

International
Container Terminal
Services, Inc.

SUPPLIER CODE OF BUSINESS CONDUCT

POLICY STATEMENT

As expressed in its Code of Business Conduct, both International Container Terminal Services, Inc. (ICTSI) and external third parties acting with, for or on behalf of ICTSI such as its Suppliers, are committed to conducting business according to the highest ethical standards of honesty and integrity, in strict compliance with applicable laws and regulations. The Supplier Code of Business Conduct sets out what is expected of every Supplier working with or on behalf of ICTSI. By acceptance of this Code, the Supplier commits that all agreement and business relationships are subject to the provisions contained herein.

SCOPE

This code applies to all Suppliers of International Container Terminal Services Inc. (ICTSI) Business Units.

TERMS AND DEFINITIONS

TERM	DEFINITION
Suppliers	External third parties acting with ICTSI including business partners, consultants, contractors, distributors and service providers.
Code	Roadmap for guiding Suppliers on minimum behavioral and ethical principles.
Deputized Officer	ICTSI Compliance Officer's delegated official.

The following sections will serve as a guide to Suppliers in adhering to this code.

1. RESPONSIBILITY

1.1 It is the responsibility of every Supplier to be familiar with and to comply with both the spirit and the letter of the Code. All Suppliers agree to inform each of its employees, agents, sub-contractors and/or any representative (if any, as may be allowed).

1.2 ICTSI takes violations of the Code seriously. Suppliers who violate the Code may face termination of the business relationship and barred from acting on behalf of ICTSI in the future.

1.3 If you have any concerns or become aware of any breaches of this Code, you are responsible for reporting the violation immediately to the Deputized Officer.

2. NON-DISCRIMINATION

Both parties shall prohibit discrimination of any kind, including that on the basis of race, religion, gender, age, disability, or pregnancy. Any form of harassment, unprofessional or inappropriate work conduct will not be tolerated.

3. HEALTH, SAFETY, ENVIRONMENT & SOCIAL

3.1 Suppliers must protect all persons and property based on applicable laws as well as the Health, Safety, Security and Environment (HSE) Policies of the ICTSI Group (i.e. for MICT: https://www.mict.com.ph/ictsi-hse-policies-and-memos).

3.2 Suppliers shall immediately notify ICTSI in writing of any accident (i.e. injury, property damage, environmental) or when a high potential near-miss incident occurs.

3.3 Suppliers shall not employ child labor, and shall adhere to the minimum working age laws and other labor standards in its jurisdiction, as well as International Labor Organization's Declaration on Fundamental Principles and Rights at Work.

3.4 Suppliers shall promote ICTSI Global Principles of Human Capital (https://cdnweb.ictsi.com/s3fs-public/2020-11/hcb1_10.23_0.pdf) reflecting highest ethical standards and a commitment to protect the welfare, safety, and human rights.

3.5 Suppliers shall respect and promote the values that ICTSI upholds as a company consistent with strengthening the communities where they operate.

4. HONEST & ETHICAL BUSINESS PRACTICES

Anti-Bribery Obligations

4.1 Each Supplier warrants that its company has not, nor any of its employees, agents, sub-contractors and authorized representatives, engage in any form of bribery or corruption, directly or indirectly, to any government or public official/candidate or any officer or employee of ICTSI in order to secure an improper advantage or to influence any act or decision of such a person, in order to obtain or retain business for ICTSI.

4.2 All Suppliers must conduct their business in compliance with applicable anti-corruption laws and maintains policies and procedures designed to promote and achieve compliance with such laws and, furthermore, the anti-bribery obligations under ICTSI's Code of Business Conduct (https://cdnweb.ictsi.com/s3fs-public/inline-files/ictsi_-_code_of_business_conduct.pdf).

5. CONFLICT OF INTEREST

Suppliers must disclose any potential or actual conflicts of interest to the Deputized Officer and seek prior written approval before engaging in the concerned activity/transaction. The management will consider each situation carefully to determine whether a conflict of interest arises. Suppliers must fill out and submit the Supplier Conflict of Interest Disclosure Form (Appendix 1) at least once a year during the Supplier Re-Accreditation or at any point wherein a potential or actual conflict of interest arises. Suppliers must also take note of the High Risk Conflicts of Interest that Suppliers Must Avoid or that Must be Removed (Appendix 2).

6. FAIR BUSINESS PRACTICES & ANTI-TRUST

6.1 Suppliers must not engage in unethical or illegal business practices. They must conduct their business consistent with the law and with ICTSI's commitment to integrity.

6.2 Business information may not be obtained using unlawful or unethical means, such as misrepresentation, deception, theft, bribery or unauthorized use or access to hardware and/or software systems.

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6.4 All Suppliers must comply with applicable anti-trust laws where ICTSI operates in.

