



# THIRD-PARTY CODE OF CONDUCT

# INTRODUCTION AND SCOPE OF APPLICATION

QTerminals W.L.L. and its controlled subsidiaries, affiliates, and joint ventures (hereinafter “QTerminals”) are committed to upholding highest levels of ethical standards in its business, operations, partnerships and throughout its value chain. QTerminals expects that any third party who works with us or on our behalf, including with no limitation business partners, suppliers, service providers, consultants and other representatives (hereinafter “Third Parties”) to share our commitment to integrity by adopting and following the principles of the QTerminals Code of Conduct and subscribing to this QTerminals Third-Party Code of Conduct (hereinafter the “Third-Party Code”). Additionally, our Third Parties are encouraged to set internal guidelines ensuring that its own suppliers, sub-contractors and agents adopt the principles and guidelines mentioned in this Third-Party Code.

This Third-Party Code lays down minimum standards expected out of QTerminals’ Third Parties and QTerminals believes that by following this Third-Party Code, we can jointly pave the way for a compatible and sustainable partnership, however QTerminals encourages all Third Parties to strive for best practices and continuous improvement across all relevant areas.

# GENERAL COMPLIANCE WITH LAW

All Third Parties are expected to comply with the applicable laws, rules and regulations in the countries wherein they and QTerminals operate. Where the local laws are more stringent than the requirements in this Third-Party Code, the Third Party is expected to adhere to the local laws

# RESPONSIBLE BUSINESS BEHAVIOUR

QTerminals expects all Third Parties to conduct business in a responsible, ethical and lawful manner and act with integrity and in compliance with all applicable laws.

QTerminals encourages continuity and contingency planning and expects its Third Parties to inform QTerminals in advance of any foreseeable disruptions in its business that may negatively impact cooperation with QTerminals.

Third Parties shall also take care of the resources and assets of QTerminals when dealing with them and commit to providing QTerminals with safe and tested products of the best quality.



# COMPLIANCE IN BUSINESS CONDUCT

## Anti-Bribery and Anti-Corruption

QTerminals requires Third Parties to avoid participation in or knowingly benefit from any form of corruption, bribery and extortion, either directly or through intermediaries. Third Parties must strictly not accept, promise or offer any form of bribe, kickback or facilitation payment to gain personal, professional or business advantages or as a reward in exchange of a favour done in the past. Third Parties must immediately report it in case a breach of Anti-Bribery and Anti-Corruption laws occurs in their operations, or if they notice it within QTerminals.

## Anti-Fraud

QTerminals will not tolerate any fraudulent behaviour from Third Parties. Hence, all Third Parties are required to have strict policies and controls in place that prevent fraud from happening in their businesses. In case a Third Party becomes aware of a fraudulent transaction, or regarding any transaction with QTerminals, they are required to report it to QTerminals immediately.

## Anti-Money Laundering and Combatting of Financing of Terrorism

QTerminals has strict policies on Anti-Money Laundering and Combatting Financing of Terrorism. We will strictly not tolerate any such dishonest behaviour like money laundering and financing of terrorism from our Third Parties and expect them to have appropriate control mechanisms to ensure compliance with all applicable laws and policies.

## Fair Competition Practices

QTerminals expects its Third Parties to conduct their business in line with the applicable laws and regulations in their jurisdiction regarding fair competition and anti-trust. Third Parties are required to have policies in place to ensure that the principles of fair and free competition are respected by them.

## Conflict of Interest

All Third Parties engaged by QTerminals must avoid and commit to manage situations which represent an actual or potential conflict of interest and must disclose to QTerminals about any such relevant situation, regardless of its nature and effect. Third Parties should also disclose it if they are aware of a QTerminals employee having any kind of an economic interest or undue benefit in the Third Party.

## Sanctions and Trade Compliance

QTerminals requires Third Parties to respect and comply with all sanctions and trade compliance laws and regulations applicable where they and/or QTerminals operate. The Third Party shall guarantee that they are not part of a sanctioned list and that they will immediately notify QTerminals if they were to be sanctioned.

