



Delta Inspection & Expediting Consultation (DIEC)

## Code of Ethics and Conduct

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This policy applies to all individuals working at all levels of DIEC, including directors, managers, officers, employees, consultants, contractors, trainees, free lancers, subcontractors, homeworkers, part-time and fixed-term workers, casual and agency staff and volunteers (collectively referred to as personnel in this policy).

All personnel performing work on behalf of DIEC worldwide, shall strictly abide by this “Code of Ethics”, and all of the associated compliance principals as covered within the manuals, procedures, guidelines and various contracts issued by the DIEC and its offices, (referred to as The Company from here on.)

### 1 Business Ethics

#### 1.1 Ethics Policy

The Company believes that high standards of business ethics are critical in today’s business world and therefore place high priority on compliance with all legislative and regulatory requirements, and on the maintenance of high ethical standards, within each of the territories and jurisdictions in which the Company conducts its business.

The Company is committed to conducting itself in an honest and ethical manner and expect all personnel to conduct themselves in this way in all business dealings with customers, suppliers and all stakeholders.

The Company’s Ethics policy is that businesses should compete enthusiastically and fairly in the marketplace and must comply with all relevant competition laws:

- All personnel must maintain the confidentiality of price sensitive and commercial information and not use such information for personal gain
- Open and honest communication is encouraged throughout the organisation. All communications should be carried out in a professional and respectful manner
- Reporting of business performance should be undertaken in such a way that reflects the true performance of the business and the risks and opportunities that the business may face
- All personnel must comply with the Company’s **Anti Bribery and Corruption policy** detailed in section 1.4 of this document
- Corporate hospitality may only be offered to or accepted from a third party in line with the Company’s **Gifts and Hospitality policy** in section 1.5 of this document



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- The Company recognizes that it is important that all personnel feel confident that they may voice genuine concerns relating to possible business malpractice or breaches in ethical behavior to the appropriate management level. The Company's **Whistleblowing procedure** is detailed in section 1.6

The DIEC managing director has overall responsibility for ensuring compliance with the Company's Ethics policy. Divisional & Regional management are responsible for implementing and communicating this policy within their businesses units.

Against a background of evolving business and legal requirements, each business unit is expected to adapt their activities where necessary to comply with applicable laws and regulations and to be consistent with maintaining the Company's high standard of ethics.

found to be in breach of the Company's Ethics policy or any of the rules/guidance noted in this document will be subject to disciplinary action, up to and including termination of employment or cancellation of Contract.

The Company reserves the right to amend this policy from time to time, to ensure continuing compliance with the Company's legal obligations.

### 1.2 Security and Confidentiality

You must not disclose any trade secrets or other information of a confidential nature relating to the Company, or any of its associated companies or their business or in respect of which the Company owes an obligation of confidence to any third party during or after your employment, except in the proper course of your employment or as required by law.

You must not remove any documents, tangible items or data which belong to the Company, or which contains any confidential information from the Company's premises at any time, without proper advance authorization.

You must return to the Company upon request, and, in any event, upon the termination of your employment, all documents and tangible items which belong to the Company or which contain or refer to any confidential information and which are in your possession or under your control.

You must, if requested by the Company, delete all confidential information from any re-usable material and destroy all other documents and tangible items which contain or refer to any confidential information and which are in your possession or undertake your control.

### 1.3 Communication and Reporting

All personnel are encouraged to discuss and share relevant business issues with their colleagues in an open and honest manner. Different views and opinions on business issues are encouraged as a means of identifying the most appropriate course of action. All communications, whether verbal, or written or by email should be professional and respectful. Managers are expected to make and communicate their decisions in a timely and professional manner.

Reporting of business performance should be undertaken in such a way that it reflects the true performance of the business, risks and opportunities that the business may face.



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### 1.4 Anti Bribery and Corruption

It is the Company's policy to maintain the highest level of ethical standards in the conduct of its business affairs with zero tolerance of bribery and corruption. This policy has been adopted by the Company's managing director and is to be communicated to everyone involved in the Company to ensure their commitment to it.

As part of your terms and conditions of employment you are required to comply with all applicable laws, regulations and sanctions relating to anti-bribery and anti-corruption.

Any breach of this clause shall be deemed an act of gross misconduct and will be subject to disciplinary action, up to and including termination of employment or cancellation of Contract.

#### 1.4.1 Anti Bribery and Corruption Policy

##### **DIEC prohibits:**

the offering, the giving, the solicitation or the acceptance of any bribe, whether in cash or any other form of inducement.

##### **to or from**

any person or company, wherever they are situated and whether they are a public official or body or private person or company.

##### **By**

any individual employee, agent or other person or body acting on DIEC' behalf.

##### **in order to**

gain any commercial, contractual or regulatory advantage for DIEC

##### **or in order to**

gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual or for any other purpose

#### 1.4.2 What is a bribe?

A bribe is any offer, promise, giving, accepting or soliciting of a payment or benefit to a person intended as a reward or inducement to act contrary to the proper exercise of their duty, good faith or impartiality.

