

## Code of Conduct





## Contents

	<u>Page</u>
Introduction	3
Business Ethics and Anti-Corruption	4
1. Business integrity	4
a. Bribery	4
b. Facilitation payments	5
c. Gifts, travel expenses, entertainment, etc.	6
d. Charitable donations	6
e. Contributions to political parties and non- governmental organisations	6
2. Competition	7
3. Conflicts of interest, related party transactions	7
4. Confidentiality	8
Human and Labour Rights	9
1. Human rights	9
2. Non-discrimination and equal opportunities	9
3. Forced and child labour	9
4. Employment conditions	9
Health and safety at work	10
Environment	11
1. Sustainable transport and logistics systems	11
2. Complying with public authority requirements	11
3. Selection of suppliers	11
Implementation	12
Sanctions for Breach of Code of Conduct	12



## Introduction

The FAMS Code of Conduct serves as a source of information and guidelines for employees of FAMS on ethical behaviour. The Code is based on the values of FAMS and applies to all Group employees, including managers and executive officers.

FAMS employees are required to act promptly when faced with Code of Conduct non-compliance. Employees should bring non-compliance to the attention of the respective FAMS Country Manager who has the authority to deal with the matter. If the FAMS employee does not feel comfortable doing so, he or she should submit concerns to any member of the FAMS Group Board of Directors (details of the FAMS Board of Directors on the FAMS International website – [www.fams-international.com](http://www.fams-international.com) ).

This Code of Conduct sets standards and serves as a tool to help employees understand FAMS's policies. This does not mean that situations not covered by this policy should exempt FAMS employees from responsibility for their behaviour. FAMS employees should always use common sense.



# Business Ethics and Anti-Corruption

## 1. Business integrity

### a. Bribery

**No employee may accept or offer bribery of any kind.**

Bribery means any offer or acceptance of a gift, loan, fee, remuneration or any other thing of value to or from another person or entity as an incentive to facilitate, influence or promote a certain act or omission which would not have been appropriate under normal conditions and in the absence of bribery.

The prohibition of bribery includes the transfer of assets of any kind and is not limited to monetary transfers.

Accordingly, this prohibition also comprises

- Charitable donations
- Payment of travel expenses
- Delivery of products or services
- Disproportionate entertainment expenses
- Transfer of other personal or financial benefits

In this connection, please also observe section 3.1.3.

## Examples

### Offering a Bribe

Offering a potential client to pay for a hotel for the client and spouse, but only if he/she agrees to conduct business with FAMS. This would be an offence since the offer is given to gain commercial advantage.

### Receiving a Bribe

A supplier gives your nephew a job but makes it clear that in return you will utilize your influence within FAMS to ensure FAMS continues to conduct business with the supplier. It is an offence for a supplier to make such an offer and an offence for you to accept the offer as you would gain a personal advantage.

The prohibition of bribery applies without exception, including in relation to activities where FAMS's competitors' resort to bribery and to countries where bribery as such is not illegal or where bribery is used as a normal part of business life.



## b. Facilitation payments

### **FAMS policy prevents the use of facilitation payments.**

FAMS recognises the common and legal use of facilitation payments in certain countries. A facilitation payment refers to the practice of paying a small sum of money to a public official to expedite the performance of a routine governmental action, such as the issuance of a licence or visa.

FAMS supports the abolition of facilitation payments and thus FAMS policy prevents the use of any facilitation payments to Government or any other authority.

Many Government and other authorities charge for the provision of services, for example, the issuing of permits or licences. Such regulatory payments are not considered facilitation payments and thus acceptable under FAMS policy.

A regulatory payment is:

- Charged to perform a service in the normal course of business
- Subject to a price gazetted locally or some form of price list
- The full value of the payment officially received or in accordance with a legitimate sales invoice

## Examples

### **A Facilitation Payment**

You need a permit and fulfil the necessary criteria. You offer the Government Official handling the permit a sum of money to speed up the issuing of the permit. Instead of taking two days to issue the permit, the Official issues the permit immediately. There is no receipt for the money handed to the Official. This is a facilitation payment and not permitted under FAMS policy.

### **Regulatory Payment**

You need a permit and fulfil the necessary criteria. There is an emergency service and an official notice with a price for this service. You pay the Government Official handling the permit the fee for this service. Instead of taking two days to issue the permit, the Official issues the permit immediately. There is a receipt for the money handed to the Official. This is a regulatory payment and is allowed under FAMS policy.



