Euroports Code of Conduct

March 2014

“It’s how we do what we do”
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Introduction: Message from the CEO
CHARLES MENKHorST

“The premise for any business is to make sustainable profit for its shareholders. We believe that high business standards, as well as conducting business in an ethical and responsible manner, play a significant role in ensuring our continued growth and success.”

Our company has recently developed a set of company values. As a natural extension of these I am pleased to share with you the Euroports Code of Conduct.

The premise for any business is to make sustainable profit for its shareholders. We believe that high business standards, as well as conducting business in an ethical and responsible manner, play a significant role in ensuring our continued growth and success.

The Euroports Code of Conduct has been developed in consultation with both internal and external stakeholders, and takes into account the latest economic, social and environmental challenges that impact our business.

The Euroports Code of Conduct prescribes the expected moral and ethical standards of conduct for all employees. It governs what we stand for as a company and how each business entity, employee and any person that represents the Euroports Group engages with customers, colleagues, partners and the community.

I expect each of you, directors, managers and employees to adhere to the Code in your dealings on behalf of the company. Each of us is responsible for preserving and enhancing our reputation and thereby to contribute to the overall success of Euroports.

Charles P. J. Menkhorst
CEO Euroports

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Background

- The Code of Conduct describes and explains goals and rules that reflect EUROPORTS’ commitment to acting responsibly, ethically, and lawfully.

- It applies to everyone who acts on behalf of Euroports or its controlled subsidiaries, including employees, managers, directors and any persons that represent the Euroports Group and will be implemented in any company Euroports invests in.

- The Code of Conduct is a natural extension of the Group Values.

Our Group Values

- Act with Integrity
- Respect for People
- Passion for Performance
- Successful Customer Relationships
- Teamwork

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Code of Conduct

1. Our Ethical Commitment

Laws and Ethical Standards

- Euroports complies with laws applicable to its business in all countries.

- We will make any reasonable effort to become familiar with the laws to ensure that all employees are aware of the laws, rules and regulations.

- We will not tolerate willful or negligent violations of these laws rules and regulations.

- Euroports will be guided by the principles of the United Nations’ Global Compact.

- We respect human rights within our sphere of influence.

Transparency

- We conduct our business in an open and transparent matter.

- Transparency and honesty shall be the guiding principles in all our communication activities, internally and externally.
Accounting and Reporting Standards

• All business transactions must be reflected accurately in our accounts in accordance with established procedures and auditing standards. We are all responsible for ensuring that the financial reports and submissions we file are complete, accurate, timely and understandable.

• In addition, our books and records must reflect accurately and completely all business transactions in which we have engaged. Accounting records will reflect and describe the nature of the underlying transactions.

Money Laundering

• Euroports complies strictly with the EU laws and regulations designed to combat money laundering activity.

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2. Our Standards of Working Together

Diversity and Discrimination

• We will not discriminate or tolerate discrimination with respect to gender, race, religion, age, disability, sexual orientation, national origin or any other characteristic protected under law.

• The Company has zero tolerance for workplace discrimination and harassment.

• All employees must be committed to preventing an inhospitable work environment.

• Each employee is required to contribute to an environment of respect that precludes any kind of harassment. While legal definitions may vary from one location to the next, “harassment” at Euroports includes any form of unwelcome conduct towards another person, whether verbal, physical or visual.
Health Management

• Our employees deserve to work in a safe and healthy environment. We are therefore committed to the workplace health and safety regulations expressed in our health and safety policies.

• We strive to foster the physical and psychological “well-being” of our employees.

• Our goals are both fewer illnesses and a lower accident rate. We promote health care as a key element of our sustained productivity and the quality of our services.

• Our health and safety policies, active in all locations throughout the world, include a ban of alcohol and drugs in the workplace.

• We prohibit any kind of violence and assault at the workplace, including threatening and intimidating behaviour.

Company Property

• The use of company property, including labour, supplies, IT, equipment, buildings or other assets for personal benefit is prohibited where not explicitly allowed by agreement.

• Each employee has a responsibility to safeguard and make proper use of Euroports property.

• Intellectual property is a valuable asset and must be protected from unauthorized use or disclosure. Such property includes trade secrets, confidential information, copyrights, trademarks, logos, but also customer lists, business opportunities, marketing and sales data, whether owned by Euroports or affiliated companies or business partners.

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Legal Proceedings

• Employees must avoid activities that could involve or lead to involvement of Euroports or its personnel in any unlawful practice, including the employment of our personnel or use of company assets for illegal gain.
• Lawsuits, legal proceedings and investigations concerning Euroports must be handled quickly and properly in order to protect and defend the company. Employees who are threatened by a lawsuit or other legal proceedings or investigation in a business-related matter are required to contact the Euroports Legal Department immediately.

Insider Information

• Although Euroports is not a public listed company, any person with inside information is prohibited by law to buy or sell stock by using this information.
• Employees are at risk of civil and criminal penalties should they disclose non-public information that an investor could use to buy or sell securities. Trading with such information is illegal whether employees trade for their own benefit or others trade for them.