In the business world bribes are generally used to obtain, retain or direct business. This may involve sales processes, such as tendering and contracting, or it may involve the handling of administrative tasks such as licenses, customs, taxes or import/export matters. A bribe could be:

- the direct or indirect promise, offering, or authorization, of anything of value;
- the offer or receipt of any kickback, loan, fee, reward or other advantage; or
- the giving of aid, donations or voting designed to exert improper influence



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### 1.4.3 Facilitation Payments

These are payments used by businesses or individuals to secure or expedite the performance of a routine or necessary action to which the payer has a legal or other entitlement e.g. to expedite a visa application. In many countries, it is customary business practice to make payments or gifts of small value to government officials in order to speed up or facilitate a routine action or process.

Such payments are bribes and as such are prohibited, except for medical or safety emergencies. Where this occurs, prior approval should be sought from DIEC general manager or, if not practicable, the payment should be made first and then a record of such payment should be kept and immediately reported to the DIEC general manager

### 1.4.4 The Law

The local laws and legislation will apply to any and all instances of Bribery identified with the DIEC.

Since DIEC is a Dutch based company, the principle of the Dutch "**Integriteitsbeleid**" are to be considered as applicable for all personnel within the DIEC group.

Bribery is a criminal offence and carries criminal penalties. Where a company is convicted of an offence the person who acted, the senior officer (if the person acted with the consent or connivance of the senior officer) and the company can all be punished. For an individual this can be up to 10 years imprisonment and an unlimited fine. For a company this can be an unlimited fine.

### 1.5 Gifts and Hospitality

There are numbers of obligations on companies in respect of preventing bribery and corruption in business, and the Company takes these obligations very seriously. The giving of gifts and hospitality is a normal part of business. However the giving or receiving of gifts or hospitality could influence or be perceived to be capable of influencing a transaction and as such could be considered a bribe especially if they are lavish or inappropriate.

On no account should gifts be accepted that by their nature have the potential to cause reputational damage.

- **Gift:** any item, cash or goods or any service which is offered to an individual at no cost to them or at a cost which is less than its commercial value. Examples include cash, discounted goods, marketing material (e.g. stationery, calendars, mugs, etc) or perishable goods such as food and/or drink.
- **Hospitality:** any generous or material reception or entertainment offered to an individual at no cost to them or at a cost which is less than its commercial value. Examples include, but are not limited to; drinks receptions, dinner invitations or corporate Hospitality at sporting events.

#### 1.5.1 Gifts and Hospitality Policy

The Company acknowledges that the giving or receiving of Gifts and Hospitality can be a useful tool in building and maintaining business and client relationships.



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However, in some circumstances, it may give rise to a conflict of interest between an individual's personal enjoyment and professional responsibility. If the giving and receiving of Gifts and Hospitality is not handled in a prudent manner, the professional integrity of the Company, its personnel and management may be called into question and potential allegations of bribery, compromise or conflict of interest may arise.

The Company relies on the underlying principles of trust and confidence in order to prevent this from occurring in its organisation and it is imperative that these values are upheld by all personnel at all times.

This policy is intended to complement the Company's Anti-Bribery and Corruption policy and should be read in conjunction with section 1.4. Personnel should be aware that any breach of this policy may be regarded as an act of gross misconduct and may be subject to disciplinary action, up to and including termination of employment or cancellation of Contract.

The aims of this policy are:

- To provide guidance and support to personnel who, in the course of their day to day work, either receive offers of or provide Gifts and Hospitality to others.
- To ensure that the business conduct of all personnel is appropriate to the nature of the Company's business and the environment in which we operate, and to avoid the potential for any perceived or real conflict of interest or allegation of compromise, bribery or corruption.
- To develop a clear reporting system for personnel who feel they may have a conflict of interest or concern regarding the giving or receiving of Gifts and/or Hospitality.
- To encourage a transparent and open culture within the Company, and to ensure that the Company's values of trust and confidence are upheld.

Each Manager has responsibility for ensuring the day to day operation of this policy and for maintaining the Gift and Hospitality Register which is located on the shared drive in the QA System section.

Individual personnel are personally responsible for reporting to their Manager any Gifts or Hospitality offered, either to them by a third party, or by them to a third party, and whether these have been accepted, declined or donated.

A list of examples of Gifts and Hospitality requiring your Manager authorization and/or to be recorded in the Gift and Hospitality Register is set out below.

<b>Gift/Hospitality received or offered</b>	<b>Authorisation acceptance criteria</b>	<b>Record in Gift &amp; Hospitality Register?</b>
Gifts up to the value of €100	Acceptable	No
Gifts over the value of €100	Acceptable with the permission of your Manager.	Yes, even if declined
Working lunch in our or at a third party's office	Acceptable	No
Hospitality under the value of €100 in one occurrence, or up to the aggregate value	Acceptable	No



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of €500 in a 12 month period.		
Hospitality over the value of €100 in one occurrence, or over an aggregate value of €500 in a 12 month period.	Acceptable with the permission of your Manager.	Yes, even if declined

**1.5.2 Receiving Gifts & Hospitality**

**Gifts**

In order to promote the Company’s values of trust, confidence and transparency, Gifts believed to be over €250 in value should generally be declined and reported to your Manager. In circumstances where declining a Gift is likely to cause major offence the Gift may be accepted, with the permission of the Global Compliance Manager and then donated to a charity of the Company’s choice. Details of the Gift, its estimated value, its donor and the charity to which the Gift has been donated to, should be recorded in the Gift and Hospitality Register.

