



POLICIES & PROCEDURES

# Business Ethics Policy

 [ethosenergy.com](https://ethosenergy.com)

 [enquiries@ethosenergy.com](mailto:enquiries@ethosenergy.com)

# Contents

<b>1.0</b>	<b>Introduction</b>	<b>3</b>
<b>2.0</b>	<b>the Objectives</b>	<b>4</b>
<b>3.0</b>	<b>Who Does the Policy Apply to?</b>	<b>4</b>
<b>4.0</b>	<b>What Is Expected Of Us?</b>	<b>5</b>
<b>5.0</b>	<b>Reporting Suspected non-Compliance</b>	<b>6</b>
<b>6.0</b>	<b>Business and Personal Integrity</b>	<b>7</b>
6.1	Bribery and Corruption	8
6.2	Facilitation Payments	9
6.3	Use of Commercial Intermediaries (including Processing Intermediaries)	10
6.4	Anti-Slavery and Human Rights	10
6.5	Conflicts of Interest	12
6.6	Gifts and Hospitality	15
6.7	Charitable Donations	16
6.8	Political Donations	16
<b>7.0</b>	<b>National and International trade</b>	<b>17</b>
7.1	Trade Compliance and Economic Sanctions	18
7.2	Competition / Antitrust Regulations	19
<b>8.0</b>	<b>Financial Responsibility</b>	<b>20</b>
8.1	Accounting Systems and Procedures	20
8.2	Fraud	21
8.3	Money laundering	22
8.4	Inside Information and Insider Dealing	22
8.5	Confidentiality	23
8.6	Use of EthosEnergy IT Assets	25
<b>9.0</b>	<b>Intellectual Property</b>	<b>25</b>
9.1	Data Privacy	26
<b>10.0</b>	<b>Appendix</b>	<b>27</b>
10.1	Index	27
10.2	Whistleblowing Helpline Contact Details	28
10.3	Business Ethics Policy Receipt & Acknowledgement	29
<b>11.0</b>	<b>EthosEnergy Contacts</b>	<b>29</b>

# 1.0 Introduction

Our business model at EthosEnergy is based upon a foundation of integrity, ethical conduct and mutual respect, and the trust that results from telling the truth, following the law, treating each other properly, and delivering on our promises.

Our reputation for honesty and trustworthiness is essential to our continued success, and each of us has the responsibility to preserve that reputation.

This Business Ethics Policy is designed to help each of us meet that responsibility. It explains the principles and practices that guide us in how we conduct business around the world. It applies to all employees, officers and directors of EthosEnergy, and we expect all of our contractors, subcontractors, agents and others who work on our behalf to abide by these standards as well. The Business Ethics Policy provides important guidelines, but it cannot address every possible situation that may arise. We are constantly challenged to find appropriate solutions to new situations that confront us in our work and in our daily lives. The principles of integrity and personal responsibility should always guide our decisions. In complex situations, it is sometimes difficult to see the way forward clearly. If you are ever unsure about the best course of action, you should ask your supervisor or one of the other resources mentioned in this Policy for advice. In addition to the obligation to conduct ourselves properly, we also have a duty to report any improper or unethical conduct we may observe or suspect in connection with our work, so that any such conduct can be reviewed and corrected, if appropriate. Concerns can be raised in a number of ways, including by using the secure Helpline managed by a third party, all of which are detailed in the Policy. Any questions or concerns will be taken seriously and will be addressed

thoughtfully and consistently on the basis of actual facts. You will never face retaliation for asking questions or raising concerns in good faith.

A reputation for ethics and integrity is a competitive advantage. It helps attract customers and talented additions to our work force; and it increases our efficiency and reduces our liabilities.

I look forward to working together with all of you at EthosEnergy. As we combine our uncompromising character, mutual respect, transparent business behaviour and world-class products and services, we will build both customer and employee satisfaction and sustainable profitable growth.



**Ana Amicarella**  
CEO

## 2.0 The Objectives

the Business Ethics Policy has the following objectives:

- To maintain, strengthen and protect the reputation for integrity and business ethics with all laws and regulations applicable that EthosEnergy and EthosEnergy Personnel to EthosEnergy’s business activities in have built with all parties that they deal with all countries in which it operates
- To ensure that EthosEnergy Personnel conduct all their business activities in an ethical manner, opportunities, transparency and promote reflecting EthosEnergy’s Integrity Ethos the procedure for raising concern
- To ensure that EthosEnergy Personnel comply with all laws and regulations applicable to EthosEnergy’s business activities in all countries in which it operates
- To promote a culture of equal opportunities, transparency and promote reflecting EthosEnergy’s Integrity Ethos the procedure for raising concern

[Whistleblowing helpline](#)

[Jump to Page 28](#) for a full list of Country Access Numbers.

[Click here for Online Reporting System.](#)



## 3.0 Who Does the Policy Apply to?

This Policy applies to all ‘EthosEnergy Personnel’ engaged by EthosEnergy worldwide.

For the purposes of the Business Ethics Policy, EthosEnergy comprises the following legal entities (whether corporations, limited partnerships or other business structures):

- EthosEnergy
- Subsidiaries of EthosEnergy
- Joint venture companies or consortia which are under the day-to-day management of EthosEnergy or a subsidiary of EthosEnergy

The following persons will be deemed to be ‘EthosEnergy Personnel’:

- Directors and Officers of EthosEnergy
- Employees of EthosEnergy
- Contractors, consultants, representatives, intermediaries, suppliers, subcontractors, agents, and any other third parties retained by EthosEnergy



To assist in implementing and administering the Business Ethics Policy ‘Responsible Officers’ have been appointed. Responsible Officers are normally the CEO / President or senior management. They work closely with EthosEnergy Legal and Compliance and have responsibility for implementing, communicating and administering the Business Ethics Policy and ensuring that policies, procedures and training across EthosEnergy is consistent with the Business Ethics Policy.

