or hospitality will not be appropriate if it is unduly lavish or extravagant, or could be seen as a request or reward for any preferential treatment (for example, during contractual negotiations or a tender process). Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers), or be given in secret. Gifts must be given in our name, not your name.
- 9.6 Provided that all the conditions in section 9.5 above are met, you may give or receive gifts or hospitality up to a value of **AED 500 / USD\$100** without prior approval.

Promotional gifts of low value such as branded stationery may also be given to or accepted from existing customers, suppliers, vendors and business partners.

- 9.7 The following are examples of gifts that are **not** appropriate or permitted under this policy:
- 9.7.1 cars or any other form of motor vehicle;
 - 9.7.2 iPads or any other variety of tablet or computing device;
 - 9.7.3 iPhones or any other variety of smartphone;
 - 9.7.4 high value watches;
 - 9.7.5 high value cigars;
 - 9.7.6 anything of a sexual nature or otherwise damaging to Al Dahra's reputation.
- 9.8 You should as much as possible consider the total spend on single individuals by others within Al Dahra. If a number of other people have recently given gifts / hospitality to a Third Party or Public Official, it may not be appropriate for you to do so, even when the gift / hospitality is of modest value and within the approval threshold. You should consult with the Compliance Department if in any doubt on this point.
- 9.9 Giving or accepting any gift / hospitality of a total value greater than the thresholds in Section 9.6 above must be pre-approved by the Compliance Department. You must inform the Compliance Department by email of the exact or estimated value of the gift / hospitality, its business purpose, the details of the giver / recipient, and why a gift / hospitality of a value below the approval threshold is not appropriate in this case, through using the standard approval form which can be requested from the Compliance Department. If approved by the Compliance Department, the gift/ hospitality would also require the approval of your direct line manager.
- 9.10 Any gifts or hospitality that you give or receive which exceed the price values given in Section 9.6 above must be properly recorded in your local business's Gifts and Hospitality Register mentioned at Section 10.1 below.
- 9.11 On some occasions you may be offered a gift / hospitality of a value greater than the approval threshold in circumstances where it would be rude or culturally inappropriate to refuse. Alternately, you may be put in a position where you feel obliged to pay a bill for a value greater than that amount without having obtained pre-approval. In such circumstances, you may accept the gift or pay the bill, but must immediately report it to the Compliance Department for guidance and recording.
- 9.12 In circumstances where you have received a gift with an estimated value above the approval threshold in Section 9.6 above, the Compliance Department will decide what to do with it. This may involve you keeping the gift, returning the gift to the giver, donating the gift to charity, or sharing the gift for the collective benefit of your team.

Example 3: Hospitality

A representative from a potential new customer travels from overseas to visit an Al Dahra farm and processing facility. After the visit is complete, a local Al Dahra manager suggests that he takes the representative out to dinner. The representative readily agrees and suggests that they go to a restaurant known for its luxury cuisine and expensive menu.

Analysis: This situation represents hospitality and not a gift, as an Al Dahra employee will also attend the dinner along with the potential customer. In this circumstance, the Al Dahra employee should be aware of the likelihood that the dinner will cost more than the allowable threshold of USD\$100 set out in this Policy for hospitality that can be given to a Third Party without prior approval. The Al Dahra employee should therefore contact the Compliance Department and seek pre-approval for the dinner before agreeing the choice of restaurant. Alternately, the Al Dahra manager could suggest another restaurant to the customer's representative that is known to be within the price range that does not require pre-approval.

10. Record-keeping

- 10.1 Any gifts or hospitality that you give or receive which exceed the price values given in Section 9.6 of this Policy must be properly recorded in your local business's Gifts and Hospitality Register (the "**Register**"). When the giver or recipient is a Public Official, this must be clearly noted in the Register.
- 10.2 The Register will be maintained by the Compliance Department, who is responsible for recording the details of applicable gifts / hospitality once they have been approved.
- 10.3 You must also submit all expenses claims relating to hospitality, gifts or payments made to Third Parties in accordance with our expenses policy and record the reason for expenditure.
- 10.4 All accounts, invoices, and other records relating to dealings with Third Parties should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

