



Anti-Bribery and Corruption Policy

1. Introduction

- 1.1 dnata (dnata) is committed to ethical business practices and in particular, to compliance at all times with applicable anti-bribery and anti-corruption laws in all countries where dnata carries on business (collectively, the **Anti-Corruption Laws**).
- 1.2 The principles in this anti-bribery and corruption policy document (the **Policy**) apply to the full range of dnata's business activities around the world. In addition to legal requirements, dnata believes that long-term, successful business relationships are built on honesty, fairness, and the strength of dnata's products and services, and not on unethical business practices. This Policy provides clear rules for dnata personnel and third parties engaged in dnata business, to ensure compliance with the Anti-Corruption Laws and dnata's ethical standards and expectations.

2. Responsibility for compliance with this Policy

- 2.1 This Policy applies to all dnata Personnel and all of dnata's Business Partners. For these purposes:

Authorities Manual means the authorities manual for the time being of dnata;

Chairman means the chairman of dnata or dnata World Travel;

dnata means all and any of dnata, dnata World Travel and any subsidiary of any of them and any branch, business or division operated by or under the control of any of the foregoing from time to time;

dnata Internal Audit means the internal audit department serving dnata;

dnata Personnel includes all employees, officers, and directors of dnata and any of them;

Business Partners includes all third parties who are specifically appointed to engage in business for or on behalf of dnata, including, without limitation, representatives, agents, and joint venture partners and excludes third parties who supply goods or services to dnata;

President means the president of dnata or dnata World Travel;

SVP-IA means Senior Vice President – Internal Audit.

3. Prohibition against bribes and improper payments

- 3.1 dnata Personnel and Business Partners are prohibited from:
- (a) making or receiving bribes in connection with dnata business; and
 - (b) offering or receiving any financial or other advantage to or from another party with the intention to influence or reward the improper performance of an activity.
- 3.2 Bribes can take on many shapes and forms but typically they involve corrupt intent. There will usually be a **quid pro quo** – both parties will benefit.
- A bribe could be direct or indirect promise, offering or authorization of anything of value or the offer or receipt of any kickback fee, reward or other advantage.
 - Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal or unethical.
 - Corruption is the misuse of public office or power for private gain, or misuse of private power in relation to business outside the realm of government.
 - Acts of bribery or corruption are designed to influence the individual in the performance of their duty and induce them to act dishonestly.
- 3.3 If any dnata Personnel breaches paragraph 3.1, disciplinary action may be taken against such individual up to and including termination.
- 3.4 The use of intermediaries (including agents) for the payment of bribes or other improper payments is prohibited.
- 3.5 There are no exceptions to the prohibition contained in this Policy against bribes or improper payment activity. The fact that dnata Personnel, for example, may be pursuing business in a country where that individual believes corruption is widespread, is part of the culture or way of doing business, or where legal standards governing bribery are unclear, or in a transaction where a dnata employee has been solicited for a bribe, will not serve as excuses for engaging in improper payment activity. Nor will evidence that dnata's competitors may be engaged in improper conduct. No dnata employee or Business Partner will suffer adverse consequences for refusing to engage in improper payment activity, even if this results in loss of business.

4. Extortion and requests to carry out improper payment activity

- 4.1 dnata will actively resist extortion and all other demands for improper payments made under duress. In exceptional circumstances if payments must be made in order to secure personal health or safety, such payments must be accounted for by local senior management and will be subject to audit. All such payments must be reported to SVP-IA for further investigation.
- 4.2 dnata Personnel should never engage in improper payment activity because instructed to do so by a manager or co-worker. If this situation ever arises such individual must report this to SVP-IA in accordance with relevant procedures. For employees whose employment is governed by the Groupworld Employee Regulations, those procedures are currently set out in Regulation C7-4 "Safeguarding the Company's Interest."