## Confidentiality and Data Privacy

Third Parties must treat all non-public and proprietary information shared by QTerminals with utmost confidentiality. This includes QTerminals' intellectual property that might have been provided. The privacy of QTerminals' and its own employees shall be protected at all times by putting in place all security measures and internal controls to protect their data. Additionally, in case the Third Party is sub-contracting, they must take prior written approval from QTerminals before sharing any confidential information with the sub-contractors.

## Human Rights

QTerminals requires Third Parties to comply with and respect internationally proclaimed human rights in their workplace as well as in their business operations like factories. Third Parties must ensure compliance with all applicable labour laws. They must strictly not engage in human trafficking or any form of forced, compulsory, prison or bonded labour in their workplace or operations. Third parties must also require their sub-contractors to not engage in such practices. Furthermore, Third Parties must treat their own employees

# REQUIREMENTS AT WORKPLACE

## Working and Employment Conditions

All Third Parties shall ensure equality of opportunity and treatment in their workplace with regards to pay, promotion, grievance processes, termination, etc. QTerminals requires third parties to ensure no harassment and discrimination in their workplace on any grounds, including but not limited to nationality, ethnicity, gender, culture, economic background, etc. We expect Third Parties to respect the rights of its employees to associate freely or engage in collective bargaining in accordance with national law and international conventions.

Third Parties must pay their employees at least minimum wages, overtime wages and the legally mandated benefits in a timely manner. They must comply with all applicable local regulations regarding working hours, leaves and rest periods. Additionally, all workers should have the opportunity and platform to communicate and share their grievances with the management.

## Health, Safety and Environment

All Third Parties are expected to provide a safe and healthy environment for their employees. They must ensure that all workplaces, machinery and equipment are safe and pose no threat to the health of employees. All third parties must have appropriate precautionary and mitigation measures against accidents and occupational hazards in their workplaces. A safe workplace includes offices, factories, ports, facilities and company-provided accommodation. Additionally, all employees of our third parties must be educated and trained about potential safety hazards, mitigation and protection.

QTerminals requires Third Parties to comply with all applicable environmental legislations. They shall also strive to follow best practices for protecting the environment. They shall promote and follow environmentally conscious practices, minimise waste and strive to monitor and reduce their greenhouse gas emissions.

# TRANSPARENCY AND COLLABORATION

QTerminals expects its Third Parties to maintain all records, have appropriate systems and control mechanisms in place to enable the compliance with this Third-Party Code. Furthermore, QTerminals expects Third Parties to carry out a self-audit to confirm adherence to the principles set out in this document and transparently share its finding with QTerminals upon request. When found non-compliant, the Third Party should be open to work collaboratively with QTerminals to make itself compliant with this Third-Party Code.

# REPORTING MISCONDUCT

All QTerminals Third Parties are required to disclose any findings or concerns and report any violations or breaches of this Third-Party Code, laws and policies including but not limited to conflicts of interest, bribery, fraud, sanctions, data privacy and money laundering to QTerminals. The Third Parties are expected to have their own whistleblowing hotlines for their employees to report misconduct anonymously or with identification.

Third Parties also have the possibility to report any misconduct in their own organisations, or at QTerminals, via the QTerminals Ethics Line which is available on the QTerminals website. They can also seek clarification on this Third-Party Code by contacting the team on the email: [Compliance@QTerminals.com](mailto:Compliance@QTerminals.com)

# CONSEQUENCES & ACKNOWLEDGEMENT

When a Third Party is found non-compliant for a period of two months or more or is found to have been carrying out a serious misconduct, QTerminals reserves the right to cease all contractual agreements with the Third Party and terminate any ongoing project or relationship, without compensation for potential losses.

The undersigned Third Party hereby accepts to adhere by QTerminals' Third-Party Code of Conduct or confirms the presence of their own code of conduct, which is in line with this document, and confirms the existence of necessary systems and controls to enable compliance with either of the codes. Furthermore, the Third Party confirms to inculcate this Third-Party Code into its own third or subsequent parties.

Agreeing with this Third-Party Code does not create any binding obligations on QTerminals to engage in a contractual relationship with any Third Party.

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Date

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Signature of representative of Third Party  
with company's seal or stamp