BP-POL-001

Business Integrity, Anti-Bribery & Corruption Policy

Clear rules for honest decisions, public-official interactions, gifts, conflicts and accurate records

Blue Palm wins and keeps business through quality, service, fair dealing and trusted relationships—never through bribery, hidden influence or improper advantage.

VERSION	1.0
STATUS	Approved
POLICY OWNER	Nominated Compliance Officer – Mr. Hiua Schuani
APPROVAL AUTHORITY	CEO – Mr. Hiua Schuani
APPLIES TO	Blue Palm personnel and relevant third parties in Federal Iraq, the Kurdistan Region and the UAE/Dubai

BLUE PALM FOOD FZ LLC • Version 1.0 • 2026

1. Purpose

This policy prevents bribery and corruption in Blue Palm's sourcing, procurement, sales, logistics, tendering, licensing and other business activities. It protects employees, customers, suppliers and the company by establishing clear rules for interactions with public officials and private counterparties.

2. Scope

This policy applies to directors, employees, temporary and agency workers, secondees, consultants and anyone acting for or representing Blue Palm. Contractual controls apply to suppliers, customs brokers, freight agents, sales agents, advisers, subcontractors and other relevant business partners.

3. Core standard

ZERO TOLERANCE
Never offer, promise, give, request, agree to receive or accept an improper advantage—directly or through another person—to influence a decision, secure business, avoid a requirement or reward improper conduct.

3.1 Prohibited conduct

- Bribes, kickbacks, secret commissions, improper rebates and personal benefits.
- Payments or benefits to obtain permits, customs clearance, inspections, tender awards, payment of invoices or confidential information improperly.
- Using a relative, agent, supplier, charity or other intermediary to do something Blue Palm could not lawfully or ethically do itself.
- Falsifying invoices, descriptions, quantities, beneficiaries, expenses or accounting entries; maintaining an off-book fund or undisclosed account.
- Offering employment, contracts or other advantages to influence a public official or commercial decision-maker.

4. Gifts, hospitality and expenses

Gifts and hospitality must be lawful, modest, infrequent, transparent, for a legitimate business purpose and never cash or a cash equivalent. These internal thresholds are controls, not legal safe harbours:

Situation	Required action
Public official involved	Advance written Compliance approval and register entry, regardless of value.
Commercial gift/hospitality over AED 200 or IQD 75,000 per person	Advance written approval and register entry.
Any cash, gift card, personal transfer or concealed benefit	Prohibited.

Situation	Required action
Travel or accommodation for an external person	CEO and Compliance approval; written agenda, lawful business purpose and direct payment to the provider.
Gift received that cannot politely be refused	Accept only to avoid offence or risk, then report promptly for return, sharing, donation or other documented disposal.

The Nominated Compliance Officer may set lower thresholds for a location, customer, tender or higher-risk activity and may prohibit an item even if below a threshold.

5. Facilitation payments and duress

Small unofficial payments to speed up a routine action are prohibited. If an individual reasonably believes there is an immediate threat to health or safety, they should prioritise safety, make no promise beyond what is necessary, and report the event within 24 hours. The record must state the amount, recipient, circumstances and witnesses. A commercial delay or threat to goods is not, by itself, duress.

6. Conflicts of interest

- Disclose any personal, family, financial or outside-business interest that could affect—or appear to affect—an objective Blue Palm decision.
- Do not take part in selection, approval, supervision or payment until a documented management plan is approved.
- Declare relationships with public officials or decision-makers connected to Blue Palm business.
- Update the declaration when circumstances change and at least annually for exposed roles.

7. Donations, sponsorship and political activity

Blue Palm does not make political contributions in its name. Charitable donations, sponsorships and community support require written CEO approval, verified beneficiary details, a legitimate purpose, no link to a pending decision or tender, payment to the beneficiary's official account and a complete record. Personal political activity must be lawful, outside working time and must not imply Blue Palm endorsement.

