



Anti-Corruption Compliance Policy

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INTRODUCTION

Corruption and bribery are both illegal and unethical acts of behavior and Clipper Bulk is firm in its position that any offer, payment, authorization, and or acceptance of bribes and other unjustified advantages is unacceptable.

This policy outlines acceptable and non-acceptable behavior when it comes to ensuring that Clipper complies with applicable national and international anti-corruption laws that all prohibit improper payments and gifts of any kind to and received from any persons, including officials in the private or public sector, customers, and suppliers.

This policy applies to all employees within the Clipper Group and forms the basis for how the Clipper Bulk attempts to fight and prevent corruption. Clipper Bulk further seeks to influence its commercial partners whom we do not control to act in accordance with this policy.

Corruption takes many forms but in general, it is the abuse of entrusted power for some sort of private gain. Corruption occurs in both the private and the public sectors. The most common types of corruption or corrupt acts are bribery and facilitation payments.

- **Bribes** are given in an attempt to affect a decision or make someone exercise a function in a particular way *that you may not otherwise be entitled to*
- **Facilitation payments** are payments of small sums in cash or kind, which are used to expedite routine actions or services *that you are already entitled to*

For a more detailed description of various types of bribery and facilitation payments, see Annex A. For an overview and guide on how to respond to facilitation payments, see Annex B and for an overview of acceptable values of gifts and entertainment, see Annex C.

This policy sets out the frame for how Clipper wishes to avoid and fight corruption. Corruption is a complex issue, and you should contact the Legal Department in case of any doubt.

CLIPPER MANAGEMENT

Clipper's success is substantiated by our strong commitment to ethical behavior in the way we conduct our business. It is the management's expectation that employees are to uphold high standards as set out in this policy and employees must not provide, offer, or accept bribes. To meet

these standards employees must understand their responsibilities and what is required from them in their line of duty with respect to correct behavior. To secure this all employees are continuously trained, and new employees are also trained as part of their mandatory onboarding process when being introduced to their new positions with the Clipper Bulk.

The management of Clipper assures that no employee in Clipper is left alone to make the decision of how to respond to demands of bribes or facilitation payments, should the employee be exposed to such, and will provide full support and assistance in handling such situations. The management of Clipper acknowledges that testing and refusing requests of facilitation payments may lead to delays in vessel and/or cargo operations and thus to financial losses.

ASSOCIATED PERSONS AND THIRD PARTIES

Clipper may also be liable for the acts of Associated Persons who perform services for or on behalf of Clipper. This includes employees, agents, port agents, brokers, suppliers, distributors, surveyors, technical and crewing managers, and any other types of contractors and their employees.

Due care is to be taken before engaging with a Third Party, e.g., in a joint venture. Reasonable due diligence is to be conducted on any potential representative of a Third Party in order to ensure that the Third Party complies with laws and regulations on anti-corruption and knows and respects Clipper's anti-corruption policy.

Guidance for a simple due diligence is to be found in Annex D.

CONSEQUENCES

Breach of laws on anti-corruption can result in unlimited fines for both the company and the individuals. In some jurisdictions, individuals convicted of bribery may face imprisonment.

Breach of this policy and or any policy of the Clipper Bulks Compliance Program may result in disciplinary actions including termination of employment.

SPEAK UP AND REPORT

Clipper is committed to ensuring that our employees can speak up with confidence if they have any concerns or need help regarding issues related to bribery and corruption and/or to this Policy.

If you suspect or observe anything that you think might be in contravention of this Policy you may report this to Anti-corruption@clipper-group.com or alternatively by using the Whistleblower Scheme available on the Clipper Bulk website.

No employee in Clipper will encounter retaliation in any form for raising concerns or reporting what (s)he genuinely believes to be in breach of this Policy or otherwise improper, unethical, or inappropriate behavior.

If you encounter requests for bribes from a Third Party or are privy to such requests, you must immediately contact your Head of Department or Legal Department and report the same using the Clipper Group Standard Report Form from Clipper Bridge.

