

Pro Cargo

Worldwide Anti-Corruption and Ethics Policy

I. **Pro Cargo** – defined to be Inclusive of

- a. Pro Cargo USA
- b. Pro Cargo Canada
- c. Procargo UAE

II. **Purpose**

The laws of most countries make the payment or offer of payment or even receipt of a bribe, kickback or other corrupt payment a crime, subjecting both Pro Cargo and individual employees to fines and/or imprisonment. These anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA), (found at <http://www.fcpa.us/>), make it a crime to pay, offer, or give anything of value to foreign governmental officials, a foreign political party (or official thereof) or candidate for foreign office, for the purpose of influencing the acts or decisions of those official, parties or candidates. This is true even if such payments are common within the country in question.

The purpose of this Policy is to ensure compliance by all employees, officers and directors of Pro Cargo, and its subsidiaries and affiliates, with the FCPA and related anti-corruption laws of other countries in which the Company does or intends to do business. This Policy covers the following:

- Bribes, Kickbacks or Other Corrupt Payments
- Relationships with Third Parties

III. **Scope**

This Policy applies to all employees, officers and directors of Pro Cargo and its subsidiaries and affiliates worldwide.

IV. **Policy**

Bribes, Kickbacks or Other Corrupt Payments

It is the policy of Pro Cargo that, in doing business anywhere in the world, Pro Cargo, all affiliates, employees, officers and directors of Pro Cargo, and all persons that act as a representative, agent, or advisor to Pro Cargo or any of its affiliates, must comply fully with applicable anti-corruption laws, especially the FCPA. Pro Cargo employees are prohibited from directly or indirectly offering, giving soliciting or receiving any form of bribe, kickback or other corrupt payment, or anything of value, to or from any person or organization, including government agencies, individual

government officials, private companies and employees of those private companies under any circumstances.

This prohibition applies:

- World-wide without exception
- Without regard to regional customs, local practices or competitive conditions.
- To the indirect payment of any such bribe, kickback or other corrupt payment that may be carried out through third parties, such as representatives, consultants, brokers, contractors, suppliers, joint ventures or affiliates, or any other intermediary or agent acting on behalf of Pro Cargo.

No employee will be penalized for any delay or loss of business resulting from his or her refusal to pay a bribe.

Third parties

This policy prohibits corrupt offers, promises and payments made through partners, intermediary agents, joint ventures, or third parties. Therefore, it is important to conduct due diligence on such partners or agents, and not disregard or ignore facts which indicate a probability that a corrupt payment may occur. The purpose of due diligence is to ensure, to the extent possible, that Pro Cargo retain only reputable and honest agents, representatives and partners. In addition, contracts with agents or third-party representatives and joint venture partners should, to the extent possible, include provisions to mitigate against the risk of potential illicit payments.