## 4.0 What Is Expected Of Us?

EthosEnergy Personnel are expected to perform and work with honesty and integrity and comply with all applicable laws in the course of their business activities, whether or not specifically covered by the Business Ethics Policy or any other EthosEnergy Policy.

As one of EthosEnergy’s Personnel, you have a personal responsibility to observe the standards of conduct and other requirements of the Business Ethics Policy whether or not these standards and requirements are also imposed by law.

In the case of EthosEnergy employees, violations or non-compliance with applicable laws or EthosEnergy policies will constitute grounds for disciplinary action, including, when appropriate, termination of employment.

For non-employees, such as contractors, suppliers, subcontractors, consultants, representatives, intermediaries, agents, or any other third parties conducting business on behalf of EthosEnergy, violations or non-compliance with applicable laws or EthosEnergy policies will result in the termination of any relationship with EthosEnergy.

## What about different laws in different countries?

EthosEnergy does business globally, and that means you are subject to different laws and regulations. The Business Ethics Policy establishes general principles for business conduct applicable throughout EthosEnergy, regardless of location. Where differences exist as the result of local laws or regulations you must apply either the Business Ethics Policy or the local requirements – whichever sets the highest standard of behaviour.

### 5.0 Reporting Suspected Non-Compliance

You must immediately report any breaches or potential breaches of the Business Ethics Policy of which you become aware.

Matters may be reported via:

- EthosEnergy Legal and Compliance
- Your Responsible Officer
- Human Resources
- Calling the Whistleblowing Helpline or [use the web based report system](#)

Any issue or concern can be reported on a confidential or, if you prefer, anonymous basis via the Whistleblowing Helpline at any time.

Reports or questions received via the Whistleblowing Helpline will be dealt with in a professional and confidential manner. Matters relating to the Business Ethics Policy will normally be dealt with by EthosEnergy Legal and Compliance . All such communications will be held in confidence to the extent consistent with carrying out an appropriate investigation under applicable laws.

Failure to report knowledge of a violation of the Business Ethics Policy, or failure to assist or co-operate in the investigation of reported non-compliance, may result in disciplinary action being taken against you.

There will be no retaliation, retribution or victimisation in any form against an individual who reports in good faith a suspected violation of the Business Ethics Policy or assists with an investigation, even if the report is mistaken and / or the facts later turn out to be inaccurate or do not trigger any further action. An individual who retaliates in any way against a person who has, in good faith, reported a violation or suspected violation of the Business Ethics Policy will be subject to disciplinary action, which may include termination of employment.

## Stop! think! Ask!

The Business Ethics Policy cannot address every situation. Often law or policy will clearly dictate the answer, but on many occasions the situation will require interpretation to decide upon the appropriate action.

**When faced with a decision, stop, think and ask yourself the following:**

- What feels right or wrong about the situation or action?
- Is your proposed action consistent with the law, the Business Ethics Policy and the EthosEnergy Integrity Ethos?
- How might your decision or course of action affect others – for example fellow employees, our customers, our suppliers, our contractors, our competitors, the community, or EthosEnergy’s shareholders?
- How might your decision or course of action appear to others? Sometimes an innocent action can result in the appearance of wrongdoing
- Have you fully explored the consequences of your decision? Would additional advice be helpful? Can your Responsible Officer or EthosEnergy Legal and Compliance help?
- If you are not completely sure, then seek advice from your Responsible Officer, EthosEnergy Legal and Compliance, or report your concern to the Whistleblowing Helpline at any time

## 6.0 Business and Personal Integrity

### Fast Bucks

EthosEnergy expressly prohibits the making, offering, authorizing or acceptance of improper payments (or anything else of value), in any business dealings, in any country around the world.

EthosEnergy, EthosEnergy Personnel and EthosEnergy Business Partners must not, either directly or indirectly, make, offer, authorize or accept any unlawful payment, bribe or anything else of value.

EthosEnergy expressly prohibits the payment of facilitation payments or other such ‘greasing’ or ‘enabling’ payments made to expedite routine transactions (e.g. customs inspections, visa processing, etc.) – even if the failure to pay leads to a delay or loss of business opportunity.

## Whistleblowing helpline

[Jump to Page 28](#) for a full list of Country Access Numbers.

[Click here for Online Reporting System.](#)



## 6.1 Bribery and Corruption

The making, offering, authorizing or acceptance of improper payments is never acceptable in any situation and exposes EthosEnergy, EthosEnergy Personnel and EthosEnergy Business Partners to possible criminal prosecution and large civil fines or penalties. Acts or allegations of bribery can do serious damage to EthosEnergy's reputation.

You may give what is required to prevent you from being harmed. However, you must immediately report the incident in writing to EthosEnergy Legal and Compliance and your Responsible Officer, and, if reimbursed or otherwise paid by EthosEnergy, the payment must be accurately recorded in EthosEnergy's books and records (or in your expense report if paid with personal funds) as a duress payment.

For the purposes of the Business Ethics Policy, 'improper payments' is used to describe a broad range of payments of money or anything of value (including kickbacks, bribes or payoffs) made, offered, authorized or accepted in an attempt to influence a decision affecting EthosEnergy or for the personal gain of an individual.

