



# **ANTI-CORRUPTION POLICY**

**Effective: May 2018**

**ANTI-CORRUPTION POLICY**

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## ANTI-CORRUPTION POLICY

### 1. PURPOSE:

GasLog Ltd., together with its subsidiaries and affiliates ("GasLog"), is committed to conducting all of its business operations around the world in an honest, fair, transparent and ethical manner.

GasLog's policy is to comply with all applicable anti-corruption laws and not to engage in any corrupt activity. GasLog does not accept any form of corruption and/or bribery in or in connection with its business activities, and has also contracted to comply with similar anti-corruption policies of certain customers. It is therefore vital to GasLog's business interests that this Policy be adhered to at all times.

### 2. SCOPE AND IMPLEMENTATION:

The Policy applies to GasLog and to all GasLog Personnel, who must ensure that they:

- Read and understand this Policy, and request clarification on its contents if necessary;
- Ensure compliance within their area of operation and understand what may constitute a breach of this Policy; and
- Immediately report any suspected breach(es) of this Policy, regardless of whether such breach(es) occur within their area of operation.

The Policy also applies to each Joint Venture Entity (directors, officers, employees, agency staff, secondees and volunteers) and Third Party Associates (each as defined overleaf) which must comply with this Policy to the same extent as GasLog Personnel. It is the responsibility of the General Counsel to ensure that each Joint Venture Entity and Third Party Associates adopts this Policy or another anti-corruption policy on substantially similar terms.

Each joint venture where GasLog participates but does not have the majority ownership or effective managerial control must be approved by the GasLog Board of Directors. The Board will only approve GasLog's participation in such joint venture where it is satisfied there will be sufficient anti-bribery controls in the joint venture agreement or other relevant documentation.

### 3. OWNERSHIP AND TRAINING:

The primary responsibility for implementing this Policy has been given by GasLog to its General Counsel, who has established the necessary procedures to do so in conjunction with the GasLog Audit and Risk Committee.

The General Counsel will monitor compliance with the Policy, provide regular anti-corruption training to GasLog Personnel, and shall report matters relating to the Policy directly to GasLog's Audit and Risk committee and/or Board of Directors (on at least a quarterly basis to the Board).

### 4. DEFINITIONS:

When used in this Policy, the terms defined below shall have the following meanings:

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**"Anything of Value"** should be broadly construed, and includes not only cash or cash equivalents, but also entertainment, meals, drinks, travel, lodging, gifts, discounts, use of materials, facilities or equipment, investment opportunities, insurance benefits, political or charitable contributions, promise of future employment and/or any other advantage, financial or otherwise.

In determining whether Anything of Value has been provided, the key consideration will be the subjective value of that being conveyed, together with the recipient's perception of it.

**"Commercial Party"** should be broadly construed, and includes a director, officer, employee, agent or broker of a customer, supplier, vendor or competitor, (or of potential customers, suppliers, vendors, or competitors) or any other person with whom GasLog conducts, or may conduct business and who does not act on behalf of GasLog.

**"GasLog Personnel"** means the directors, officers and employees of GasLog (including agency staff, secondees and volunteers).

**"Joint Venture Entity"** means any joint venture or other jointly owned entity (whether a partnership, consortium, incorporated or unincorporated) where GasLog has either a majority ownership interest or effective managerial control.

**"Government Official"** should be broadly construed, and includes:

- Any employee or officer of:
  - Any government or government's department, agency or branch;
  - Any public international organisation (e.g. the UN or World Bank);
  - Any government owned or controlled commercial enterprise;
- Members of royal families;
- Any political party, party official or candidate for political office;
- Any other person acting in an official capacity on behalf of any of the foregoing.

A person does not cease to be a Government Official by purporting to act in a private capacity or by the fact that they serve unpaid.

**"Third Party Associate"** means a person or entity engaged for the purposes of acting on GasLog's behalf, and can include (but is not limited to) agents, sub-contractors, consultants, brokers, lawyers and accountants.

