

# Royal Den Hartogh Logistics Corporate Governance Policy Statement

18-07-2024



## Corporate Governance Policy Statement

As an organisation we strive to operate with integrity with all partners, from suppliers to our customers. All stakeholders and individuals with whom Den Hartogh Logistics have a business relationship will be treated in a fair, open and respectful manner.

This policy forms part of a series of Den Hartogh policies and procedures developed to provide sound internal financial controls to counter bribery, fraud and potential conflict of interest. The code of conduct supports the control procedures, internal audit, recruitment, disciplinary, whistleblowing procedures and training.

Den Hartogh takes a zero-tolerance approach to bribery, fraud and conflict of interest and will uphold all applicable laws relevant to countering these topics in all the jurisdictions in which the organisation operates.

**Scope of Policy**

This policy applies to all Den Hartogh Logistics operations worldwide, including but not limited to suppliers, contractors and outsourced transport services. It covers anti-bribery and corporate governance guiding principles.

**Objectives & Approach**

The aim of this policy is enable everyone in the organisation to recognise where they may be exposed to bribery, conflict of interest and fraud situations.

| Position/Committee                     | Description of Responsibility                                                                                                                                   |
|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Board &amp; Executive Committee</i> | Final responsibility of setting and achieving all targets and providing the resources to the business to achieve the targets that are set.                      |
| <i>CFO</i>                             | Final responsibility for the reporting on sustainable topics. Also responsible for complying with local legislation and maintaining the required ISO standards. |
| <i>Risk Manager</i>                    | Responsible for keeping track of progress of the environmental targets, informing and consulting the Procurement Director on all relevant supplier compliance.  |

**Antibribery and Corruption**

This anti-bribery policy sets out the responsibilities of Den Hartogh and those who work for us with regards to observing and upholding our zero-tolerance position on bribery and corruption.

The policy is a source of information and guidance for employees, assisting them to recognise potential incidents of bribery and corruption, as well as understanding their responsibilities and reporting.

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value which influence an act or decision.

Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

Gifts within the context of business relationships or activities should not be given, directly or indirectly, or accepted, directly or indirectly, if it could be considered extravagant. Entertainment should not be extended or received if it could be seen as extravagant or unduly frequent. Gifts and entertainment that exceed an amount of € 75,- are considered to be extravagant. If an individual is uncertain of a situation it should be raised with their line manager. Gifts or entertainment of this sort are to be recorded on expenses forms.

Political donations are not allowed , whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

Donating to charities whether through services, knowledge, time, or direct financial contributions and agrees to disclose all charitable contributions it makes. Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

### **Conflict of Interests**

Conflicts of interests between Den Hartogh and personal interests should be avoided. Should such conflicts arise, they must be disclosed to the relevant manager.

A conflict of interest is when the duties of an individual in the organisation conflict with, or may conflict with a personal, financial or other interest that the individual holds or of someone who has a personal connection. A conflict of interest arises whenever an interest could reasonably be perceived as affecting an individual's ability to make impartial decisions on the organisation's behalf.

*For example, a member of the Executive Committee, whose relative is a senior figure in the organisation is performing financial audits, this has a conflict of interest. There is the possibility of them being influenced.*

Conflicts of interest can arise both from roles or activities from parties outside the organisation. Where staff or committee members hold multiple roles inside the organisation, conflicts may arise from activities such as procurement, commercial transactions, contractor selection, and recruitment.

Conflicts of interest can be financial or non-financial.

Financial conflicts can arise where there is, or appears to be an opportunity for personal financial gain; financial gain to someone with a close personal connection or where it might be reasonable for another party to perceive that financial benefits have affected that person's actions. Examples include payments, benefits in kind, equity interests, gifts, hospitality or intellectual property rights.

Non-financial interests may include any direct or indirect benefit or advantage, or enhancement of an individual's career. Employees and other members should therefore should consider who they are acting for, and whether there are any contradicting motivations or interests that could influence them, or be seen to influence them.

### **Fraud**

The purpose of this policy section is to set out the organisation's responsibilities in:

- Monitoring and enforcing this fraud policy.
- Providing information and guidance to employees and partners, on how to recognise and deal with fraud issues.
- Establishing standards of conduct for employees and to ensure that the relevant legislation is not breached.

Organisations can be victims of crime and this risk can never be completely eliminated. Fraud may be carried out by someone connected to the organisation, criminals or external individuals or entities.

Fraud is detrimental, in terms of loss of reputation and financial losses, as well as being time consuming to identify and investigate. The prevention of fraud is therefore a key objective. Measures

should be put in place to deny opportunity and provide effective leadership, auditing, and employee selection procedures.

Fraud is a form of dishonesty, involving false representation, failing to disclose information or abuse of position, undertaken in order to gain or cause loss.

The term is used to describe such acts as deception, bribery, forgery, extortion, corruption, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts and collusion.

Fraud can be committed in various ways including the following:

- Theft or misuse of funds, assets or cash, including physical or intellectual property
- False accounting is destroying, falsifying any account, record or document required for accounting purposes, with a view to personal gain or gain for another
- Intending to cause loss to the organisation or supplying information, which is or may be misleading, false or deceptive
- Abuse of position is manipulating authority and misusing organisation resources or information for personal gain or causing loss to the organisation
- Misuse of equipment by deliberately misusing materials or equipment belonging to the organisation
- Cybercrime is an umbrella term for lots of different types of crimes which either take place online or where technology is a means and/or target for the attack.

### **Employees responsibilities**

All employees must ensure that they have read, understand, and comply with the information contained within this policy, complying with any training or other anti-bribery and corruption information issued to them.

All employees and those under control of the organisation are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this Governance policy.

If you have reason to believe or suspect that an instance of bribery, corruption or conflict of interest has occurred or will occur in the future that breaches this policy, you must notify the relevant manager.

If any employee breaches this policy, they may face disciplinary action and could face dismissal for gross misconduct.

### **How to raise a concern**

If you suspect that there is an instance of bribery, corruption or conflict of interest, or fraud occurring, you are empowered to raise your concerns at the earliest opportunity.

If you are uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should speak to your line manager, and ensure that you familiarise yourself with the whistleblowing (Speak up) procedures so employees can raise their concerns immediately and confidentially. This is explained in the employee Code of Conduct.

### Training and communication

Den Hartogh will provide training on this policy as part of the induction process for all new employees. Employees will also receive regular training on how to adhere to this policy, and will regularly confirm that they will comply with this policy.

### Quantitative Targets:

| Target                                                                               | Relevant scope(s)                         | Final Responsibility        | Review mechanism                                                        |
|--------------------------------------------------------------------------------------|-------------------------------------------|-----------------------------|-------------------------------------------------------------------------|
| Perform a risk assessment on 30% of offices for Corporate Governance implementation  | All business units                        | Risk Manager                | Annual review in the SRM system on compliance                           |
| Implementation of the whistleblowing (Speak up) process and investigation of reports | Monitoring and compliance audits          | Risk Manager                | Quarterly review on site audit reports and non-conformance improvements |
| Zero non-conformance with antibribery and fraud legislation                          | Monitoring and whistleblowing reports     | Risk Manager                | Fines related to noncompliance with legislation and prosecution         |
| Review Corporate Governance procedures in the organisation                           | External monitoring and compliance audits | Board & Executive Committee | External financial audits and implement corrective actions              |

### Review and Continuous Improvement

This policy will be reviewed annually to assess progress against targets and adjust strategies as necessary. Conduct an annual review of the policy and its effectiveness, making necessary adjustments based on performance data and stakeholder feedback.