MARITIME ANTI-CORRUPTION NETWORK

Clipper is committed to fighting against bribery and corruption and has therefore since 2011 been a member of the Maritime Anti-Corruption Network (MACN).



MACN is a global business network working towards the vision of a maritime industry free of corruption that enables fair trade to the benefit of society at large. Established in 2011 by a small group of committed maritime companies, MACN has grown to include over 220 companies globally and has become one of the pre-eminent examples of collective action to tackle corruption.

MACN and its members work towards the elimination of all forms of maritime corruption by raising awareness of the challenges faced; implementing the MACN Anti-Corruption Principles and co-developing and sharing best practices; collaborating with governments, non-governmental organizations, and civil society to identify and mitigate the root causes of corruption; and creating a culture of integrity within the maritime community. For more information about MACN please visit the website MACN.dk.

WHISTLEBLOWER REPORTING

Clipper Bulk has available a Whistleblower Scheme that allows employees as well as the public in general to report any irregularities and or violations that any employee or person may deem serious and subject to reporting, and which fall under the scope of the scheme.

Further information about the Whistleblower Scheme and reporting under the same is available at clipper-bulk.com.

REVIEW AND AMENDMENT

The Senior Management Team will annually review and if relevant update this policy.

Adopted by the Clipper Group Ltd. Board on 12 June 2023 and latest reviewed by the Senior Management Team on 13 June 2025

ANNEX A

Description of various types of bribery and facilitation payments

TRANSACTIONS INVOLVING MONEY (OR CASH EQUIVALENT)

The general rule is that all transactions involving money must be based on an agreement/invoice or other document specifying the price and the parties involved. Payments or part of payments should preferably be processed through banks. No money (or cash equivalent) other than clearly included in the contract price is to be offered, promised, or given to another person. A request or agreement to receive or accept the same from another person in the course of business shall be refused.

FACILITATION PAYMENTS

Facilitation payments are small payments at a time, either in cash or in-kind (e.g., liquor, cigarettes, and other goods), and are known to be commonly requested in certain countries related to e.g., procedures with port calls. Fees paid for specific fast-track services are not facilitation payments if such fast-track services are available to everybody.

Any request for facilitation payments should initially be refused even if this may lead to commercial delays. However, Clipper acknowledges that in some cases demands of facilitation payments may become so intense and time-consuming that payment of the same seems to be the only way out.

The personal life, health, or safety of employees should at no time be put in danger, and in such circumstances, Clipper accepts that the employee will need to use his/her best judgment whether to pay the facilitation payment.

All requests for facilitation payments – whether resulting in payment or not – are to be reported at the earliest opportunity to your Head of Department or Legal Department using the Clipper Group Standard Report Form available on Bridge.

UNOFFICIAL FINES AND FEES

In countries known for arbitrary regulations changing on a short-term basis, it may sometimes be hard to judge the legality of a fine or penalty, e.g., a handwritten document without a stamp and payable in cash.

An offer to “settle” or reduce such a fine or penalty against cash or goods onboard vessels shall be challenged and or refused as this act would itself constitute a bribe and may indicate that the fine will be pocketed by the person who issued it.

If a vessel is in violation of local rules due to e.g., a defect, then of course a fine must be accepted and the defect to be rectified.

PROMOTIONAL EXPENSES

Gifts are acceptable if they are reasonable, proportionate, and made in good faith and in compliance with Clipper company policies.

Gifts

- Gifts may include goods or services given as a mark of friendship or appreciation, and without any expectation of consideration or value in return.
- Gifts should be refused, if they are lavish or if they are received or given in circumstances where they are likely to influence the decision-making process, e.g., in the middle of contract negotiations or in the process of choosing a business partner.
- It is common to receive and give seasonal gifts, e.g., wine and chocolate at Christmas time. If the gifts received represent a value of more than USD 300, they must be reported to the head of your department (see ANNEX C).
- Keep in mind common sense when giving gifts to business partners. The value of the gift must be reasonable and in proportion to the transaction and/or business relationship. Expenses used for gifts are always to be recorded via usual bookkeeping and to be specified as “gifts”.