## 5. POLICY:

### 5.1. GENERAL PROHIBITED ACTIONS:

No GasLog Personnel or any Third Party Associate shall directly or indirectly, give, offer, promise, request or approve a payment of Anything of Value to a Government Official, in order to influence any act or decision of the Government Official in their official capacity for the purpose of obtaining or retaining business for or with GasLog, or securing any business advantage.

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No GasLog Personnel or any Third Party Associate shall directly or indirectly, give, offer, promise, request or approve a payment of Anything of Value to a Commercial Party, in order to induce or reward behaviour that is illegal, unethical or a breach of duty.

No GasLog Personnel or any Third Party Associate shall directly or indirectly, give, offer, promise, request or approve a payment in circumstances where they have any reason to suspect that any portion of that payment will be used for any of the purposes described above.

No GasLog Personnel or any Third Party Associate shall directly or indirectly, request, receive or agree to receive Anything of Value that may reasonably be regarded as a bribe.

### **5.2. FACILITATION PAYMENTS:**

Facilitation payments are modest payments made for the purpose of expediting or facilitating the provision of services or routine non-discretionary government action which a Government Official is normally obliged to perform. Making facilitation payments of any kind is not permitted under this Policy.

In the event that the life or liberty of GasLog Personnel is threatened, facilitation payments may have to be made but must be notified to the General Counsel as soon as possible thereafter. The General Counsel should inform the Financial Controller, who must ensure that the payment is accurately recorded in GasLog's relevant books and records, and that all supporting documentation is retained in the appropriate files.

### **5.3. GIFTS AND HOSPITALITY:**

Gifts and hospitality are permitted if they are of modest value, reasonable and are intended to either improve GasLog's image, better present its services or establish cordial relations. However, they must never be offered or given with the aim of exerting improper influence or the expectation of reciprocity.

All GasLog Personnel must comply with GasLog's Gifts and Hospitality Policy at all times.

Third Party Associates are prohibited from offering, giving, requesting or receiving any form of gift or hospitality of any value on GasLog's behalf without pre-approval from the General Counsel.

### **5.4. POLITICAL / CHARITABLE CONTRIBUTIONS AND SPONSORSHIP:**

Contributions of GasLog's funds to candidates for political office, political party officials or political parties are not permitted, save where the contribution has been approved in writing by the Board of GasLog.

Before any charitable or sponsorship contribution can be made by GasLog, due diligence must be carried out on the charity, regardless of the amount of the contribution, in order to verify the legitimacy of the charity, the intent of the GasLog Personnel requesting the contribution to be made and any relationship they may have with the charity concerned.

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The due diligence must be carried out by the Charity Committee (if the donation request comes from GasLog Personnel) or the Company Secretariat (if the donation request comes from the Board).

Any charitable or sponsorship contributions that are less than or equal to \$5,000 will require: (a) approval by the General Counsel and the Chief Financial Officer; and (b) retrospective review at the next Audit and Risk Committee meeting.

Any charitable or sponsorship contributions between US\$5,001 and US\$50,000 and not exceeding the approved annual charity budget will require the approval of the General Counsel, the Chief Financial Officer, the Chief Executive Officer and the Chairman of the Audit and Risk Committee.

Any charitable or sponsorship contributions exceeding US\$50,001 and not exceeding the approved annual charity budget will require the approval of the General Counsel, the Chief Financial Officer, the Chief Executive Officer and of the Audit and Risk Committee.

Any charitable or sponsorship contributions exceeding US\$5,001 and the payment of which will exceed the approved annual charity budget will require: (a) approval by the General Counsel and the Chief Financial Officer; (b) Audit and Risk Committee review and recommendation to the Board; and (c) Board approval.

Political, charitable and sponsorship contributions made on behalf of GasLog can only be made directly by GasLog and will not be reimbursed in retrospect to any GasLog Personnel.