EthosEnergy and EthosEnergy Personnel may be subject to anti-bribery legislation, including the US Foreign Corrupt Practices Act 1977 (FCPA) and the UK Bribery Act 2010. The FCPA is targeted at the bribery of public or government officials. However, the UK legislation relates not only to bribery of public or government officials, but also to bribery in the private sector ("commercial bribery"). The legislation prohibits bribery even when it is committed outside these countries' own borders. For further information see EthosEnergy's [Policy Prohibiting Bribery](#).

Any EthosEnergy Personnel found to have made, offered, authorized or accepted an improper payment, whether directly or indirectly, will be subject to: (i) in the case of an employee, disciplinary action which may ultimately lead to dismissal or (ii) in the case of a contractor, consultant, supplier, subcontractor, representative, intermediary or agent, termination of their services. Where appropriate, the matter will also be reported to the relevant criminal authorities.

## 6.2 Facilitation Payments

EthosEnergy makes no distinction between bribes and so-called ‘facilitation,’ ‘greasing’ or ‘enabling’ payments to expedite or otherwise procure a transaction. EthosEnergy Personnel shall not make, offer, authorize or accept bribes or facilitation payments on behalf of EthosEnergy.

The **only exception** to this is where there is a real and imminent threat to the health, safety, personal security or welfare of any EthosEnergy Personnel or a member of his or her family or a co-worker. An example of this would be where a government official demands money (or something else of value)

from you and threatens your personal security if their request is not met. If a payment is made under duress in these exceptional circumstances, it must be immediately reported in writing to EthosEnergy Legal and Compliance and your Responsible Officer, and accurately recorded in EthosEnergy’s books and records (or in your expense report if paid with personal funds) as a duress payment. For further information see EthosEnergy’s [Facilitation Payments Policy](#).

BUSINESS AND PERSONAL INTEGRITY CONTINUED

### Feeling Uncomfortable..?

EthosEnergy has rules and processes governing the engagement of external agents and similar third party representatives (commercial intermediaries / processing intermediaries).

Approval is required before use of a commercial/processing intermediary in accordance with the Commercial and Processing Intermediary Policy.

EthosEnergy Personnel must ensure that all fees and commissions paid to commercial intermediaries / processing intermediaries in relation to sales revenues or other business transactions with EthosEnergy are proportionate and legal in the relevant jurisdictions.

#### Whistleblowing helpline

[Jump to Page 28](#) for a full list of Country Access Numbers.

[Click here for Online Reporting System.](#)



## 6.3 Use of Commercial Intermediaries

(including Processing Intermediaries)

Business practices or other conditions in certain countries require the use of commercial intermediaries to represent EthosEnergy's interests. In many cases these commercial intermediaries can arrange negotiations and services more efficiently than otherwise might be possible. Commercial intermediaries must undergo careful due diligence before being chosen because their improper conduct could damage EthosEnergy's reputation and expose EthosEnergy and EthosEnergy Personnel to legal liabilities.

All contracts must clearly stipulate that improper or illegal payments are not to be made – this includes any form of facilitation payment. Commercial intermediaries must be given a copy of this Business Ethics Policy and asked to confirm in writing their acceptance and compliance with the principles and standards contained in it.

EthosEnergy will terminate relationships with any commercial intermediaries who violate the bribery and corruption provisions of the Business Ethics Policy. For further information see EthosEnergy's [Commercial and Processing Intermediaries Policy](#).

---

## 6.4 Anti-Slavery and human Rights

Modern slavery is a crime and a violation of fundamental human rights. It involves the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. This can include slavery, servitude, forced and compulsory labour and human trafficking. Engaging in or facilitating this type of activity exposes both EthosEnergy and EthosEnergy Personnel to possible criminal prosecution and large fines and penalties. EthosEnergy has a zero tolerance approach to any form of modern slavery and is committed to ensuring that no modern slavery or human trafficking is taking place in any part of our business or in our supply chain.

EthosEnergy is committed to upholding the UN Global Compact principles in relation to human rights and labor. This includes:

- Supporting and respecting the protection of human rights
- Ensuring that we are not complicit in human rights abuse
- Upholding the freedom of association and the effective recognition of the right to collective bargaining
- Eliminating all forms of forced and compulsory labor
- Abolishing child labor
- Eliminating discrimination in respect of employment and occupation

EthosEnergy expects all of its business partners to conduct their business with honesty and integrity, to act in an ethical manner and comply with all applicable laws. All should (at a minimum):

- Not tolerate or engage in any form of bribery or corruption, and they shall not make, offer, authorize or accept any unlawful payment, bribe or anything else of value for the purpose of influencing decision making
- Support and respect the protection of human rights and promote equal opportunities and treatment of employees
- Recognize the right of freedom of association of employees and rights of collective bargaining
- Eliminate all forms of modern slavery and forced labor from their business
- Prohibit child labor in their business operations, in line with the International Labor Organization Convention No. 138
- Refuse to tolerate unacceptable treatment of employees, including sexual harassment and discrimination

The prevention, detection and reporting of modern slavery in our business and supply chain is the responsibility of both EthosEnergy and EthosEnergy Personnel. You are required to avoid any activity

that may lead to, or suggest, a breach of this Business Ethics Policy. Any EthosEnergy Personnel found to be in breach of the UK Modern Slavery Act 2015 or this Business Ethics Policy, whether directly or indirectly, will be subject to: (i) in the case of an employee, disciplinary action which may ultimately lead to dismissal or (ii) in the case of a contractor, consultant, supplier, subcontractor, representative, intermediary or agent, termination of their services. Where appropriate, the matter will also be reported to the relevant criminal authorities.

