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**Anti-Bribery & Corruption
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1 Introduction

This Anti-Bribery & Corruption Policy is intended to ensure that our businesses and our directors, officers, employees and contractors provided with a Dana email address (referred to as "Employees") do not breach the UK Bribery Act 2010, the US' Foreign Corrupt Practices Act and internationally established anti-bribery principles.

We also endeavour to ensure that third parties (persons and companies) who perform services for us (referred to as "Service Providers") when acting on our behalf, and all companies or entities who we enter into a joint venture, consortium or similar relationship with (referred to as "Joint Venture Partners"), when conducting business in partnership with us, comply with our Anti-Bribery & Corruption Policy.

This policy applies irrespective of the country in which business is being conducted. Where there are differences between the local law and this policy, you must apply those which set the highest standard of behaviour.

1.1 Anti-Bribery & Corruption Legislation

The UK's Bribery Act applies to both British and foreign companies and citizens if they do any business in or with the UK. Individuals risk up to **10 years imprisonment** and/or an **unlimited fine** if they breach the UK's bribery laws. Companies face unlimited fines if bribery occurs and they do not have in place adequate procedures to prevent bribery by Employees and Service Providers.

The US Foreign Corrupt Practices Act or FCPA also prohibits bribery and corruption anywhere in the world. Individuals risk up to **20 years imprisonment** and/or a **fine up to five million dollars (\$5,000,000)**. Companies face unlimited fines and are often fined several millions of dollars.

We wish to guard against deliberate and also accidental breaches of bribery laws.

1.2 Anti-Bribery & Corruption Policy Statement

We do not tolerate, permit, or engage in bribery, corruption, or improper payments of any kind in our business dealings, anywhere in the world, both with public officials and people in the private sector.

We are committed to the following principles:

- We will carry out business fairly, honestly and openly.
- We will not give or offer any money, gift, hospitality or other advantage to any person carrying out a private or public sector role, or to a third party associated with that person, to get them to do something improper.
- We will not give or offer any money, gift, hospitality or other advantage to any public official or third party connected to a public official with the intention of influencing the public official to our business advantage.
- Our Service Providers must not bribe in connection with our business.

- We do not allow Employees to accept money, gifts, hospitality and other advantage from business associates, actual or potential suppliers or service providers which are intended to influence a business decision or transaction in some improper way.
- Any Employee found to be in breach of these principles will face disciplinary action.
- No Employee will suffer demotion, penalty, or other adverse consequence for refusing to pay or accept bribes, even if it may result in us losing business.
- We will avoid doing business with others who do not commit to doing business without bribery.
- We are committed to a programme to counter the risk of us being involved in bribery.

1.3 Ethics & Compliance Committee

The ethics & compliance committee has overall responsibility for implementing this Anti-Bribery & Corruption Policy, monitoring its use and dealing with any issues arising from it.

If you have any specific questions relating to this policy, concerns relating to a breach of this policy or general queries on bribery and corruption matters, please contact the ethics and compliance committee (ethics.compliance@dana-petroleum.com).

1.4 Anti-Facilitation of Tax Evasion Policy

Dishonest tax evasion deprives governments of the revenues they need to provide vital public services. We expect the businesses and people we engage with to comply with their tax obligations. We will not tolerate any of our employees, agents or business partners knowingly assisting or encouraging tax fraud by any of customers, suppliers or others that we do business with anywhere in the world.

We are committed to the following principles:

- We will carry out business fairly, honestly and openly.
- We will not provide services or sell goods where we know or suspect them to be being misused or abused by a customer for the purposes of fraudulent tax evasion.
- We will not buy services or goods from any supplier where we know or suspect them not to be properly declaring their income and any relevant tax and duties in connection with those activities.
- Any employee found to be in breach of these principles will face disciplinary action.
- No employee will suffer demotion, penalty, or other adverse consequence for refusing to engage in the sale or purchase of services and goods where they suspect or know tax evasion to be taking place. Our clear policy is not to engage in transactions where tax evasion is present or suspected to be present, even if it may result in us losing business.
- We expect our agents and others who represent us also to commit to these principles.
- We are committed to a programme to counter the risk of our being involved in the facilitation of tax evasion.