7. CONFIDENTIAL INFORMATION AND DATA PRIVACY

7.1 All discussions and information exchanged between ICTSI and Suppliers, whether in oral or written form, are to be treated confidentially by both parties, its employees and any partner appointed to act on their behalf. Both parties should protect confidential information from unauthorized disclosure outside of ICTSI. Confidential information may include sales and financial information, market research, ICTSI business opportunities and information about the relationships with ICTSI's business partners as well as ICTSI's technical and industrial information.

7.2 A violation of this provision of the Code will be meted with other penalties, civil and/or criminal in nature, pursuant to applicable laws, rules, and regulations.

8. COMPLIANCE WITH LOCAL LAWS AND THE CODE

8.1 It is ICTSI's policy to comply with all applicable laws and regulations in every country it operates in. For the avoidance of doubt, to the extent that any part of this Code is inconsistent with the local laws and/or regulations, local law and regulations should prevail.

8.2 Suppliers must set guidelines to ensure the compliance of its activities and its own sub-contractor's, representative's , and/or agent's activities with the Code.

8.3 Violations of the Code is considered as a material breach of the contract by the Supplier and may result to termination of business relationship. Additionally, any breach of the law may result in ICTSI reporting to the relevant authorities and/or instituting civil and/or criminal charges in the appropriate venue.

8.4 If you become aware of any potential or actual violations of the law or of this Code, you are required to disclose any relevant information to the Deputized Officer immediately.

DEPUTIZED OFFICER

Suppliers can contact the Deputized Officer at globalhradmin@ictsi.com for clarifications.

CONTACTS

SUBJECT	CONTACT	PHONE	EMAIL
Contents of and amendments to this code	Damien Samuel Huppert	+63 2 8247 6040	dhuppert@ictsi.com
Contents of and amendments to this code	Mariel B. Zamora	+63 2 8247 8069	mzamora@ictsi.com
Violations of this code.	Salvadora Inonog	+63 2 8247 8015	globalhradmin@ictsi.com

SUPPLIER CONFLICT OF INTEREST DISCLOSURE FORM

Supplier Name: _____

Name of Authorized Representative: _____

Position of Authorized Representative: _____

Address: _____

Phone No.: _____

Email: _____

It is ICTSI's policy to address how issues of actual, potential and perceived Conflicts of Interest involving Officers and Employees/Consultants of ICTSI and Suppliers should be identified, disclosed and managed.

All Suppliers interested in conducting business with ICTSI must complete and return the Supplier Conflict of Interest Disclosure Form as part of the Accreditation / Re-Accreditation requirements. Please note that all Suppliers are subject to comply with ICTSI's Supplier Code of Business Conduct as stated within the certification section below.

This form is designed to identify and disclose known conflicts in an effort to properly manage them.

Please refer to Annex A for the Definition of Terms.

Please complete the following questions and submit the form to the Deputized Officer (globalhradmin@ictsi.com), with the subject "Supplier Conflict of Interest".

1. Are any of your company owners, directors, officers or key employee/s a Closely Related Person to an officer, director, employee or regularly retained consultant of ICTSI?
   Yes ☐ No ☐

2. Are any of your company owners, directors, officers or key employee/s a current or former ICTSI employee?
   Yes ☐ No ☐

3. Are you aware if any of ICTSI's employee/s has/have a financial interest, direct or indirect, in your company, any of its affiliates, owners, directors, officers or key employee/s?
   Yes ☐ No ☐

4. Has an ICTSI employee accepted gifts, gratuities, lodging, dining, or entertainment, favor or anything of value from your company, any of its affiliates, owners, directors, officers or key employee/s that might reasonably appear to influence judgment or actions concerning your company's business with ICTSI?
   Yes ☐ No ☐

Your obligation with regard to the compliance to the ICTSI Supplier Code of Business Conduct, which includes Disclosure of Conflicts of Interest, is continuous. If any material changes to the responses provided on this disclosure form occur, or should you become aware of any potential or actual conflict following the submission of this form, the Supplier is required to promptly update the information on this form in writing, and submit the update to the Deputized Officer.

_____ _____
Signature Date

_____
Printed Name and Position of Authorized Representative

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ICTSI Use Only

Reviewed by:

DEPUTIZED OFFICER _____ _____
Name Date

Checked by (Procurement):

____ Yes, named employee or official was involved in the procurement process or decision.
____ No, named employee or official was not involved in the procurement process or decision.

GLOBAL PROCUREMENT HEAD _____ _____
Name Date

Remedial Action(s) to be taken:

Actions:-

ICTSI will follow-up on all recommended actions to ensure compliance.