You are encouraged to raise any concerns or suspicion of modern slavery in any part of our business or supply chain at the earliest opportunity. If you believe or suspect a breach of the modern slavery provisions of this Business Ethics Policy has occurred or may occur, you must immediately report this to EthosEnergy Legal and Compliance or your Responsible Officer. If you are unsure whether a particular act or treatment of workers or their working conditions within any tier of our supply chain constitutes any form of modern slavery, raise it with your line manager. EthosEnergy reserves the right to terminate a business relationship with any business partners in violation to anti-slavery and/ or human rights. For further information see EthosEnergy's Global Supplier Code of Conduct.

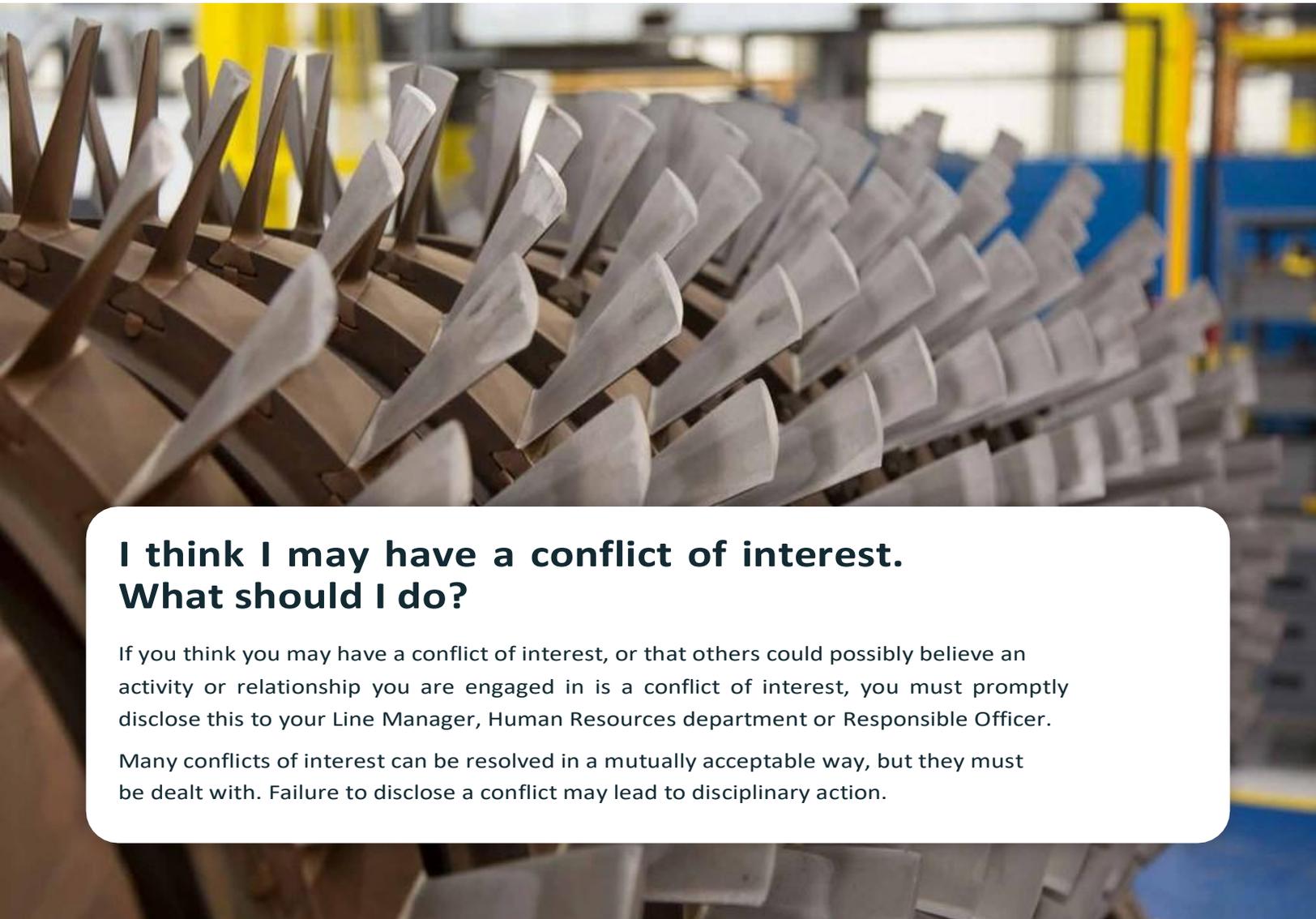
## 6.5 Conflicts of Interest

EthosEnergy Personnel must avoid conflicts of interest between their private activities or personal interests and their responsibilities and duties owed to EthosEnergy.

EthosEnergy Personnel must declare any potential conflicts of interest to their Line Manager, Human Resources department or Responsible Officer.

You must not accept (directly or indirectly) any personal payments, services or loans from a competitor, customer, supplier or contractor of EthosEnergy.

Conflicts of interest include any personal interests which may affect your impartiality in any matter relevant to your duties. For further information see EthosEnergy's [Conflicts of Interest Policy](#).



### **I think I may have a conflict of interest. What should I do?**

If you think you may have a conflict of interest, or that others could possibly believe an activity or relationship you are engaged in is a conflict of interest, you must promptly disclose this to your Line Manager, Human Resources department or Responsible Officer.

Many conflicts of interest can be resolved in a mutually acceptable way, but they must be dealt with. Failure to disclose a conflict may lead to disciplinary action.

## **Stop! think! Ask!**

Even when nothing wrong is intended, it is crucial to consider how your actions might appear and to avoid the perception of a conflict of interest.