### **5.5. RECORD KEEPING / INTERNAL CONTROLS:**

All GasLog's books and records must be accurate and its accounts must fairly reflect its transactions and activities. GasLog has a system of internal accounting controls that are designed and maintained to provide all requisite financial and accounting standards required for a U.S. publicly traded company. Payment receipts and requests must be accurately recorded with sufficient detail to permit full transparency.

GasLog adopts and complies with the International Financial Reporting Standards as issued by the International Accounting Standards Board.

Notwithstanding GasLog's existing accounting policies and standards, GasLog's internal controls provide assurances that:

- Company transactions are properly authorised by management; and
- Access to company assets is restricted and requires appropriate management authorisation; and
- All transactions are recorded as required for GasLog's financial statements, and in a way that GasLog's assets can be accounted for.

None of the statements in this Section or Policy are intended to amend, vary or supersede GasLog's existing accounting policies and standards effective from time to time.

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### **5.6. THIRD PARTY ASSOCIATES:**

GasLog will only engage Third Party Associates following appropriate due diligence and on the basis of a written agreement, setting out the terms of such engagement. Such agreement must include an obligation on the Third Party Associate to comply with this Policy or to have and comply with their own equivalent policies in relation to anti-corruption. No payments will be made to a Third Party Associate until a written agreement is signed by both parties.

A Third Party Associate must certify their compliance with this Policy or their own anti-corruption policies and procedures on an annual basis. A Third Party Associate and their relevant personnel will be provided with appropriate anti-corruption compliance assistance, and may be required to undertake training as appropriate.

The Appendix of this Policy sets out guidance on the selection, retention and monitoring of a Third Party Associate by GasLog.

### **5.7. REQUESTS BY GOVERNMENT OFFICIALS OR COMMERCIAL PARTIES:**

Any request for GasLog (or a Third Party Associate acting on GasLog's behalf) to transfer Anything of Value to a Government Official or Commercial Party must immediately be reported to the General Counsel. No transfers should be agreed without prior approval of the General Counsel.

### **5.8. REPORTING:**

Any GasLog Personnel and Third Party Associate who obtains information about a breach (including a suspected breach) of this Policy and/or anti-corruption laws and/or any of GasLog's anti-corruption procedures must report it to their supervisor who must in turn report it without delay to the General Counsel. Alternatively, GasLog Personnel may report suspected breaches in accordance with the Company's Compliance/Whistleblower Protection Policy.

The report shall be investigated by the General Counsel or the GasLog Audit and Risk Committee, in accordance with the Company's Compliance/Whistleblower Protection Policy and all relevant GasLog Personnel and Third Party Associate must co-operate fully with any such investigation. GasLog does not permit any retaliation of any kind against any GasLog Personnel and Third Party Associate who in good faith makes a report of a breach or suspected breach of this Policy.

Any failure to report a suspected or known breach of this Policy will in itself be considered a breach of this Policy.

### **5.9. PENALTIES AND DISCIPLINE:**

GasLog is subject to serious criminal and civil penalties for breaches of applicable anti-corruption laws. Consequently, any GasLog Personnel and Third Party Associate who breaches this Policy may be subject to personal criminal and/or civil penalties, including imprisonment and unlimited fines, which will not be reimbursed by GasLog.

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Any GasLog Personnel who breaches the Policy may be subject to disciplinary action by GasLog, up to and including immediate termination of their contract of employment.

Any Third Party Associate who breaches the Policy may have their contract with GasLog terminated and all payments suspended immediately.

### **5.10. AUDIT:**

GasLog's Audit and Risk Committee will from time to time audit compliance with the Policy upon the request of the General Counsel and/or the GasLog Board of Directors.