Exceptional Review:

Global Corporate Audit & Compliance _____ _____
Name Date

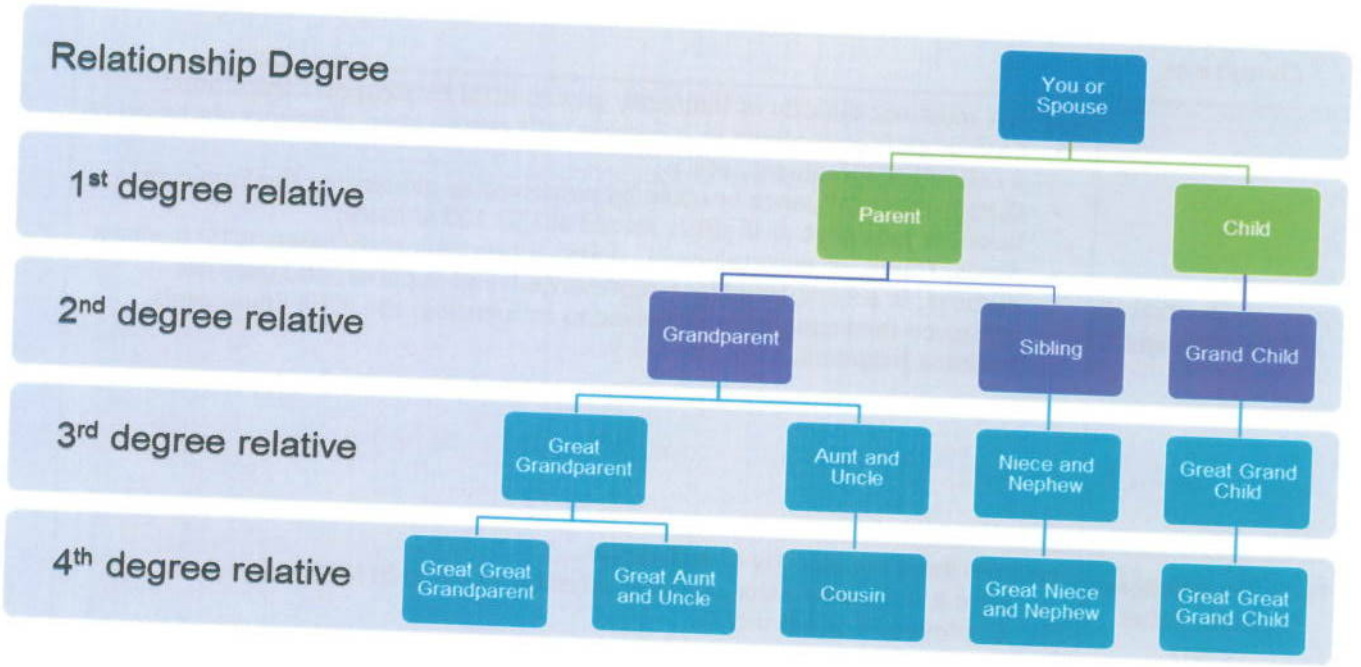
Remedial Action(s) to be taken:

Actions:-

ANNEX A - DEFINITION OF TERMS:

"**Closely Related Persons**" are made up of "Relatives" & "Close Personal Friend(s)".

"**Relatives**" include the Disclosing Party's spouse or domestic partner, children, children by adoption, stepchildren, parents, siblings and all other relatives, up to 4th level or degree of consanguinity (by blood) or affinity (by marriage). Relationship by affinity shall include the relatives of the Disclosing Party's *spouse* or *domestic partner* up to the 4th level or degree.



"**Close Personal Friend**" is defined as any person with whom an Employee has a meaningful social, intimate or business relationship outside of his/her work for ICTSI, including but not limited to co-employees, customers and business partners with whom the Employee may have developed a relationship in the course of employment with ICTSI.

High Risk Conflicts of Interest that Suppliers Must Avoid or that Must be Removed

Type of Conflict	What must be Avoided or Removed
External Engagements, including Employment	Employees/Consultants of ICTSI must not have any kind of paid or unpaid engagement with: • The Supplier, unless it meets a ICTSI business purpose or does not influence (and cannot be perceived as influencing) the Employee's/Consultant's business judgment; • Any other person or company if this impacts their performance at ICTSI.
Personal Financial Interests Relationships with ICTSI Employees/ Consultants	Employees/Consultants of ICTSI must not: • Be an Owner of the Supplier's company. • Have a substantial interest or have a substantial affiliation with the Supplier's Company;
Gifts, Meals, Travel & Entertainment	Suppliers must not directly or indirectly give to ICTSI Employees/Consultants: • Cash or cash equivalents (e.g., stocks, gift certificates, discounts not based on a collective agreement, etc.); • Gifts if these influence or could be perceived as influencing the Employee's business judgment or if gift is valued at US$ 100 or more; • Meals, travel, or entertainment, unless it predominantly meets ICTSI business purpose, is accompanied by a representative of Supplier, and does not influence (and cannot be perceived as influencing) the ICTSI Employee's business judgment.
Fees, Commissions, Services, Other Favors	Suppliers must not directly or indirectly: • Give a fee, commission, service, anything of value to ICTSI Employees/Consultants.