1.5 Sanctions

Sanctions are used to fulfil a range of purposes, including protecting national security, meeting foreign policy objectives and complying with international obligations. They are also designed to keep unauthorised parties from obtaining certain items and, as a result, limit the item's export and import to restricted countries, parties or use.

Sanctions may be imposed by the UK government, the European Union and/or other national authorities in jurisdictions where Dana conducts business. Sanctions may be imposed autonomously or in compliance with United Nations or other international obligations.

Engaging in unlawful activities with or for the benefit of: (i) countries subject to sanctions (**sanctioned countries**); and/or (ii) persons (e.g. individuals, corporations, organisations) subject to sanctions, whether specifically identified, falling within a prescribed category of person, or by reason of connection to a prescribed country (**sanctioned parties**); can expose Dana and its employees, agents or business partners to significant fines and penalties, including in the most serious cases, imprisonment.

Activities or proposed activities with or for the benefit of sanctioned countries and/or sanctioned parties must be reviewed and approved by Dana's Executive Committee. Advice and assistance in relation to dealing in a sanctioned country and/or with a sanctioned party must be obtained from the Ethics and Compliance Committee (ethics.compliance@dana-petroleum.com). Employees, agents or business partners should not deal or continue to deal with or for the benefit of a sanctioned country and/or sanctioned party until they have received advice and assistance. Any and all instructions and guidance issued by the Ethics and Compliance Committee must be strictly adhered to.

If an existing or prospective Service Provider or a Joint Venture Partner is or becomes subject to sanctions which may affect their dealings with Dana, employees, agents or business partners should immediately bring this to the attention of either their line manager or the Ethics & Compliance Committee (ethics.compliance@dana-petroleum.com) and provide any information they may have. The matter will be investigated further with input from Dana's Treasury team who will manage any impact on financing arrangements and Dana's Executive Committee will ultimately decide whether or not Dana may continue to engage with such Service Provider or Joint Venture Partner along with any other steps considered necessary to ensure that Dana is fully compliant with its legal obligations at all times.

2 Field of Application

<i>Country</i>	Corporate
<i>ODMS part(s)</i>	Legal, Ethics & Compliance
<i>Asset(s)</i>	Corporate
<i>Dana Standard(s)</i>	KNOC: Ethics ISO-4.2, 4.3.2, 4.5.2
<i>Organisation</i>	All Dana Personnel
<i>Requirement(s)</i>	ISO-4.2 Policy ISO-4.3.2 Legal and other Requirements ISO-4.5.2 Compliance Measurement UK Bribery Act Criminal Finances Act 2017 Sanctions and Anti-Money Laundering Act 2018

3 Policy

3.1 Bribery & Corruption

Bribery is the offer, promise, giving, requesting or acceptance of a thing of value as an inducement for doing something improper in carrying out work or performing a public function.

Corruption is the misuse of public office or a business position for private gain.

Acts of bribery or corruption are designed to influence an individual in the performance of their duties and to act in a way contrary to how their employer, their organisation or the public would expect them to act.

The person being bribed is generally someone who will be able to obtain, retain or direct business or who can help us with an administrative or legal process. This may involve securing contracts, machinery or land, or the handling of legal or administrative tasks such as licences, planning, customs, taxes or import/export matters.

3.1.1 What is a Bribe?

A bribe is anything of value which is given to get someone, directly or via a third party, to do something wrong or, in respect of public officials, to influence them to our business advantage. Bribes usually take the form of improper payments or personal "commissions". They can, however, take on many different shapes and forms, such as gifts, loans, holidays, reimbursement of travel and other expenses, *per diem* payments for expenses, secret rebates, charitable or political donations, job offers, scholarships and excessive hospitality.

In respect of public officials, a bribe can be anything of value that is offered or given with the intention of influencing the public official to obtain or retain a business advantage.

A "Public official" is:

- any person who exercises a public function for or on behalf of a government, a government agency, or a local or public authority of any country or territory;
- a politician or a candidate for political office in any country or territory;
- a person who works for a public international organisation (for example, the United Nations, World Bank or World Food Programme);
- an official exercising any public function in a state-owned company in any country or territory; and
- any person, whether elected or appointed, who holds a legislative, administrative or judicial position of any kind in a country or territory.