Hospitality

- Hospitality is entertainment, meals, receptions, and tickets to entertainment, social, or sports events with the purpose to initiate or develop relationships with business partners or other third parties. Hospitality requires the host to be present, if not, the expenditure is a gift. As long as the hospitality is proportionate and made in good faith, it is fully acceptable in the course of business.
- However, if the hospitality represents a value of more than USD 500, this must be reported to the head of your department (see ANNEX C).
- Abuses occur when the hospitality is excessive in value, is given too frequently, or leaves the recipient in a position of obligation.
- Lavish entertainment, e.g., a trip abroad including your spouse and provided directly to you, should be refused.

Expenses

- Expenses are provisions or reimbursements by the company for travel and other related expenses incurred by a (prospective) client, customer, or business partner, such reimbursements not being specified as part of a contractual agreement.
- When covering the expenses of a (prospective) business partner, it must be relevant for the respective business purpose itself and reasonable. When a (prospective) business partner offers to cover your expenses, likewise, it must be related to the respective business and reasonable.
- The expenses are always to be documented properly, and unless there is a specific reason, no other expenses (e.g., for a family member) shall be included.

Political, NGO, or charity payments

- Any contributions (to a certain political party, NGO, or project) and charity payments (such as a contribution to support a local sports club) on behalf of Clipper should be agreed upon by the Senior Management or Group CEO.
- Due care is to be taken that receivers of such contributions, or their family members, have no business connections with Clipper in a way that providing such a contribution would likely have an influence on business relations.

IMPROPER TRANSACTIONS

Transactions are improper and considered as bribes if they are payments to contractors or suppliers to obtain favorable treatment in violation of the law or otherwise, or if they are transactions designed to obtain business or direct business to others.

Commissions may in some cases constitute improper transactions. It is important that agreed commissions are transparent and adherent to the respective contract and that a clause about the agreement of payment of the same is stated in the contract. In other words, payment of the commission must be thoroughly documented. It is not allowed to pay or agree on undisclosed commissions, i.e., commissions to anybody else than the person or company clearly stated in the contract.

In some cases, commissions may be in excess of normal practice or guidelines used in business. Unless there is a specific reason, excessive commissions should not be agreed to and in every such case approval from the relevant head of the department must be obtained prior to engaging in this.

ANNEX B

Guidance of how to respond to requests for facilitation payments.

STEP 1 - Plan and Inform Technical Managers and Local Agents

Plan the itinerary of the vessel and the port calls in advance, allowing a reasonable time for carrying out all operations properly, including dealings with the canal and or port authorities.

Before the vessel arrives at the canal or port area known for corruption, inform the local agent and remind the crew about Clipper's anti-corruption policy. Make clear to the agent that we expect a smooth port call without payments of bribes/facilitation payments.

STEP 2 - Refuse the Payment

If you encounter a request for facilitation payment or other, refuse it in the first place. Explain that Clipper Group is bound by the laws and regulations prohibiting payments of bribes including facilitation payments.

STEP 3 - Ask for Names

In case the person still insists on facilitation payment (in any form), ask for the name of the person. Ask to speak with his superior.

STEP 4 - Your Safety and Security

Do not place any member of the crew in danger of physical harm. If the safety or security of the crew or vessel is under threat and a cash payment is required, it might be necessary to approve such payment. Ensure proper documentation and report the payment to your Head of Department or Legal Department at the earliest given opportunity.

STEP 5 - Reporting

Every incident of request for facilitation payments must be reported. This applies also to incidents with no costs involved, i.e., you were able to resist or negotiate the payment. For reporting, use the Clipper Group Standard Report Form available from Clipper Bridge.

To Operation Managers and other persons receiving the reports from the Captains or the Crew:

The reports shall be collected by the employee within the Operations Department who shall send them to the Legal Department on a regular basis.

