



Anti-bribery and corruption policy

PROHIBITIONS

Introduction

Damen employees are expected to conduct company business with integrity, honesty and fairness. This applies equally to all Damen's business transactions worldwide. Employees are expected to adhere to the Damen Rules of Conduct and strictly fulfil the applicable rules on anti-corruption and anti-bribery. Employees who refuse to act unethically in keeping with this policy will be supported and protected in all cases. Infringement of the Damen Code of Conduct, this policy or the law is prohibited and may lead to suitable sanctions.

The purpose of this Policy is to provide clear rules and guidance on our Anti-Bribery & Corruption standards. Practical instructions will be given on how we can conduct business in order to comply with anti-bribery and corruption laws worldwide. Damen provides e-learning and face to face training on bribery and corruption to defined target groups.

This Policy applies, without exception, to all Damen companies and their employees worldwide.

This Policy furthermore extends to any person or entity associated with or performing services for or on behalf of Damen (such as agents), as well as to any joint venture in which Damen is a participant. All of the above are therefore expected to comply with this Policy and to follow the anti-bribery and corruption laws that Damen is subject to.

This Policy will not address every situation you may encounter or provide answers to all questions with regard to anti-bribery and corruption laws. If you have any questions or doubts as to this Policy and whether certain behaviour is in line with these laws or the scope of applicable laws in your day-to-day business, you are urged to contact your line manager or the Group Compliance Officer of Damen via compliance@damen.com.

Anti-bribery and corruption prohibitions

Damen will not tolerate bribery and more generally fraud, money-laundering, financing terrorism or any other forms of unethical business practice. Many countries or jurisdictions throughout the world have enacted anti-bribery and corruption laws to combat corruption. Anti-bribery and corruption laws are very similar in that they basically prohibit any behaviour which enables a person (who might be a public official) to misuse his/her position for personal gain. Both taking bribes (being induced to misuse) and offering bribes (making the inducement) are illegal.

Compliance with these laws is crucial for Damen in all those countries where it conducts business. Violations of applicable anti-bribery and corruption laws may have reputational and economic impact, and can lead to sanctions against Damen and individuals.

This section of the Policy provides guidelines on the main elements of anti-bribery & corruption laws and will outline behaviour Damen will not accept.

Prohibitions

This Policy – in line with the applicable anti-bribery and corruption laws – prohibits, directly or indirectly, offering, promising, giving, paying or authorizing an offer, promise, gift, payment or favour of, anything of value or other advantage as an inducement or reward to obtain or retain business to any:

- public official;
- political party or party official;
- candidate for public office in any jurisdiction;
- immediate family members of said persons or any person whilst knowing that such an offer, promise, gift or payment will be passed on to any of the people described above;
- commercial entities (i.e. non public officials).

Furthermore this Policy – in line with anti-bribery & corruption laws – prohibits requesting, accepting or agreeing to accept, for yourself or for anyone else, a payment, gift or favour in order to influence a business outcome improperly.



Damen is fair in the way we conduct business.

The descriptive terms used above are defined as follows:

Gift, payment or favour of anything of value

A gift, payment or favour of anything of material value is any object with such a value that it may influence a buying decision and/or may lead to a relation of dependency.

The definition of the term 'value' may depend on the circumstances in a particular country.

It is important to note that not only the actual transfer of the improper inducement is prohibited. As defined above the mere offer or promise, as well as the authorization of such an improper inducement, are also prohibited. Therefore even without the acceptance of an improper gift, payment or favour of anything of value, the inducement is still prohibited.

Direct or indirect

As stated above this Policy prohibits both direct and indirect forms of bribery. Therefore improper payments which are made or promised through an agent as go-between are also prohibited. Offering, promising, giving, paying or authorizing a gift, payment or favour of, anything of value to a third party who is likely to pass this improper gift, payment or favour on to a public official, is therefore also prohibited.

Obtain or retain business

Anti-bribery laws prohibit the influencing of a business outcome in an improper manner. Use of the term 'obtain or retain business' in this context covers any business advantage which has been received improperly, as explained above under the heading 'Prohibitions'.

Furthermore, when it comes to prohibited bribery as regarding public officials, the public official does not necessarily have to have been directly involved in the awarding of business. In other words, any (in)action of such an official that benefits Damen may fall within the scope of anti-bribery laws if that (in)action was caused by an improper inducement. For example, bribery may occur in the case of favourable regulatory treatment or where an improper payment has been made that influenced a public official to pass a law/provide a license that helps Damen.

Exceptions

Anti-bribery laws are often wide-ranging and must be interpreted in a broad manner. For this reason, exceptions to these laws and to this Policy are limited and must be closely defined. In this section certain exceptions will be defined and explained.

Bona fide expenditures

Reasonable and bona fide expenditures, such as travel expenditures, are permitted if they are related to the promotion, demonstration or explanation of products or services or to the execution or performance of a contract with a customer or supplier.

Gifts, hospitality and entertainment

Reasonable and bona fide gifts and tokens of hospitality as well as business entertainment which are presented as business courtesy, though not as inducement for doing business, may be given and accepted as long as they are properly recorded. Care should be taken that such reasonable and bona fide expenditures do not form an inducement to do actual business nor hinder our independent way of operating.

Local law

Expenditures or payments which are permitted under local law, and which are considered reasonable and not excessive, may form an exception to the anti-bribery and corruption laws. However, Damen employees must not, either by commission or omission, take part in local business customs that are in conflict with this Policy, as outlined under the heading 'Bona Fide Expenditures'.

Government taxes

Governments may require taxes or fees for various services that they provide. The payment of these taxes or fees is permissible insofar as they are required by law.