Where it is impractical to decline or return a perishable Gift, or to donate it to charity, the perishable Gift may, at the discretion of your Manager be opened and shared or raffled with personnel at a suitable gathering (for example at Christmas party or personnel celebration). Personnel are not permitted to retain or use such Gifts solely for their own use. Personal distribution of such Gifts to others by DIEC personnel is not permitted. Again, in these circumstances, details of the Gift, its estimated value, its donor and how the Gift was used, should be recorded in the Gift and Hospitality Register.

**Hospitality**

The Company acknowledges that in some circumstances, it may be appropriate for personnel to accept Hospitality from customers, suppliers or contacts, in the normal course of business. Personnel are required to use their judgment when accepting Hospitality from third parties and to consider the appropriateness and frequency of the Hospitality to ensure that it is reasonable and can be justified.

It is important that personnel are aware that if the purpose of accepting a Gift or Hospitality, regardless of value, is to make the recipient feel obliged, or could be viewed as intending to make the recipient feel obliged to start or continue a commercial relationship, it will be in contravention of this policy. Personnel should not accept Gifts or Hospitality of any kind from a third party which might reasonably be seen to compromise their personal judgment or integrity, or which may reasonably be regarded as a bribe or cause a conflict of interest.

**1.5.3 Giving Gifts and Hospitality**

As well as receiving Gifts and Hospitality, some personnel in the course of their work will be required at some point to offer Gifts and Hospitality to third parties, including customers and suppliers, to maintain good business relations and to retain and obtain business.

Personnel should provide their Manager with details of the Gift or Hospitality to be offered, as well as its value, who it is being offered to and the reason for offering it. The Manager will then inform the individual whether it will be acceptable to make such an offer of a Gift or Hospitality to a third party.



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If the purpose of offering a Gift or Hospitality is to make the recipient feel obliged, or could be viewed as intending to make the recipient feel obliged, to start or continue a commercial relationship, it will be in contravention of this policy.

under no circumstances may Personnel offer gifts or donations to political organizations.

### 1.5.4 Reporting

DIEC manager is the main point of contact for personnel to report offers of Gifts or Hospitality from third parties, or to seek advice on whether or not the offer of a Gift or Hospitality by personnel to third parties or receipt of Gifts or Hospitality by personnel from a third party is acceptable and in accordance with the terms of this policy.

If a member of DIEC personnel has any doubts as to whether or not the offering or accepting of Gifts or Hospitality would be deemed unacceptable, he/she should consider the following:

- The reason for the Gift or Hospitality being offered.
- How accepting the Gift or Hospitality would appear to other people.
- Whether or not they would feel obliged to reciprocate.
- If accepting the Gift or Hospitality would affect or appear to affect their judgment.
- Whether any effort is being made to conceal the Gift or Hospitality.

If any doubts remain after answering the above questions, personnel should consult DIEC manager to seek guidance on the matter.

Personnel are reminded that failure to record any Gifts or Hospitality, where such recording is necessary, or failure to report any breach of this policy by any other personnel member will be in breach of the terms of this policy, may be regarded as an act of gross misconduct and may be subject to disciplinary action, up to and including termination of employment or cancellation of Contract.

### 1.6 Whistle Blowing Procedure

The Company is proud of the high standards of honesty and integrity that they demonstrate on a daily basis. Therefore if any member of personnel witnesses a wrong doing by the Company that would lower the levels of honesty and integrity expected of the Company please report this to DIEC manager.

A whistleblower as defined in this policy is personnel of the Company who reports an activity that he/she considers being illegal or dishonest to one or more of the parties specified in this policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

If any member of DIEC personnel has knowledge or a concern of illegal, dishonest or fraudulent activity, the individual is to contact DIEC manager. The personnel must exercise sound judgment to avoid baseless allegations. Any DIEC personnel who intentionally files a false report of wrongdoing will be subject to disciplinary action up to and including termination of employment.



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Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. The Company will not retaliate against the whistleblower. This includes, but is not limited to, protection from retaliation in the form of adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower that believes he/she is being retaliated against must contact their Manager or the Global Compliance Manager immediately.

The right of a whistleblower against retaliation does not include immunity for any personal wrongdoing.

Personnel with any questions regarding this policy should contact DIEC Manager.

### **1.7 Global Compliance Manager**

The Company has appointed a Global Compliance Manager, who will supervise and assist Managers with all matters relating to Business Ethics and who can be contacted by personnel if they have any queries on the issues contained in this Policy.

The contact details of the Global Compliance Manager are:

Name: Alireza Tadjik

Direct Telephone: +31 639 3183 05

Email: office@deltainspection.n