5. Guidelines on specified activities

The following “Guidelines” explain how the Policy applies to certain types of activities:

A. Facilitating Payments

There are limited circumstances in which the member of dnata concerned may be permitted to make a payment to a government official without violating the applicable Anti-Corruption Laws. Some Anti-Corruption Laws have a narrow exception for what are known as “facilitating payments” –payments to government employees to expedite or secure the performance of a routine governmental action (**Facilitating Payments**). Under this exception, for example, it may be permissible to make a Facilitating Payment to obtain permits, licenses or other documents to allow the member of dnata concerned to do business in a certain country; to process governmental papers such as visas and work orders; to provide police protection, mail pick-up and delivery or scheduling inspections; or to provide phone service, power and water supplies, or loading and unloading of cargo.

It is dnata’s policy not to make or permit Facilitating Payments of any kind, except in certain limited situations in which a Facilitating Payment is lawful and unavoidable. All Facilitating Payments must be approved by the Chairman or the President. In addition, all Facilitating Payments must be fairly and accurately recorded and accounted for.

B. Gifts

1. You may not give or offer a gift to, or accept a gift from, anyone with whom dnata conducts business where the gift would exceed customary courtesies associated with accepted ethical airline and general commercial practice. The purpose of this requirement is to ensure that the offer or acceptance of a gift does not create an obligation, or be construed by others to allege favouritism, discrimination or other unacceptable practice.
2. Receiving or giving gifts of cash is strictly prohibited.
3. If you are requested to offer gifts that exceed the customary courtesies or that could give the appearance of impropriety, you must immediately consult your supervisor and/or the head of your business unit. A gift should not be accepted when to do so is either prohibited under local law or could be viewed as done for the purpose of influencing a business decision or appears to create a conflict of interest for those involved.

C. Business entertainment and hospitality

Hospitality includes meals, invitations to events, functions or other social gatherings in connection with matters related to the business of dnata. These activities are acceptable provided they fall within reasonable bounds.

2. Reasonable and proportionate hospitality which seeks to improve the image of dnata, better to present its services and products, or establish cordial relationships is recognised as an established and important part of doing business. In order to amount to a bribe, hospitality must be intended to induce a person to perform a function improperly.
3. Determining the acceptability of a particular form of business entertainment or hospitality requires the exercise of individual judgement. In arriving at this judgement, ask yourself the following:
 - What is the intent – is it to build a relationship or is it something else?
 - Apply the ‘newspaper test’ – would a newspaper be likely to report the business entertainment or hospitality, and if it did, what would the public’s perception be? For example, an all expenses paid overseas golfing weekend prior to a tender evaluation would almost certainly give rise to an adverse impression if reported.
 - Would you be comfortable in justifying the entertainment/hospitality to dnata management?

If you find it difficult to answer one of these questions, there may be a risk involved which could potentially damage dnata’s reputation and business.

Circumstances that are usually acceptable include:

- modest/occasional meals with someone with whom dnata does business;
- occasional attendance at sporting, theatre and other cultural events or social gatherings.

Circumstances which are not acceptable include:

- hospitality or entertainment which is offered for something in return – a ‘quid pro quo’; and
 - entertainment of an inappropriate nature.
4. The form and cost of acceptable business entertainment or hospitality will depend on a number of factors, including the nature of the relationship with the host or guest, the cost and standard of living in the region and the acceptable forms of business entertainment or hospitality in the region. Should you have any doubt as to what is acceptable in any particular situation you should consult your supervisor and/or the head of your business unit.
 5. Particular caution must be used in providing entertainment to government officials.
 6. Business entertainment or hospitality expenses must be properly recorded in dnata member’s books and records.

D. Sponsored travel

In appropriate circumstances, dnata may sponsor reasonable and bona fide travel expenses of customers, potential customers and others that are directly related:

- to promoting or demonstrating dnata’s products and services; or
- to performing a contract between dnata and the customer; or
- to a fact finding mission to understand relevant foreign markets and regulatory environments.

These expenses must have a legitimate business purpose and must be limited to those necessary to carry out such purpose.