**When faced with a possible conflict of interest stop, think and ask yourself the following:**

- Would other employees or an outsider think it might affect how I do my job?
- Could it affect any decision I might make at EthosEnergy?
- Do I or my family stand to gain anything from my relationship with the third party doing business with EthosEnergy or vice-versa?
- Do I feel under any obligation due to my relationship with the third party doing business with EthosEnergy?
- Would I be embarrassed if anyone inside or outside of EthosEnergy knew about the situation?
- How might the situation look to a customer or supplier – would they question whether they have been treated fairly?

**If the answer to any of the above questions is “yes” or even “possibly”, you may have a conflict of interest that you need to disclose and discuss with your Line Manager, human Resources department or Responsible Officer.**

## Thank you...is that for me?

Gifts and / or hospitality, whether given or received by EthosEnergy Personnel, must not place the recipient under any obligation, and should not be capable of being misconstrued or create the appearance of an improper attempt to influence business decisions.

Gifts and / or hospitality, whether given or received by EthosEnergy Personnel must:

- Not be intended to improperly or illegally influence a business transaction, regardless of its value
- Be related to a business purpose
- Only be given or accepted if within the bounds of accepted business practice

## Cash gifts are never acceptable

Gifts and / or entertainment given or received which have a value greater than US\$100 per person given to or received from non-governmental organizations or personnel

in a calendar year require prior written approval from a Responsible Officer. Gifts and / or entertainment given to or received from Public Officials are prohibited.

### Whistleblowing helpline

[Jump to Page 28](#) for a full list of Country Access Numbers.



“I am not sure if the customer I plan to invite to a business dinner would be considered a public official, what should I do?”

**“If in doubt seek Responsible Officer and EthosEnergy Legal and Compliance approval.”**

## 6.6 Gifts and hospitality

Regardless of value, EthosEnergy Personnel must not offer or accept a gift or hospitality from any customer of EthosEnergy, or any person or company having current or prospective dealings with EthosEnergy, such as a supplier or contractor, if the gift or hospitality could be perceived as an attempt to improperly influence a business transaction.

Gifts or hospitality (properly offered or received) which fall within the bounds of accepted business practice are allowed, provided the value does not exceed US\$100 per person in a calendar year (or any lesser amount set by your EthosEnergy Hemisphere) when in relation to non-governmental organizations or personnel. When gifts and hospitality (properly offered or received) are in relation to a Public Official or governmental organization prior approval must be sought as the Gifts and Hospitality Policy. EthosEnergy Personnel wishing to provide a gift or hospitality must also ensure that the potential recipient's acceptance will not breach his or her organization's policy. **Infrequently**, there may be situations where it is culturally appropriate to offer or receive a gift or hospitality (for example golf or other sporting events) with a related business purpose from a customer or supplier where the value exceeds the limits mentioned above in a calendar year. In such situations you must complete the relevant Request

for Approval form and obtain the written permission of your Responsible Officer before offering or accepting the gift or hospitality. Any Request for Approval form related to a gift or hospitality offered by or to a Public Official or government organization in a calendar year also requires the review and pre-approval of EthosEnergy Legal and Compliance.

The term **“Public Official”** includes any legislative, administrative or judicial officer or employee of a government or any department, agency, or instrumentality thereof, or of any entity that exercises a public function on behalf of a government. The term Public Official also includes any officer or employee of a national oil company, candidates for political office, officials of public international organizations (e.g. World Bank), tax officials, customs officers, military or police organizations and members of royal families who may lack 'official' authority but maintain ownership / managerial interest in government enterprises. For a full definition please consult the Business Ethics pages on the EthosEnergy intranet (Gifts and Hospitality section). If at any time you are unsure as to whether you are dealing with a Public Official (or governmental organization) please contact EthosEnergy Legal and Compliance. For further information see EthosEnergy's [Gifts and Hospitality Policy](#).

---

## 6.7 Charitable Donations

Charitable donations are a part of our community involvement and are one of the ways that enables us to make a positive impact in the community. However, in certain circumstances, a charitable donation could be perceived as a bribe.

Any charitable donations suggested by a public or government official therefore require the written approval of EthosEnergy Legal and Compliance. For further information see EthosEnergy's [Charitable Donations Policy](#).

## 6.8 Political Donations

Political donations include anything of value provided for the purpose of promoting, supporting, or influencing any political process, political organizations, or election for public office at any level. **EthosEnergy (or its commercial intermediaries) must not make any donations intended to procure political influence.**

EthosEnergy funds and resources may not be used to contribute to any political party or political candidate. For further information see EthosEnergy's [Political Donations Policy](#).

### Stop! think! Ask!

**When providing or receiving a gift or hospitality, stop, think, and ask yourself the following:**

- Would I feel comfortable telling others about this gift / hospitality? Other customers and suppliers? Other employees? My manager? My family? The media?
- Do I feel any pressure to reciprocate or grant special favours as a result of this gift / hospitality (or am I trying to put pressure on someone else to reciprocate or grant favours)?
- Am I certain the gift does not violate any law or business regulation?
- Does the gift or hospitality exceed the approval limits? If it does, then you will need to complete a Request for Approval form (available on the Business Ethics pages of the EthosEnergy intranet) and obtain the prior written permission of your Responsible Officer and, where necessary, EthosEnergy Legal and Compliance.

## 7.0 National and International trade

### Anything to declare... Red or green channel?

EthosEnergy must comply with all applicable import and export control laws and economic sanctions when conducting international business.

Economic sanctions forbid persons of certain nationalities directly engaging in or facilitating others engaging in prohibited dealings with sanctioned countries, governments, persons or activities. For example, the US Government has put in place a number of economic sanctions that would prevent their citizens (including non-US nationals who work for US companies or anyone physically

located in the US) from having anything to do with transactions for certain 'embargoed' countries.