11. Political Contributions, Charitable Donations and Sponsorships

- 11.1 Al Dahra does not make any political contributions (whether of money, property, materials or services) to political candidates, parties, committees, or their representatives, and we do not participate in any intervention in the political process of any country where we do business. You may choose personally to become involved in political activities as long as these are undertaken on your own behalf, in your own time, and using your own resources.
- 11.2 Al Dahra supports making charitable donations and / or sponsorships to benefit appropriate organisations and causes, so long as these are ethical and transparent. To ensure integrity and avoid any perception of bribery, all funding provided by Al Dahra must:
 - 11.2.1 be clearly documented and recorded;
 - 11.2.2 be made to legitimate individuals or organisations following appropriate due diligence;
 - 11.2.3 clearly identify the beneficiaries; and

11.2.4 be reviewed and approved in advance by the Group's senior leadership in Abu Dhabi.

11.3 If you have a suggestion for an organisation or cause that you would like Al Dahra to support, please refer it to the Compliance Department for consideration in the first instance.

12. Policy breaches

12.1 You must ensure that you read, understand and comply with this policy and complete all mandatory training in relation to it.

12.2 You are required to avoid any activity or behaviour that might lead to, or suggest, a breach of this policy. This includes making or receiving a bribe or Facilitation Payment, giving or receiving gifts / hospitality that do not meet the conditions set out in Sections 9.5 and 9.6, and failing to properly and accurately report and record any payments made.

12.3 Al Dahra takes breaches of this policy very seriously, and any employee who breaches the policy will face disciplinary action, which could result in termination of employment. Any non-employee who breaches this policy may have their contract terminated with immediate effect.

13. How to raise a concern

13.1 If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your line manager as soon as possible.

13.2 Alternatively, concerns can also be raised to the Compliance Department by email at compliance@aldahra.com.

13.3 All concerns raised in good faith will be treated appropriately and confidentially, and you will not face any form of penalty or retaliation for raising an issue or concern, even if it turns out to be factually incorrect. More details of the process for raising concerns can be found in Al Dahra's **Speaking-Up Policy**.

14. Monitoring and review

14.1 The Compliance Department will lead a review of this policy on an annual basis, considering its scope, efficiency and effectiveness. Reviews may also be triggered by events such as negative news on one of our counterparties or a change in legislation.

14.2 The Compliance Department will report on their review of the policy to Al Dahra's Group Audit, Risk & Compliance Committee, who will approve any suggested amendments as appropriate.

14.3 Al Dahra's parent company, ADQ, may also periodically conduct reviews of this policy to confirm that it aligns with ADQ's own standards and to ensure that it is being properly implemented across all countries where Al Dahra does business.

14.4 You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Department.

15. Exceptions to Policy

- 15.1 In rare and special circumstances an exception or deviation to aspects of this policy may be required. All exceptions to policy must be reviewed and approved by the Group Audit, Risk & Compliance Committee. The Compliance Department will maintain a written record of all policy exceptions.

16. Miscellaneous

- 16.1 This policy does not form part of any employee's contract of employment and we may amend it at any time.

Bribery "Red Flags"

The following is a list of possible 'red flags' which may arise when dealing with Third Parties or Public Officials and raise concerns under various anti-corruption and anti-bribery laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for Al Dahra, or any other red flag which you consider material, you must report promptly to the Compliance Department for further guidance.

- (a) you become aware that a Third Party engages in, or has been accused of engaging in, improper business practices;
- (b) 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 Public Officials;
- (c) a Third Party insists on receiving a commission or fee payment before committing to sign up to a contract or carrying out a government function or process;
- (d) a Third Party claims to be easily able to provide a service that in other cases has been difficult or time consuming because of government formalities;
- (e) 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;
- (f) a Third Party requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business;
- (g) a Third Party requests an unexpected additional fee or commission to "facilitate" a service;
- (h) a Third Party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (i) a Third Party requests that a payment is made to "overlook" potential legal violations;
- (j) a Third Party requests that you provide employment or some other advantage to a friend or relative;
- (k) you receive an invoice from a Third Party that appears to be non-standard or customised;
- (l) a Third Party insists on the use of side letters or refuses to put terms agreed in writing;
- (m) you notice that Al Dahra has been invoiced for a commission or fee payment that appears inappropriate given the service stated to have been provided;
- (n) 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 us;
- (o) you are offered an unusually generous gift or offered lavish entertainment by a Third Party (for example a new TV, a holiday etc.); or
- (p) a transaction is structured in a way that appears unnecessarily complex.



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