## c. Gifts, travel expenses, entertainment, etc.

### FAMS policy permits with limits.

It is customary and acceptable in many countries to give and receive promotional gifts, provided that the value does not exceed a reasonable level and the gifts are not intended to improperly influence the recipient. It is the policy of FAMS to provide and receive promotional gifts, although it is not acceptable to receive or give any monetary gift.

On occasion, FAMS will accept to cover the travel expenses of customers or foreign officials provided that the expenses are reasonable and directly related to the presentation or demonstration of FAMS's services.

Reasonable entertainment expenses are also accepted if:

- Such expenditure approved by the respective FAMS Department Manager
- Such expenses are defrayed for business purposes
- Payment is made directly to the service provider
- A FAMS representative is always present
- The expenses are directly related to the business venture.

## Example

### Acceptable Gifts

A modest business gift (e.g. pen, calendar or diary) from a supplier with the supplier's logo on the item.

## d. Charitable donations

FAMS recognises the important role played in supporting the local communities in which the individual Group companies are active. Support and donations, such as cash, services, materials, etc., are acceptable, but must be approved by a FAMS Group Director.

Any payments to charitable organisations are not used as a cover for or considered bribery, and certainly not provided to secure a commercial advantage. Contributions or sponsorships must be open and transparent and in accordance with applicable national legislation.

## e. Contributions to political parties and non- governmental organisations

FAMS is not involved in any political activity, has no particular political preferences and does not contribute to or otherwise support election campaigns, political parties, politicians (whether national or local), committees or NGOs.

## Guidance Note

### Payment Summary

If a FAMS employee is asked to make a payment on behalf of FAMS, the employee should always consider what the payment is for and whether the amount is proportionate to the service being provided. A sales invoice or receipt for the full amount and detailing the service provided should always be obtained.



## 2. Competition

In line with national and regional legislation, FAMS policy prohibits any illegal price-fixing agreements and other collusive agreements on essential terms, rates, fees, charges, and conditions between competitors (cartel agreements). Accordingly, employees may not receive or disclose any information on price-fixing or other terms and conditions regarding an unrelated third party, whether orally or in writing, from or to competitors, business partners, customers, or suppliers.

Membership of trade and industry organisations, trade committees and similar organisation must be approved by a member of the FAMS Group Board of Directors, but in any case, kept to an absolute minimum.

If matters presumed to be contrary to competition law are discussed in general at a meeting or another industry function, the relevant employee must leave the room immediately and request that their departure and refusal to participate in illicit activities be entered into the minutes of the meeting. If minutes are not usually prepared at such meetings, the employee must request the preparation of such minutes. Each FAMS company must keep an updated record of all national trade and industry organisations of which it is a member.

## 3. Conflicts of interest, related party transactions

No commercial transactions between a FAMS Group company and a contractor to which a FAMS employee involved in the transaction has direct or indirect interest, financial or otherwise, is permitted unless it is made on an arm's length basis (i.e. in accordance market conditions) and the business relationship is approved in advance by a member of the FAMS Group Board of Directors.

In addition to the individual FAMS employee, this prohibition applies to all natural and legal persons that are related parties to the members of a FAMS Group company.

Related parties include, but are not limited to:

- Family members and their enterprises
- Other companies in which the relevant FAMS employee has significant influence

Employment, including consultancy, with companies in the same line of business as FAMS is not permitted for any FAMS employee.

### Guidance Note

#### Related Parties

Related parties include direct and indirect relatives including parents, brothers/sisters, children, cousins, aunts/uncles, etc. And companies owned by or with shareholding held by those persons.

For example, there is a related party violation if a FAMS employee responsible for nominating a sub-contractor, favours a sub-contractor in which that person's son is a shareholder.



## 4. Confidentiality

During the ordinary course of business, FAMS employees will frequently work with confidential information. Such information might include selling or buying prices, customer lists, contract details, carrier agreements, etc.

FAMS employee shall not, except so far as is necessary and proper in the ordinary course of the discharge of his/her duties, make public or disclose to any person any information as to the affairs of the FAMS or as to any other matters which may come to his/her knowledge in the course of the employment.

Should the FAMS employee leave FAMS, that on the last day of employment, hand over all documentation and data belonging to the Employer in his/her possession, whether in hard copy, contained on any computer disc or any other recording medium, including documents made by the employee in the course of employment with FAMS.