Import and Export Controls regulate certain goods, software and technology and their import and export or re-export from one country to another. For example, the United Nations (UN), European Union (EU) and the UK and US have all put in place import and export controls on products. Goods may require a licence to be exported based on the type of product, its end use or the end user of the product.

[Whistleblowing helpline](#)

[Jump to Page 28](#) for a full list of Country Access Numbers.

[Click here for Online Reporting System.](#)



## 7.1 Trade Compliance and Economic Sanctions

The UN and the EU, as well as the US and the UK (and other countries), impose trade compliance restrictions and sanction dealings with certain countries, entities and individuals. Serious penalties – fines, revocation of permits to export and even imprisonment – can apply when these laws are broken.

The combination of trade compliance laws and economic sanctions means there are frequently restrictions on:

- Imports of goods into countries requiring import tariffs or customs duties
- Exports and re-exports of goods, technology and software to specific countries, entities and individuals, and for certain end-uses
- Disclosure of certain technology and software source codes to nationals of another country
- Involvement of nationals of the country imposing sanctions in any business dealings with the sanctioned country or with persons in the sanctioned country
- New investment or other transactions with a sanctioned country, persons in the sanctioned country and sanctioned individuals

EthosEnergy may incur significant penalties, fines, and face other legal and reputational risks if we breach trade compliance laws or regulations or economic sanctions.

Before EthosEnergy agrees to do any work for, or supply equipment to, a customer, it is essential that we know the ultimate country of destination and end user of the services and products that will be provided.

If your work involves the sale, shipment, electronic transfer or disclosure of technical information, software, goods or services across national borders within EthosEnergy, or with third parties, you are required to keep up-to-date with applicable rules and regulations and seek the advice of EthosEnergy Legal and Compliance.

Additionally, EthosEnergy maintains a list of watch list countries in respect of which no work should be pursued without the prior written approval as per Watch List Countries Policy. For further information see EthosEnergy [Watch list Countries Policy](#).

EthosEnergy Legal and Compliance should be contacted for further information and can provide further training.

I have a potential new customer in a country that my company has not worked in before. How can I check that EthosEnergy can do business?

EthosEnergy Legal and Compliance should be contacted for further information.

EthosEnergy will comply with all applicable import and export control laws and economic sanctions when conducting international business.

NATIONAL & INTERNATIONAL TRADE CONTINUED

## A fair game for all...

EthosEnergy will not engage in any activity or business practice, which is in breach of any applicable competition and / or antitrust law to which it may be subject.

EthosEnergy is committed to conducting its business in an open and competitive fashion. Any activity that undermines this commitment is unacceptable.

[Whistleblowing helpline](#)

[Jump to Page 28](#) for a full list of Country Access Numbers.



## 7.2 Competition / Antitrust Regulations

Competition or antitrust laws apply to every level of business in many of the countries in which EthosEnergy operates. The laws apply not only to EthosEnergy but also to our competitors, suppliers, and customers. It is important to be aware of the laws – not only to avoid infringement but also to ensure that suppliers or customers are not engaging in anti-competitive activities that could damage EthosEnergy’s business.

Some competition laws such as the US and EU laws, can apply even when the conduct occurs out- side the relevant country or countries’ borders.

Although the laws may differ from country to country, the following examples illustrate some of the most common illegal competition and antitrust law activities:

- Agreements between competitors on prices to charge customers
- Agreements between competitors to rig bids
- Agreements between competitors to allocate customer or markets
- Agreements between competitors to boycott certain customers or suppliers
- Agreements between competitors to reduce production or output
- Any other anticompetitive agreement

For further information see EthosEnergy’s [Antitrust Policy](#).

## 8.0 Financial Responsibility

### Valuing our Treasure

Our Financial Responsibility Value requires all EthosEnergy Personnel to protect and preserve EthosEnergy’s assets and resources and assist EthosEnergy in its efforts to control costs.

The use of EthosEnergy assets and resources for personal financial gain is strictly prohibited.

The use of EthosEnergy assets and resources for anything other than the conduct of EthosEnergy business requires the express written permission of your Responsible Officer or a member of EthosEnergy Legal and Compliance.

[Whistleblowing helpline](#)

[Jump to Page 28](#) for a full list of Country Access Numbers.

[Click here for Online Reporting System.](#)



## 8.1 Accounting Systems and Procedures

EthosEnergy will maintain accounting systems and procedures which enable it and all other relevant parties at all times to obtain a true and fair view of its assets and liabilities, profit and loss and cash flow.

All EthosEnergy accounts and records must be recorded in a manner that clearly identifies and describes the true nature of

business transactions, assets or liabilities, and properly and promptly classifies and records entries in conformity with generally accepted accounting principles and standards.

Accounting records must be retained for as long as required by law or generally accepted accounting practice.

## 8.2 Fraud

EthosEnergy will not tolerate fraud and has established procedures to prevent, detect, report and investigate suspected frauds.

Fraud generally involves some form of deceit, theft, trickery, or making of false statements, breach of trust and guilty intention with the object of obtaining money or other benefit.

A fraudulent act can have significant consequences to EthosEnergy and the individuals involved, including loss of sales and access to financing, withdrawal of licences, litigation and damaged reputation.

Fraud includes, but is not limited to:

- Dishonesty, embezzlement or fraudulent act
- Misappropriation of EthosEnergy, customer, supplier or contractor assets
- Conversion to personal use of cash, supplies or any EthosEnergy asset

- Unauthorized handling or reporting of EthosEnergy business transactions
- Falsification of EthosEnergy business documents, records or financial statements
- Misrepresentations about EthosEnergy products or services
- Failure to disclose information when there is a legal duty to do so

If you suspect that fraudulent activity may have occurred, you must immediately report your suspicion to EthosEnergy Legal and Compliance, or you may prefer to use the Whistleblowing Helpline.