3.2 What is expected of you?

Employees: all Employees must read and observe the requirements of this Anti-Bribery & Corruption Policy. Employees must also act with honesty and integrity and comply with all applicable laws, whether or not specifically covered by this policy or any of our other policies.

Managers: all managers should also read and observe the requirements of this Anti-Bribery & Corruption Policy and should work to create an environment that encourages compliance with it. Supervision of responsible business practices is as important as supervision of performance. You should encourage those you manage to report any concerns and to ask any questions they have regarding bribery or corruption issues. For any new work that is being tendered for or existing work that is being re-tendered for, managers should carry out a suitable risk assessment to identify any bribery risks associated with the work. Periodic reviews of the bribery risks associated with ongoing work should also be carried out.

Service Providers and Joint Venture Partners: we expect and encourage our Service Providers and Joint Venture Partners to adhere to our Anti-Bribery & Corruption Policy. Service Providers and Joint Venture Partners must also act with honesty and integrity and comply with all applicable laws, whether or not specifically covered by this policy or any of our other policies.

All: we expect all Employees, Service Providers and Joint Venture Partners to never engage in any form of bribery or corruption, except in circumstances where there is a real and imminent threat to the health, safety, personal security or welfare of any member of Employees, Service Provider or Joint Venture Partner or a member of his or her family.

3.3 Service Providers

Dana could be criminally liable if a Service Provider engages in bribery.

Service Providers must be carefully selected, subject to a written contract and monitored.

All fees and commissions paid to Service Providers who act for or on our behalf must be legal, proportionate and objectively justified.

3.3.1 Selection & Verification of Service Providers

We adopt a "risk based" approach to the selection and verification of Service Providers. An anti-bribery risk assessment should be carried out for all prospective Service Providers. Existing Service Providers should be subject to periodic assessments of the bribery risks associated with the services they provide Dana.

3.3.2 Informing Service Providers about our Anti-Bribery & Corruption Policy

All Service Providers should be given a copy of this Anti-Bribery & Corruption Policy and asked to confirm in writing that they will comply with it. Consideration should be given to providing anti-bribery training to high risk Service Providers.

3.3.3 Contractual Controls for Service Providers

All new Service Providers should enter into a written agreement with us which contains appropriate anti-bribery wording. You should contact the ethics and compliance committee (ethics.compliance@dana-petroleum.com) if you need help with this.

There may be Service Providers who are already engaged on contracts which do not include anti-bribery clauses. At the next opportunity to review or break our contract with the Service Provider, the Service Provider should be informed that they will need to enter a new form of contract containing anti-bribery wording.

3.3.4 Monitoring of Service Providers

Invoices and receipts - services provided and payments made to and by Service Providers should be monitored. A receipt or invoice should be provided by the Service Provider, which should set out in reasonable detail the goods or services for which payment is requested. All receipts and invoices should be scrutinised by the member of Employees who receives the receipt or invoice and by the person who approves the payment.

Red flags - Employees should look out for bribery "red flags" (see 3.3.6 below).

Reviews - Service Providers will be reviewed for anti-bribery compliance periodically by the ethics and compliance committee.

Audits - Dana's internal auditor will carry out anti-bribery audits on a periodic basis. The due diligence information gathered for Service Providers will be sampled during these audits.

3.3.5 Records of Service Providers

A record will be maintained of high risk Service Providers and the date when due diligence was last conducted.

3.3.6 Red Flags

There are certain things which you may discover while gathering information on a current or prospective Service Provider, or which you may come across in the course of working with a Service Provider, which are recognised warning signs of bribery. These are called "red flags". Red flags may in themselves not be sufficient grounds for suspicion of wrongful activities but must be investigated further.

Any "red flags" should be reported immediately to the ethics and compliance committee (ethics.compliance@dana-petroleum.com).