Unofficial fines and fees

A fine, e.g., for not passing a ballast water cleaning test, must be fully documented so that it can clearly be seen that it originates from the port authority or other public authority with overall responsibility for issuing fines and that it is payable to that authority (and not to the inspector himself in person). There must be a formal signature and/or stamp and the reason for the fine must be stated. Fines should preferably be paid by traceable bank transfers but should this not be possible due to local requirements, a cash payment has to be fully documented accompanied by an invoice for receipt of the payment.

Do not accept, and instruct the agent not to accept, an offer to settle a fine or reduce it against a cash payment or other, as such an offer and/or agreement as such is a bribe (i.e., inducing a public official to do something he is not allowed to do). Refuse the settlement offer and accept a full, properly documented fine instead even if it is much higher in value than with a proposed cash rebate.

In case of doubt, always contact either the Operations Manager or another person at the relevant Clipper office.

Use the Clipper Group Standard Report Form for reporting such fines or download the same from Clipper Bridge and send it electronically to:

anti-corruption@clipper-group.com.

ANNEX C

Guidelines for the acceptable value of gifts and hospitality.

The following guidelines outline the acceptable value of gifts and amounts spent on hospitality in the normal course of business.

GIFTS

Gifts such as chocolate, candy, wine, liquors, souvenirs, marketing items (e.g., pens or clothing with company logo) or any other smaller items with value not exceeding USD 100 may be given to and received from a business partner in the normal course of business, and in such cases, no advance authorization from the head of your department is required.

Gifts bearing a higher value can be accepted and given if they are in proportion to the event and/or business relation (e.g., naming ceremonies, anniversaries).

Consult with the head of your department if you receive gifts bearing a higher value as stated above. Should the head of your department consider that the value of the gift is not in proportion to the business relation or otherwise, then, and if in doubt, the member of Executive Management to whom the employee refers shall take the final decision on whether to return the gift to its giver.

It should be avoided, if possible, to receive gifts at your private address.

All gifts bearing a value higher than USD 500 including those received at your private address are to be reported to your head of department using the Clipper Group Standard Gift and Hospitality Reporting Form available on Clipper Bridge. Once a year the Legal Department will provide a list of all reported gifts to the Executive Management.

Business gifts provided by Clipper Group are all within the acceptable limit.

HOSPITALITY AND EXPENSES

- Taking business partners and/or third parties to a restaurant: Common sense applies; however, a guideline is approximately USD 200 per person. Unless specific reasons, an authorization for the same is to be obtained from the head of your department in advance.
- Events (social and sports): The amount is to be in proportion to the normal practice in the business and the type within the lines of normal, acceptable business conduct.
- Travel and accommodation expenses of business partners and/or third parties: As a starting point this is not allowed unless specifically agreed in the contract and/or as a part of the related business purpose. If this is not the case, then covering the expenses of a business partner shall be agreed with the head of your department.

Any costs related to hospitality and expenses thereof or others, are to be properly documented clearly stating the receiver(s), attendees (of Clipper), and purpose.

All hospitality that you as a Clipper employee receive bearing a value higher than USD 500 is to be reported to your head of department using the Clipper Group Standard Gift and Hospitality Reporting Form available on Bridge. Once a year the Legal Department will provide a list of all reported gifts, if any to the Executive Management.

ANNEX D

Due diligence

It is our responsibility to communicate our policies to the Associated Persons (i.e., the agents, managers, suppliers, brokers, and any other person of authority acting on behalf of Clipper).

When you are in the process of engaging a person or a company to act on Clipper's behalf, explain that Clipper is committed to doing its business in accordance with laws and regulations on anti-corruption and that bribes including facilitation payments are not allowed.

Make sure that you obtain general information about the company's history and business by asking directly from the company representatives and from others you may be able to consult with. The same applies when a private person will be engaged in acting on Clipper's behalf. The business may often be hectic, but please write down the information obtained in order to be able to document the same. If you obtain any suspicious information, discuss with the head of your department and/or the Legal Department whether Clipper can enter into business relations with such company or person.

Before engaging a port agent specifically at the high-risk areas of corruption, clarify that the agent is expected to follow the Clipper's anti-bribery policies including port calls without facilitation payments and that each request for a facilitation payment, resulting in payment or not, must be reported to Operations Department.