### **5.11. CERTIFICATIONS:**

Relevant GasLog Personnel and any Third Party Associate must upon request from the General Counsel or their supervisor from time to time certify in writing that they:

- have read and understood this Policy and GasLog's procedures in respect of anti-corruption compliance;
- have complied with and will continue to comply with this Policy and such procedures;
- have no knowledge of any breaches of this Policy and/or supporting procedures; and
- will report any breaches or suspected breaches of this Policy and/or GasLog's anti-corruption procedures immediately to the General Counsel or their supervisor.

### **5.12. ANY QUESTIONS:**

GasLog encourages open communication, feedback and discussion on all matters concerning this Policy. GasLog Personnel and Third Party Associates are expected to proactively seek clarification and advice on the best course of action when in doubt regarding matters referred to in this Policy. Any questions about the Policy, its supporting procedures or any related anti-corruption laws, should be directed to the nearest supervisor, General Counsel or a member of GasLog's Audit and Risk committee. No GasLog Personnel will be reprimanded for raising legitimate questions or seeking advice in respect of any business transaction.

## **6. LINKED DOCUMENTS:**

- Gifts and Hospitality Policy;
- Code of Business Conduct and Ethics;
- Compliance/Whistleblower Protection Policy.



**APPENDIX:**

**GUIDANCE ON SELECTION, RETENTION AND MONITORING OF THIRD PARTY ASSOCIATES**

1. Any situation in which GasLog is considering using a Third Party Associate for business purposes, to the extent possible under the circumstances, the GasLog Personnel responsible for retaining the Third Party Associate must seek to understand the Third Party Associate's reputation, any government and/or political connections, historical business practices, prior instances of misconduct and familiarity with anti-corruption laws.
2. The reason for requiring a Third Party Associate and results of any due diligence conducted must be recorded by the GasLog Personnel considering engaging them.
3. In the case of an officer or employee of GasLog, the use of a Third Party Associate requires the approval of the officer's or employee's supervisor and GasLog's General Counsel. In the case of directors, the use of a Third Party Associate requires the approval of GasLog's General Counsel.
4. The terms on which the Third Party Associate is engaged must be recorded in a written agreement. The Third Party Associate must either be provided with a copy of this Policy and agree to comply with it or confirm it has its own equivalent policies that it will comply with, as part of its engagement with GasLog.
5. In the event that a Third Party Associate is engaged by GasLog for more than one year, they may be asked to certify that they have and will continue to comply with this Policy (or their own equivalent policy) and all applicable anti-corruption laws when performing services for GasLog. GasLog Personnel retaining Third Party Associates for terms longer than one year should check with GasLog's General Counsel as to how regularly certification is required prior to agreeing the final terms of engagement.
6. When a Third Party Associate is used to interact with a Government Official or Commercial Party on behalf of GasLog, all payments to that Third Party Associate must be commensurate with the service being provided and before such payments are made, adequate details about the services provided must be supplied. Expenses incurred by a Third Party Associate on GasLog's behalf when doing business with a Government Official or Commercial Party must conform to this Policy and be accompanied by the records and expenses forms required for GasLog Personnel.
7. In the course of entering into an agreement with a Third Party Associate and over the period during which services are rendered, GasLog Personnel are required to monitor the Third Party Associate's performance for any indication that the Third Party Associate may intend to act or has acted in a manner inconsistent with this Policy. If any GasLog Personnel become aware of any circumstances giving rise to suspicion that a Third Party

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Associate may be in breach of this Policy, GasLog Personnel are required to report such circumstances to their supervisor who will in turn report it to GasLog's General Counsel.

Example circumstances that may give rise to such suspicions are as follows:

- Reluctance or unwillingness to comply with the Policy;
- Failure to submit detailed receipts or information supporting a request for payment;
- Family relationships with Government Officials or Commercial Parties;
- Escalating commission rates or above-market commission rates;
- A Government Official or Commercial Party has suggested or required that the Third Party Associate be used;
- Inability to identify the value added by use of the Third Party Associate;
- Requests for payment of fees to be made in an unusual country or to an unusual recipient or bank account; and
- Undisclosed associates or subcontractors with whom fees or commissions are shared.