## Human and Labour Rights

FAMS strongly believes that human rights are rights and freedoms to which all human beings are entitled.

FAMS also believes that the acceptance of and compliance with internationally acknowledged human rights are fundamental to all our business relations.

Employees are a key asset of the FAMS Group and it is essential to FAMS that all people who carry out the services of FAMS, not only FAMS employees, but including the employees of FAMS's many subcontractors, are treated decently and with dignity.

FAMS is against discrimination in general and specifically in our workplaces.

### 1. Human rights

FAMS supports and complies with internationally proclaimed human rights.

### 2. Non-discrimination and equal opportunities

FAMS recognises and supports equal human rights and is against discrimination and differential treatment in employment and working conditions, whether based on race or gender, or sexual, religious, or political orientation or ethnic or social background.

### 3. Forced and child labour

FAMS is against all kinds of forced employment and working conditions. FAMS does not employ children and recognises international standards of minimum age for children.

### 4. Employment conditions

All FAMS employees must receive a letter of confirmation of their employment conditions, generally in the form of an employment contract, as required by national legislation.

Remuneration of FAMS employees be in accordance with the employment contract and such remuneration will meet or exceed statutory or agreed national industry minimum standards.

FAMS complies with current national legislation and agreed standards relating to employee working hours, in each country in which it operates.

All FAMS employees shall be covered by Workers Compensation insurance during periods when the respective employee is working on behalf of FAMS, either within FAMS premises or on FAMS service outside of the premises.



## 5. Health and safety at work

Employees are a key asset of the FAMS Group. Safeguarding their well-being and supporting their actions are essential to the success and future of FAMS.

In FAMS, a healthy physical and psychological working environment should contribute to creating job satisfaction, avoiding work-related sickness, and preventing accidents at work for all FAMS employees. All employees are entitled to a safe and secure workplace where no one is exposed to unnecessary risk.

All FAMS managers are responsible for the safety of the employees and, in addition to giving instructions and supervising that this is observed, they must also establish an understanding of the necessary safety measures.

All employees of FAMS are responsible for their own safety when performing their work and must therefore comply with all safety regulations and exercise proper care to contribute to the prevention of accidents.

### Guidance Note

#### FAMS Health and Safety Policy

FAMS has a Health & Safety policy. All FAMS employees should read, understand, and comply with the instructions and directives under this policy.

FAMS policy statements for Health, Safety and Security as well as Environmental, Quality Assurance and Corporate Social Responsibility can be found on the FAMS website ( [www.fams-international.com](http://www.fams-international.com) ).

**Health & Safety is the collective responsibility of all FAMS employees.**



## Environment

FAMS strives to minimise its impact on the environment. The competitiveness of FAMS customers depends on the provision of a reliable and efficient supply chain. But such services must be delivered with the minimum possible impact on the surrounding environment.

FAMS is committed to take on its share of the responsibility to reduce the environmental impact of supply chains. Such commitment includes minimising the environmental impact of sub-contractors.

With the objective to minimise environmental impact, FAMS focuses on the following areas:

### **1. Sustainable transport and logistics systems**

FAMS is committed to offering sustainable transport and logistics systems which result in the lowest possible depletion of resources and strain on the environment. Therefore, the business concept of FAMS is constantly being developed and improved so that the products and services of the Group always reflect environmental considerations.

### **2. Complying with public authority requirements**

FAMS will lead an open and constructive dialogue with authorities, shareholders, customers, suppliers, employees, and other stakeholders about the environmental and safety conditions related to the activities of the Group. FAMS has a clear conception of its responsibility to always comply with public authority requirements.

### **3. Selection of suppliers**

FAMS suppliers are selected based on professional business parameters, including assessment of their environmental and social responsibility policies.



## Implementation

Employees should contact the respective FAMS Country Manager in case of a breach or suspected breach of the above principles and rules without fear of retaliation unless complicit in the activity. Alternatively, employees can always contact a member of the FAMS Group Board of Directors. All FAMS employees are requested to read and confirm adherence to this Code of Conduct whilst working for and representing FAMS Group.

The policies may be amended from time to time and all FAMS employees are expected to adhere to the Code of Conduct in force at any time.

## Sanctions for Breach of Code of Conduct

The Directors of FAMS Group consider any breach of the above principles and rules to be a material neglect of duty on the part of the relevant employee, which may lead to termination of employment and summary dismissal.