Red flags include:

- Requests by a public official or business decision maker for us to use the services of a specific Service Provider;
- Apparent lack of qualifications, resources or experience on the part of the Service Provider to perform the proposed services;
- A person employed by a government or public body involved in issuing a licence, consent or approval also works for the Service Provider;
- The Service Provider is, or is related to, an active or retired public official;
- The Service Provider is owned in whole or in part by a public official or a relative of a public official;
- The Service Provider, or a director, shareholder or employee of the Service Provider, has a personal, family or business relationship with a public or government official;
- The Service Provider refuses to confirm that it will comply with our Anti-Bribery & Corruption Policy or refuses to accept an anti-bribery clause in its contract with us;
- The Service Provider makes reference to political or charitable contributions as a way of influencing the action of public officials, public bodies or others;
- The Service Provider has an undisclosed principal, or undisclosed associates or subcontractors with whom it splits fees;
- A request by a Service Provider for an unusual or substantial commission or payment;
- Unusual payments made by a Service Provider;
- Remuneration of a Service Provider that is substantially in excess of the going market rate, or not justifiable or commensurate with the work done;
- The Service Provider requests the payment of "administration" or "consultancy" fees or a "commission" to another third party, or something similar;
- An invoiced amount from a Service Provider that exceeds the agreed amount or reflects undocumented expenses or expenses of an unreasonable amount or kind;

- The Service Provider refuses to give us access to its books and records when this is reasonably requested and required by us; and
- Requests for payments to a Service Provider to be:
 - o In cash;
 - o Paid to or through another entity;
 - o Paid to bank accounts in countries other than the country where services are performed;
 - o Paid to offshore bank accounts;
 - o Paid in a currency other than the local currency;
 - o Paid in advance of the services being performed.

3.4 Joint Venture Partners

Joint Venture Partners are all companies or entities which we enter into a joint venture, consortium or similar relationship with.

We could be criminally liable if a Joint Venture Partner engages in bribery.

Joint Venture Partners must be carefully selected, subject to contractual controls and monitored.

We do not, and our Joint Venture Partners should not, pay consultancy fees to public officials and we do not pay employees or contractors of private sector businesses or public bodies to which we are tendering or with which we are seeking to do business.

All new Joint Venture Partners should be provided with a copy of this Anti-Bribery & Corruption Policy and asked to confirm in writing that they will comply with it.

It is important that we only work with Joint Venture Partners that we are confident will not engage in bribery.

Before entering into a Joint Venture, thorough due diligence may need to be conducted on a prospective partner. A risk assessment should be conducted first to determine the appropriate level of due diligence. You should contact the legal department for help with the form of risk assessment to use and the level of due diligence to conduct.

Any agreement entered into with a Joint Venture Partner must contain anti-bribery wording.

Consideration should be given to providing anti-bribery training to Joint Venture Partners.

3.5 Financial Payments and Bookkeeping & Accounting

All financial payments (other than facilitation payments under duress, as set out below) must be accurate, clearly accounted for and objectively justified.

3.5.1 Facilitation Payments

We make no distinction between bribes and so-called "facilitation", "grease", "speed" or "dash" payments.

Facilitation payments are typically small unofficial payments paid to public officials personally to speed up an administration process or to secure a routine government action by an official (e.g. customs clearance).

Employees and Service Providers must not make facilitation payments in connection with our business. The only exception to this would be in circumstances where there is a real and imminent threat to the health, safety, personal security or welfare of any member of Employees or Service Provider or a member of his or her family. An example of this would be where a Customs Official makes a demand for payment together with a threat that if payment is not made, the person may be detained. If your personal safety is threatened we would not expect you to refuse to make payment.

If you decide to make a payment due to such a threat, this exceptional circumstance must be reported immediately to your head of department and followed up in writing to your head of department and the ethics and compliance committee (ethics.compliance@dana-petroleum.com). The payment should be accurately recorded as an "Extortion Payment".

Legitimate fast track payments to a public body for which a receipt is provided are not considered to be facilitation payments.

3.5.2 Political Contributions & Events

Dana does not make contributions to political parties, organisations or individuals engaged in politics or public life as a way of obtaining an advantage in business.

This policy does not prevent any individual from choosing, in a personal capacity, to join, support or make a donation to a political party provided that it is done in such a way that there is no connection with our business, and that in the circumstances it could not reasonably be perceived by others as being a donation or involvement by Dana, or for any business advantage.