8. Payments, accounts and approval

- Pay only against a valid contract, purchase order or approved expense and evidence that the goods or services were delivered.
- Pay the contracted party into a bank account held in the same legal name. Escalate third-party, personal, cash or unexplained offshore payment requests.
- Describe transactions accurately and never split invoices or approvals to avoid a control.
- Use proportionate separation between requesting, approving, receiving and paying wherever staffing permits; where it does not, obtain a documented second review by the CEO or delegate.

9. Reporting and response

Concerns must be raised under BP-POL-003 Speak-Up & Whistleblowing. The recipient will protect confidentiality, prevent retaliation, preserve evidence and assess whether legal advice, suspension of a payment or relationship, disclosure to an authority or other remedial action is required.

Roles and responsibilities

Role	Core responsibility
CEO	Approves the policy; sets the tone; authorises high-risk exceptions or relationships; ensures adequate resources and independent escalation.
Nominated Compliance Officer	Maintains the legal register, advice channel, risk records and registers; coordinates training, screening, investigations and annual review.
Managers and supervisors	Apply the controls in daily decisions, create a respectful environment, prevent retaliation and escalate concerns without delay.
All workers	Read and follow the policy, complete required training, keep accurate records, ask when unsure and report suspected breaches.
Finance or payment approver	Rejects incomplete, unusual or improperly described payments; verifies beneficiary and supporting evidence; preserves an auditable record.
Third parties	Comply with contractual anti-bribery terms, disclose conflicts, keep accurate records and cooperate with proportionate audits or investigations.

Training, records and monitoring

Training

Induction must cover the parts of this policy relevant to each role. Refresher training is required at least annually for exposed roles and when a material change occurs. Training may be brief and practical, but attendance and comprehension must be recorded.

Minimum records

- Gifts and hospitality register; conflict declarations; donation and sponsorship approvals.
- Third-party due-diligence and approval records; contracts and commission rationale.
- Invoices, payment evidence, expense claims, exception approvals, investigation and remediation records.

Proportionate indicators

- Completion of annual training by exposed roles.
- Number and age of unresolved conflict or gifts-register items.
- Higher-risk third parties approved, rejected, suspended or remediated.
- Control exceptions and substantiated concerns reported to the Managing Director.

Records must be accurate, access-controlled and retained for the period required by applicable law, contract and Blue Palm's retention schedule. Personal data and sensitive reports must be restricted to those with a legitimate need to know.

Breaches, protection and review

A breach may result in corrective action or discipline up to and including dismissal, subject to applicable law and a fair process. Third-party breaches may lead to remediation plans, suspension, termination, recovery of loss and reporting to a competent authority where required.

Blue Palm prohibits retaliation against anyone who raises a concern, assists an investigation or refuses conduct they reasonably believe would breach law or this policy. Deliberately false or malicious allegations may be addressed through a fair disciplinary process; a concern that is not substantiated is not, by itself, misconduct.

The Nominated Compliance Officer will review this policy at least annually, after a significant incident, and when relevant law, sanctions, licensing conditions or operations change. Material changes require CEO approval.

Legal and standards reference

This section is a concise implementation map, not a complete statement of the law. The current official text, local legal advice and the applicable entity or licence conditions must be checked before relying on a provision.

Instrument	Relevance to this policy
Iraq Penal Code No. 111 of 1969, including bribery offences in Articles 307–314	Criminalises bribery and related conduct involving public functions in Iraq. official/source text
Federal Commission of Integrity and Illicit Gain Law No. 30 of 2011, as amended by Law No. 30 of 2019	Establishes the federal integrity framework relevant to public-sector corruption in Iraq.
UAE Federal Decree-Law No. 31 of 2021 Promulgating the Crimes and Penalties Law, as amended	Contains UAE bribery and corruption offences applicable to conduct in the UAE. official/source text

Voluntary European and international benchmarks

OECD Guidelines for Multinational Enterprises on Responsible Business Conduct (2023) — source

Appendices

APPENDIX A

Gifts and Hospitality Register

Use for any offered, received or provided gift or hospitality that must be declared under BP-POL-01.