Sponsored travel expenses require prior written approval in accordance with the provisions of the Authorities Manual.

E. Political contributions

You may not make contributions to any political party or public international organisation, without the prior written approval of the Chairman or the President.

F. Business Partners

1. No Business Partners may be retained except in the manner and following the requirements for evaluating, selecting and retaining such Business Partners as set out below.
2. All written agreements with Business Partners will include as a minimum standard contract provisions as follows relating to compliance with Anti-Corruption Laws and this Policy:

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1. For the purposes of this clause, “Business Partner” means [insert name of Business Partner] and “dnata Company” means [insert name of dnata company].
2. The Business Partner acknowledges that it has received a copy of the dnata Anti-Bribery and Corruption Policy (the Policy) and agrees to comply with the provisions of the Policy at all times during the term of this Agreement. The Business Partner shall indemnify the dnata Company and each of its directors, officers and employees from and against any liability, fine, loss or damage arising out of or in connection with any breach of the Policy by the Business Partner. In the event of any breach of the Policy by the Business Partner, the dnata Company may immediately terminate this Agreement by written notice to the Business Partner. The indemnity provided by the Business Partner in this clause shall survive any termination of this Agreement.

3. Business Partners may be paid by cheque or wire transfer only, and never in cash. All payments will be made pursuant to invoices, receipts or other documentation documenting services rendered in detail. All agreements with Business Partners will contain standard contract language setting out these requirements.
4. Business Partners may be hired only after the completion of an appropriate level of due diligence. Such due diligence may include: ownership, background checks, reviews of letters of recommendation, reviews of credentials, reviews of financial statements, contact with local Chambers of Commerce, independent confirmation of the candidate's history of government employment and evaluation of the candidate's other connections to government officials, including family relations.
5. Business Partners may be engaged only in accordance with the provisions of the Authorities Manual. The concerned business manager will have the responsibility of ensuring that any and all "red flags" have been investigated and ruled out.

▼ 6. Doing business with the government

dnata Personnel must be especially vigilant in dealing with all government officials. Activities that may be permissible when working with private sector partners may be improper or illegal when working with a government official. dnata Personnel who have any questions regarding whether interactions with government officials are appropriate should immediately contact SVP-IA.

▼ 7. Compliance

It is the responsibility of all dnata Personnel to understand and comply with this Policy.

▼ 8. Implementation

Local management is responsible for implementation of this Policy and ensuring their employees are aware of the Policy. Any dnata Personnel who has any question in respect of the Policy should address this to his local management. dnata Internal Audit will monitor the implementation of this Policy through the internal audit process.

▼ 9. Record keeping

All of the books and records of the members of dnata must fully and fairly reflect all expenditures of the member's funds. Attempts to create false or misleading records are forbidden. These requirements apply to all books and records of the members of dnata. No payment on behalf of any member of dnata may be approved without adequate supporting documentation or made with the understanding that all or part of such payment is or has been used for purposes other than those identified in supporting documents. No undisclosed or unrecorded funds of any member of dnata, such as "off the books" accounts, shall be established for any purpose. No payments can be made, directly or indirectly, to undisclosed or unknown recipients, or any other individuals with whom the dnata employee responsible for maintaining the relationship is unable to vouch for his or her bona fides.

▼ 10. Breaches and reporting

1. Breach of this Policy may result in disciplinary action for dnata employees up to and including termination and/or referral to national law enforcement authorities. Breaches of the Anti-Corruption Laws could also subject the individual who committed the violation to civil or criminal penalties, including substantial fines and potentially lengthy imprisonment. For Business Partners, breach of this policy will lead to termination of the relationship with dnata.
2. All persons subject to this Policy are required promptly to report any instances of non-compliance with this Policy to SVP-IA. For employees whose employment is governed by the Groupworld Employee Regulations, the reporting procedures are currently set out in Regulation C7-4 "Safeguarding the Company's Interest." Failure to do so will be treated as a violation of this Policy, and may result in disciplinary action up to and including termination.