3.5.3 Charitable Donations

While Dana wishes to support charities, particularly those in the communities it operates in, proposed donations to charity can be used as a front for paying bribes. Donations should only be given to reputable, legitimate and registered charities.

Charitable donations should not be made in the following circumstances:

- the charity refuses to issue a receipt, or suggests that the donation be made anonymously;

- the account for the proposed donation is in a different country from where the charity is located;
- an officer, director, or employee of the charity has family or other ties to a public official who is or may be involved in the issuing of a licence, consent, approval or contract to us;
- the donation and intended recipient are suggested by a public official.

3.5.4 Bookkeeping & Accounting

Books, records and accounts must be kept which accurately and fairly reflect all transactions.

Employees and Service Providers must not make, approve or process any payment which relates to our business with the intention, understanding or suspicion that any part of the payment is to be used for any purpose other than that described by the documents supporting the payment. No "off the books" or unrecorded funds or accounts are permitted.

Examples of prohibited record keeping activities include:

- Making records appearing to show a payment to one person when, in fact the payment was made to, or intended for, someone else;
- Submitting inaccurate expenses;
- Records that inaccurately characterise or inaccurately describe the true nature of transactions or payments (for example, recording a bribe as a "commission" or "marketing expense", or a payment as an "overhead expense" instead of a "commission"); and
- Claims for services, products or equipment not received.

3.6 Non-Compliance

Dana does not tolerate non-compliance with this Anti-Bribery & Corruption Policy.

3.6.1 Reporting Suspected Non-Compliance

Employees must report any breaches or potential breaches of this policy as soon as possible. You can report your concerns to your head of department, the ethics and compliance committee (ethics.compliance@dana-petroleum.com) or in accordance with the steps outlined in our Integrity Policy.

Any Service Provider or Joint Venture Partner who suspects or is aware of any breach of this policy must immediately notify their contact at Dana.

We will take all reported concerns seriously and will confidentially investigate to determine if the law or this Anti-Bribery & Corruption Policy has been contravened.

3.6.2 Consequences of Non-Compliance

We may take appropriate disciplinary action, up to and including termination of employment, against any Employee who fails to comply with this Anti-Bribery & Corruption Policy or applicable laws. In addition, an Employee who breaks the law may be reported to the police and may face criminal proceedings, fines or imprisonment.

For Service Providers and Joint Venture Partners, non-compliance with this Anti-Bribery & Corruption Policy and any applicable laws will be considered to be a material breach of contract and may result in the termination of any relationship with us and the matter being reported to the police.

3.7 E:Learning

All Employees are required to complete the Anti Bribery E:Learning programme. Access to the E:Learning programme is provided to your email account in the form of a welcome email on your first day of employment. It is your responsibility to ensure the programme is completed within a timely fashion – failure to do so will result in escalation to line management and potential disciplinary action. Dana security access passes will not be issued until a completion certificate is presented to Security.

The E:Learning module is required to be completed every 2 years and a request email shall be issued to you directly when the renewal is due.

For queries regarding the E:Learning programme please contact the ethics & compliance committee (ethics.compliance@dana-petroleum.com).

4 Related Documents

4.1 Internal References

<i>Document Title</i>		<i>Document Number</i>
1	KNOC Global Policy	N/A
2	Tax Evasion Guideline	DP-DP-LG-LEG-GID-0003
3	Integrity Policy	DP-DP-LG-LEG-POL-0008

4.2 External References

<i>Document Title</i>		<i>Reference Number</i>
1	Bribery Act 2010 https://www.legislation.gov.uk/ukpga/2010/23/contents	N/A
2	Foreign Corrupt Practices Act https://www.justice.gov/criminal-fraud/foreign-corrupt-practices-act	N/A
3	Criminal Finances Act 2017 http://www.legislation.gov.uk/ukpga/2017/22/contents/enacted	N/A
4	Sanctions and Anti-Money Laundering Act 2018 https://www.legislation.gov.uk/ukpga/2018/13/contents	N/A

Appendices

<i>Appendix Title</i>	
-	N/A