### To whom should I report my suspicions of a fraudulent act?

Such suspicion should be reported so that it may be investigated. You can report to EthosEnergy Legal and Compliance or you may use the Whistleblowing Helpline.

Remember – there will be no retaliation or retribution against anyone who reports something in good faith.

## 8.3 Money laundering

EthosEnergy does not condone, facilitate or support money laundering. EthosEnergy abides by all relevant national and international laws and regulations designed to deter and prevent money laundering and terrorist financing and will only conduct business with reputable companies.

Money laundering is a generic term used to describe the process by which individuals or companies try to move illicit or illegal funds (including the proceeds of criminal activity such as terrorism, drug dealing, fraud, etc.) through legitimate businesses in order to hide the criminal origin of

the funds. Money laundering legislation is designed to assist and protect legitimate businesses from being used by criminals for such a purpose.

Many of the countries in which EthosEnergy operates have some form of anti-money laundering legislation. The legislation may place both criminal corporate liability on EthosEnergy and criminal personal liability on any EthosEnergy Personnel involved in money laundering.

You must contact EthosEnergy Legal and Compliance to report any suspicious transactions, activity or incidents of money laundering.

## 8.4 Inside Information and Insider Dealing

EthosEnergy Personnel are prohibited from trading in shares or other securities of any publicly traded company on the basis of 'inside information'.

Many countries have laws prohibiting the use or disclosure of material, non-public and unpublished price sensitive or 'inside information' – information that generally is not available to the public which could, if publicly known, affect the market price of publicly-traded securities. You must not deal in shares of publicly-traded companies based on 'inside information' about

those companies, nor disclose that information to any third party who might use it to deal in such shares, nor encourage any third party to carry out any dealing in such shares. Further, EthosEnergy Personnel who may have inside information relating to publicly held companies (including clients, suppliers and competitors), as a result of their employment at EthosEnergy, are prohibited from trading in securities of such companies. If you are uncertain if the information available to you is potentially 'inside information' contact EthosEnergy Legal and Compliance.

## Look Out!

Examples of suspicious transactions could include:

- Any transaction where you don't know or cannot verify the parties to the transaction
- A willingness by one party to pay above market price
- Payments made in currencies other than specified in the invoice
- Payments made by someone not a party to the contract (unless approved)
- Payments to / from an account other than the normal business relationship account
- Requests to make an overpayment
- Requests for payments to a jurisdiction unconnected with the transaction or requesting party
- Requests for payments in cash

## 8.5 Confidentiality

EthosEnergy Personnel must protect confidential information, proprietary information and trade secrets in their possession from unauthorized use or disclosure, including any confidential information relating to customers, suppliers, contractors, employees and other third parties.

EthosEnergy will comply with the provisions of confidentiality undertakings which they enter into, including those relating to potential acquisition targets, divestments, joint ventures, collaboration arrangements or other potential business opportunities. Confidential information can be broadly defined as technical information concerning

products and services, manufacturing and development process information, engineering designs, drawings and layouts, software code, know-how, pending patent applications, invention disclosure statements and the like.

Confidential information would also include non-public business information such as non-public financial information, employee information (including email lists), analyses, forecasts, customer and supplier lists, strategic and operating plans, corporate organization plans, audit materials or reports, legal opinions and advice, information regarding litigation or potential litigation, proposed transactions, and the like.

The release (intentional or inadvertent) of any confidential information to third parties without appropriate controls and / or protection can damage EthosEnergy and in some cases violate the law.

EthosEnergy Personnel must not disclose to third parties any non-public information. If your work requires you to discuss such information with outsiders (for example in negotiating a transaction), such discussions must only occur with the protection of a written confidentiality or non-

disclosure agreement. These agreements can be provided by EthosEnergy Legal and Compliance.

EthosEnergy also has obligations with respect to the confidential information of customers, suppliers and other third parties with whom we have a business relationship. Improper handling of sensitive business, financial, or technical information, or of original ideas provided to EthosEnergy by customers, suppliers, and other third parties can lead to a loss of trust and also legal claims against EthosEnergy for damages.

## Stop! think! Ask!

- Be very careful if discussing company business in restaurants, on aircraft, in elevators or on mobile phones in public places
- think twice before transmitting confidential materials via the internet or email and use protected passwords wherever possible
- Only discuss confidential information with those employees who have a legitimate need to know
- If you see EthosEnergy's confidential information left unattended or otherwise made accessible to people who should not have it (even other EthosEnergy employees), report this immediately to your Line Manager or a Responsible Officer
- Make sure that any copies of EthosEnergy confidential information are clearly and consistently marked: 'EthosEnergy CONfIDEntIAL'
- Disclose confidential information to a third party only where there is a compelling business reason to do so and a written confidentiality agreement is in place

## 8.6 Use of EthosEnergy It Assets

EthosEnergy IT Assets should be used in line with EthosEnergy's IT Acceptable Use Policy. All EthosEnergy Personnel must take precautionary measures to ensure that EthosEnergy IT Assets remain secure at all times. All IT Assets or devices that could store, receive or send sensitive commercial, technical or financial

information must be password protected. When travelling EthosEnergy Personnel should ensure that any EthosEnergy IT Assets remain in your control and should not be left unattended. For further information see EthosEnergy's [IT Acceptable Use Policy](#).

## 9.0 Intellectual Property

### Knowledge is power...

Intellectual Property (IP) rights including patent rights, copyright, design rights, database rights, trademarks and service marks in all inventions, documents, logos, designs and computer programs created, devised or undertaken by EthosEnergy Personnel will belong to EthosEnergy.