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3. Our Business Integrity

Shareholders’ Trust

• We recognize the necessity of sound and transparent corporate management to maintain the trust of our shareholders and investors. We are committed to increasing shareholder value.
Business Partnership

• We are committed to dialogue and partnership with our business partners in many communities. We share principles of ethical behaviour, social engagement and respect for the environment with our suppliers, subcontractors, agents and consultants.

• We will communicate our principles to our business partners and motivate them to adhere to the same standards we do.

Conflicts of Interest

• We require all directors, managers and employees to maintain high ethical standards in handling conflicts of interest. They should disclose any relationship with persons or firms with whom we do business (‘Business Partners’), which might give rise to a conflict of interest. Such relations include in particular a relationship by blood or marriage or partnership, participation or an investment in Business Partners or Shareholders.

Fair Competition

• We are committed to free enterprise and fair competition. Company business must be conducted solely on the basis of merit and open competition. We will hire suppliers, agents or other intermediaries only by fair assessment. We are legally bound to make business decisions in the best interests of the company, independent of any understanding or agreement with a competitor. As a result, the company and its employees will avoid any conduct that violates or might appear to violate antitrust laws and competition laws.

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Bribery and Corruption

• We will deal with all our customers, suppliers and government agencies in a straightforward manner with honesty and integrity. We are compliant with international anti-bribery standards as stated in anti-bribery laws.

• We do not give or receive bribes. We value our reputation for conducting business with honesty and integrity. We do not pay bribes in furtherance of our business and do not expect anyone to do so on our behalf. We have a zero tolerance approach towards bribery. This commitment comes from the highest levels of management and you must meet this standard.

• A bribe is anything of value that is offered, promised, given or received to influence a decision or to gain an improper or unfair advantage. Bribery may take the form of cash, the exchange of gifts, the granting of loans or the provision of services to those being bribed. Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other third parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include legally required administrative fees or fees to fast-track services.
**Gifts and Benefits**

- Employees are not allowed to solicit services, gifts, or benefits from customers or suppliers that influence or appear to influence the employee’s conduct in representing the company. Gifts and entertainment may be exchanged at a level that does not exceed customary local courtesies extended in accordance with ethical business practices and applicable law.

- Any gift should be approved in advance by the superior or the local asset manager and should not exceed 35€.

- All gifts should be declared to the next higher manager except for gifts accepted at a nominal and appropriate level.

**Data Protection**

- Our employees shall not disclose information that is not known to the general public for personal gain or the benefit of anyone other than the company. Such information includes technical data, financial data, operating data, customer information, memoranda or other information regarding the company’s business and operational activities and future plans.

- Employees will adhere to relevant laws and company regulations with respect to personal data, which require employees to protect personal data of legal and individual natural persons, including employees, shareholders and customers.
4. Our Social Responsibility

Environment

• We are committed to improving our environmental track record through precautionary measures and the use of environment-friendly technology. We regularly assess and monitor our impact on the environment.

• We strive to support constant improvement of our environmental performance and the increase of efficiency in our resources. This includes environmental audits and risk management.

• We want to measure our processes and services against the highest quality standards. National and international environmental standards – such as the ISO 14000 standard series – shall be our guiding principles.
Compliance Procedures, Waivers & Changes

Statement of Compliance

• All employees must comply with the Code of Conduct.

• Each employee and any other person representing Euroports will be provided with a copy of the Code of Conduct (or with electronic access to the Code via the company’s intranet) and will be expected to sign an acknowledgement.

Contacts

We recognize that you may need help in understanding company policies, making difficult decisions, or helping the company live up to our Code of Conduct.

The most important thing to remember when dealing with any matter that may be caught under the terms and provisions of the Code is that: If you have any doubt you should ask for assistance.

There are several options for you to take action:

• Consult your manager/supervisor

• Talk with your Human Resources Manager

• Contact the group HR Director
Reports and Complaints

• Should you become aware of a potential issue on compliance with this Code of Conduct, we expect you to turn to the above mentioned contacts.

• All reports of a breach in the Code will be kept confidential.

Disciplinary Action for Code Violations

• All employees are responsible for fully understanding and complying with the Code of Conduct. In case of non compliance, the company will take action. Employees who fail to adhere to this Code of Conduct can be subject to appropriate disciplinary action in accordance with the local laws and regulations and the relevant HR policy manuals.
Waivers

• A waiver of the Code will be granted only in very exceptional circumstances. Exceptions for employees (other than the CEO) must be approved by the CEO and exceptions for the CEO must be approved by the Board of Directors of Euroports.

Changes

• Euroports will review this Code on a regular basis and the EXCOM will decide upon amendments when appropriate.
Code of Conduct – Support
We recognize that you may need help in understanding the Code of Conduct. If you have any doubt you should ask for assistance.
There are several options for you to take action:
• Consult your Manager/Supervisor
• Talk with your Human Resources Manager
• Contact the Group HR Director

Contact information
Group HR Director: Lucrèce Reybroeck
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