Ref.	Date	Employee	Other party	Offered / received / provided	Description & value	Business purpose	Decision / approver

Notes or conditions (including return, refusal or charitable transfer):

Reviewer/approver		**Date**	
Signature		**Review/expiry date**	

APPENDIX B

Conflict of Interest Declaration

Complete on joining, annually, and whenever a new actual, potential or perceived conflict arises.

Name and role	
Date declared	
Related person/entity	
Relationship or interest	
Relevant transaction, supplier, customer or decision	

Describe the conflict and how it could affect—or appear to affect—your judgement:

Have you taken part in any related decision?	☐ No ☐ Yes — explain above

Proposed or required control (for example: withdraw from decision, independent review, reassignment):

Decision: ☐ **Approved** ☐ **Approved with conditions** ☐ **Declined**

Reviewer/approver		**Date**	
Signature		**Review/expiry date**	

Conditions / monitoring actions:

APPENDIX C

Donation or Sponsorship Approval

Complete before Blue Palm commits money, products, services or company resources.

Recipient organisation	
Purpose / event / beneficiary	
Type and amount/value	
Requested by / business unit	
Proposed payment or delivery date	

Recipient identity and legitimacy checked	☐ Yes ☐ No ☐ Not applicable
Links to public officials, customers or active tenders checked	☐ Yes ☐ No ☐ Not applicable
No personal benefit, cash payment or improper influence identified	☐ Yes ☐ No ☐ Not applicable
Supporting evidence attached	☐ Request/proposal ☐ Due diligence ☐ Invoice/bank details ☐ Other

Business/community rationale and expected benefit:

Risks, conditions or restrictions:

Decision: ☐ **Approved** ☐ **Approved with conditions** ☐ **Declined**

Reviewer/approver		**Date**	
Signature		**Review/expiry date**	

APPENDIX D

Third-Party Due-Diligence and Approval Record

Use with BP-POL-01 and BP-POL-002 before appointment and at renewal or a material trigger event.

Legal name / trading name	
Country, registration no. and address	
Service / supply and territory	
Owners / controllers / key contact	
Bank account name and country	

Checks completed

Check	Result	Evidence/source	Date / checker
Corporate identity & ownership	☐ Clear ☐ Concern		
Sanctions / watchlists	☐ Clear ☐ Concern		
Adverse media & reputation	☐ Clear ☐ Concern		
References / capability	☐ Clear ☐ Concern		

Red flags identified and how resolved:

Risk rating: ☐ Low ☐ Medium ☐ High

Decision: ☐ Approved ☐ Approved with conditions ☐ Declined

Reviewer/approver		**Date**	
Signature		**Review/expiry date**	

Approval conditions / enhanced monitoring:

APPENDIX E

Contract and Commission Rationale Record

Complete before approval of any agency, referral, brokerage or commission-based arrangement.

Counterparty / agent	
Contract / opportunity reference	
Services and territory	
Contract term	
Fee / commission rate and calculation basis	
Payment recipient, account name and country	

Commercial rationale: why this arrangement is necessary and reasonable:

Evidence of market rate, negotiation or value for money:

Written contract includes clear services, fees and payment terms	☐ Yes ☐ No ☐ Not applicable
Anti-bribery, sanctions, audit/records and termination clauses included	☐ Yes ☐ No ☐ Not applicable
Payment is proportionate to legitimate, evidenced work	☐ Yes ☐ No ☐ Not applicable
No cash, third-party account or unexplained offshore payment	☐ Yes ☐ No ☐ Not applicable

Deliverables/evidence required before payment and any special conditions:

Decision: ☐ **Approved** ☐ **Approved with conditions** ☐ **Declined**

Reviewer/approver		**Date**	
Signature		**Review/expiry date**	