



## ANTI-FRAUD POLICY AND FRAUD RESPONSE PLAN

This policy outlines the Company's principles with respect to maintaining a fraud free environment, details procedures for employees to report suspected fraud and describes actions to be taken by the company.

### 1. Introduction

1.1 The Company is committed to the highest possible standards of openness, probity and accountability in all its affairs through the creation of the appropriate “tone at the top”. It is determined to maintain a culture of honesty and opposition to fraud and corruption, reinforced through the establishment and maintenance of an effective system of Internal Controls.

1.2 In line with that commitment, the Company’s Anti-Fraud Policy outlines the principles it is committed to in relation to preventing, reporting and managing fraud and corruption, including, but not limited to, violations of the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and the anti-corruption laws of the other countries where the Company does business.

1.3 This Anti-fraud Policy reinforces the Company’s approach by setting out the ways in which employees can voice their concerns about suspected fraud or corruption. It also outlines how the Company will deal with such complaints.

### 2. Implementation

2.1 This plan is to be implemented where suspicions of fraud or corruption have been raised.

Fraud is defined as:

"The intentional distortion of financial statements or other records by persons internal or external to the company which is carried out to conceal the misappropriation of assets or otherwise for gain".

Corruption is defined as:

"The offering, giving, soliciting or acceptance of an inducement or reward, which may influence the action of any person".



2.2 Fraudulent or corrupt acts may include, but are not limited to:

- Misappropriation of fund, securities, equipment, supplies, or other assets;
- Impropriety in the handling or reporting of money or financial transactions;
- Altering or incorrectly reporting information for personal gain or the advantage of another;
- Profiteering as a result of insider knowledge of Company activities;
- Disclosing confidential and proprietary information to outside parties;
- Disclosing to other persons securities activities engaged in or contemplated by the Company;
- Accepting or offering a bribe or kickback, or accepting gifts or other favors under circumstances that might lead to the inference that the gift or favor was intended to induce a decision;
- Corruptly offering or giving money or anything of value, directly or indirectly through agents or intermediaries, to foreign officials to assist the Company in obtaining or retaining business; and
- Undertaking any activities which are unlawful, against the Company's policies, fall below established standards or practices, or amount to improper conduct.

2.3 This is not an exhaustive list. If a person is in any doubt about the seriousness and nature of his/her concern, advice and guidance can be obtained from the Internal Auditor/Audit Committee Chairman.

### 3. Safeguards

3.1 Harassment or Victimization - The Company recognizes that the decision to report a concern can be a difficult one to make, not least because of the fear of reprisal from those responsible for the malpractice. The Company will not tolerate harassment or victimization and will take action to protect those who raise a concern in good faith.

3.2 Confidentiality - The Company will do its best to protect an individual's identity when he or she raises a concern and does not want their name to be disclosed. It must be appreciated, however, that the investigation process may reveal the source of the information and a statement by the individual may be required as part of the evidence.

3.3 Anonymous Allegations - This policy encourages individuals to put their names to allegations. Concerns expressed anonymously are much less powerful, but they will be



considered at the discretion of the Company. In exercising this discretion, the factors to be taken into account would include: the seriousness of the issues raised; the credibility of the concern; and the likelihood of confirming the allegation from attributable sources.

3.4 Untrue Allegations - If an allegation is made in good faith, but it is not confirmed by the investigation, no action will be taken against the originator. If, however, individuals make malicious or vexatious allegations, action may be considered against the individual making the allegation.

#### 4. Roles and responsibilities

4.1 Managers are the first line of defense against fraud. They should be alert to the possibility that unusual events may be symptoms of fraud or attempted fraud. Management is responsible for ensuring that an adequate system of internal control exists within their area of responsibility, and that those controls are properly operated and complied with.

4.2 Employees must have, and be seen to have, the highest standards of honesty, propriety and integrity in the exercise of their duties. They are responsible for reporting any suspected fraud, impropriety or other dishonest activity immediately to their manager or through the whistleblower program, and to assist in the investigation of any suspected fraud.

4.3 The internal audit activity evaluates and contributes to the improvement of the organization's risk management, control, and governance processes through consulting and assurance activities. Towards this end the Internal Auditor will prepare and execute annual audit plans, based on an evidenced risk assessment procedure, through identifying potential risk areas and qualifying risks as high, medium and low. The respective risk assessment will determine the frequency and volume of testing to be carried out during each year.

#### 5. Facilitation

5.1 The Company's Whistle-blowing Program is intended to encourage and enable staff to raise serious concerns within the Company rather than overlooking a problem due to fear of harassment and victimization.



5.2 The Whistle-blowing Program is outlined in the Company's Code of Ethics, which is available on the Company website.

5.3 Incidents will be logged in the Fraud Register, which is maintained by the Internal Auditor and the Chairman of the Audit Committee. The Fraud Register records details of the allegations made, investigations carried out and the respective conclusions made.

## 6. How Will Allegations of Fraud or Corruption Be Dealt With By the Company?

6.1 For issues raised by employees or members of management, the action taken by the Company will depend on the nature of the concern. The matters raised may:

- be investigated internally or
- be referred to the Company's lawyers

6.2 When a concern is received, it shall be properly communicated to the Audit Committee and the Internal Auditor. An action plan and line of reporting of the incident will be determined on a case by case basis, and will directly depend on the significance and potential impact of the suspected fraud activity.

The respective complaint, the actions taken and the respective conclusions will be outlined in the Fraud Register mentioned above, for recording and audit trail purposes.

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