For further information about bonafide expenditures, gifts, outings and entertainment, consult the Personal & Business Integrity Policy.

Facilitation payments

Damen employees are prohibited from making so-called facilitation payments where they can reasonably avoid this. Facilitation payments are generally small amounts made to a government official to speed up administrative procedures/obligations. These are procedures/obligations that the government official must or may do in the context of his position such as issuing a permit or processing Customs clearance forms. This may involve, for example, regarding the clearance of goods at Customs, a Customs official who offers to process the Customs forms more rapidly in return for payment to the Customs official personally. Facilitation payments are prohibited in many countries.

In some countries, facilitation payments are permitted in exceptional cases and to a minor extent. Damen understands that employees may find themselves in situations where they must make a facilitation payment under pressure. Employees must ensure that they avoid such situations as far as possible by not actively offering to make a facilitation payment and by rejecting such offers by government officials. Should a facilitation payment not be avoidable, employees must report this to the Group Compliance Officer. The Group Compliance Officer determines the risk of infringement of the law and regulations, sees to internal records of such events and takes follow-up actions.

Practical do's and don'ts

It is clear that bribery and corruption should at all times be prevented.

The following points outline expectations that Damen employees will:

- not pay, promise or offer bribes;
- not solicit, request or accept bribes;
- only give or receive gifts, tokens of hospitality or entertainment and provide for or accept stay/travel costs or other expenses which are/is not an inducement or reward to obtain or retain business and which are/is reasonable and bona fide;
- not pay facilitation payments unless this cannot be avoided;
- report issues of possible bribery or corruption to the line manager or the legal department.

Record keeping

All business transactions and payments, either received or made by Damen, shall be accurately and completely recorded in accordance with the company's accounting principles, and local laws, and may be subject to audit.

Employees ensure that declarations are filed fully and transparently in accordance with the internal declaration guidelines whereby it is clearly described what expenditures were made, when and to whom.

Political and charitable contributions

Damen will not make any political or charitable contributions as an inducement for something in return. Any such contribution will be made in a transparent manner after approval by the Group Compliance Officer.



For further information consult the Personal & Business Integrity Policy.

Relationships with third parties (including agents)

As anti-bribery and corruption laws do not always distinguish between the acts of a company and the acts of a third party performing services on behalf of a company, Damen is responsible for ensuring that agents, joint venture partners or other intermediaries do not breach anti-bribery and corruption laws.

Damen takes particular care in its dealings with third parties and will, when appropriate, perform due diligence on such parties. Enhanced due diligence is performed on high risk third parties, In case of joint ventures, agents or offset partners due diligence shall extend to their beneficial owners and the business rationale of the relationship or transaction. This will enable Damen to learn about the background of the third party and its compliance with anti-bribery and corruption laws.

Damen will only enter into agreements with third parties if the party has a record of good standing and a commitment to

integrity and may terminate the relationship based on the outcome of the due diligence. Any relationship between Damen and a third party will be documented by a written agreement. Contracts or agreements with all agents, suppliers, contractors and other parties should include a non-bribery clause according to the Damen general standard and must permit Damen to terminate the contract in the event of non-compliance.

The Damen Supplier Code of Conduct applies to the relationship with suppliers.

If you believe that anyone else has accepted or offered a bribe in any way, you are expected to report this to your line management and the legal department. Damen is committed to making sure that no individual will suffer discrimination, disadvantage or victimization as a consequence of such a report made in good faith, even if – upon investigation – their suspicions prove to be unfounded.



For more detailed instructions as to Agent relationships see the [Financial Compliance Policy](#).

Reporting

Damen expects employees to report their suspicions of infringement of the Damen Code of Conduct directly to their superiors or to the Group Compliance Officer. In addition, employees may use the Damen Whistle-blower's Policy to report such situations. If desired, reports may be made anonymously, and all reports will be handled confidentially. Damen prohibits any form of reprisal against employees that have made a report in good faith.



For further information, see the [Damen Whistle-blower's Policy](#).

Questions?

For questions and advice concerning the application of this policy or in case of doubts about a situation, contact the Group Compliance Officer directly or via: compliance@damen.com.

Glossary

For your reference, this section provides you with a brief definition of the most relevant terms which are discussed in this policy or related policies.

Anything of value

“Any form of benefit.”

Bribery

“Offering, promising, giving, paying, authorizing, requesting, accepting or agreeing to accept an offer, promise, gift, payment or favour of, anything of value or other advantage in order to influence a business outcome improperly.”

Charitable contribution

“Anything of value to support charitable causes for the purpose of benefiting society or a community, made without the expectation or acceptance of a business advantage in return.”

Corruption

“Illegal behavior which enables a person in power to misuse his or her official position for personal gain.”

Gift

“Any present, offered, promised, given or received.”

Hospitality

“All forms of social amenity, entertainment, travel or lodging, or an invitation to a sporting or cultural event.”

Sponsoring

“Contribution to events or activities in some way connected to Damen that can strengthen brand awareness.”

Political contribution

“Anything of value to support a political ambition.”

Public official/government official

“All employees of and anyone acting in an official capacity on behalf of any government, governmental agency, government-owned or controlled (commercial) organisation and/or public international organisation.”

The same rules apply to a member of a political party, a candidate for a public position, a member of the Royal family or a person that acts on behalf of the aforementioned bodies (paid or unpaid).

References

- General business principles/code of conduct
- Anti-bribery and corruption policy
- Financial compliance policy
- Whistleblower policy
- Sponsoring and donations policy
- Conflict of interest procedure
- Internal PBI registration form



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