EthosEnergy will own the copyright (or other IP rights) in all of the work that EthosEnergy Personnel create on behalf of EthosEnergy.

[Whistleblowing helpline](#)

[Jump to Page 28](#) for a full list of Country Access Numbers.

[Click here for Online Reporting System](#).



EthosEnergy will respect the valid intellectual property rights of third parties and will not knowingly infringe such rights.

EthosEnergy's Business managers are under a general duty to ensure that all relevant contracts of employment or contracts for

services provide for the ownership of relevant intellectual property rights by EthosEnergy.

Unauthorized use of others' intellectual property can expose EthosEnergy and EthosEnergy Personnel to legal claims and damages.

I have recently joined EthosEnergy from another oil and gas service company where we did certain processes differently.

Can I use guidance manuals from my old employer to help my new EthosEnergy colleagues?

no! your previous employer will own the copyright or other IP in the manuals. their use, no matter how helpful or well-intentioned, could create legal problems for EthosEnergy.

## 9.1 Data Privacy

EthosEnergy will comply with relevant data privacy laws affecting the collection, maintenance and use of personal data, whether such information is held electronically or otherwise.

EthosEnergy Personnel will ensure that all personal data is collected, stored and processed in line with general data protection principles, as set out in our Data Privacy Policy. For further information see EthosEnergy's [Data Privacy Policy](#).

Can I take documents and reports that I have worked on with me if I leave EthosEnergy?

no! EthosEnergy owns the IP in your entire work product and you may not take any documents belonging to EthosEnergy – whether in paper or electronic form – with you without prior written permission from EthosEnergy Legal and Compliance.

To find out more about EthosEnergy's policy regarding the acceptable use of IT systems please see the IT Policies on the EthosEnergy intranet.

## 10.0 Appendix

### 10.1 Index

- A
  - Accounting Systems 18
  - Antitrust 17, 18
  - Anti-slavery 9, 11
  - Assets 18, 19, 22
  
- B
  - Bribery 7, 8, 9, 10
  
- C
  - Cash 12, 20, 21, 22
  - Charitable Donations 16
  - Competition Law 19
  - Commercial Intermediaries 9, 10, 16
  - Confidentiality 23, 24
  - Conflicts of Interest 12
  - Corruption 8, 10, 11
  
- D
  - Data Privacy
  - 2 Duress 8, 9
  
- E
  - Economic Sanctions 17, 18
  
- F
  - Facilitation Payments 7, 9
  - Family 8, 12, 16
  - Fraud 21, 22
  - Funds 8, 9, 16, 22
  
- G
  - Gifts 12, 15
  - Government Officials 8, 9, 15, 16, 17
  
- h
  - Helpline 3, 4, 6, 8, 9, 12, 17, 18, 19, 20, 21, 25, 28
  - Hospitality 12, 15, 16
  - Human Rights 10, 11
  
- I
  - Import & Export Controls 17, 18, 19
  - Intellectual Property 25, 26
  - IT Systems Use 26
  
- M
  - Money Laundering 22
  
- P
  - Payments 7, 8, 9, 10, 12, 23
  - Personal Security 9
  - Personnel 4, 5, 7, 8, 9, 10, 12, 15, 20, 22, 23, 24, 25, 26, 28
  - Political Donations 16
  
- R
  - Responsible Officers 5, 29
  - Retaliation 3, 6, 21
  
- S
  - Supplier Code of Conduct 11
  
- t
  - Trade Compliance
  - 18 Trade Secrets 23

## 10.2 Whistleblowing helpline Contact Details

All EthosEnergy Personnel have a duty to report any potential breach of the Business Ethics Policy. The EthosEnergy Whistleblowing Helpline is operated by an independent company, and allows concerns to be reported confidentially

24 hours a day, 7 days a week, in over 100 different languages. Your call can be made anonymously and will not be recorded. Concerns can be reported either via the online portal or by using any of the following telephone numbers:

Location	helpline Contact
Argentina	0800 345 8186
Australia	1800 465 304
Brunei	801 4263
Canada	833 316 0542
China	400 120 4163
Colombia	01 800 5189486
France	0 805 08 04 84
Germany	0800 7824453
Ghana	0-2424-26-004, then 844-919-1921
Indonesia	007 803 321 2309
Italy (includes San Marino, Vatican City)	800 974 725
Kazakhstan	800 099 1719
Mexico	800 70710
Oman Poland	0 0 800 4911983
Qatar	Web based reporting system at <a href="https://ethosenergy.ethicspoint.com">ethosenergy.ethicspoint.com</a>
Ireland	1800 903 322
Israel	1 809 349 282
Saudi Arabia	800 850 0363
South Africa	080 099 0053
Spain	900 997 933
Sweden	020 88 85 73
Switzerland	0800 564 886
Thailand	1 800 013 238
Turkey	0811 288 0001 At the English Prompt 844 919 1921
Netherlands	0800 0226791
United Arab Emirates	800 0321050
United Kingdom & Northern Ireland	0800 069 8042
United States	844 919 1921

## General helpline for all other countries:

For all other countries, please use the web based reporting system at \_\_\_\_\_  
[ethosenergy.ethicspoint.com](http://ethosenergy.ethicspoint.com).

A list of current Responsible Officers, EthosEnergy Legal and Compliance contacts and all telephone numbers for the EthosEnergy Whistleblowing helpline are available on the Business Ethics pages on the EthosEnergy intranet.

### 10.3 Business Ethics Policy Receipt & Acknowledgement

The EthosEnergy Business Ethics Policy is available online in several different languages via the EthosEnergy intranet or the EthosEnergy website.

#### Receipt and Acknowledgement

I acknowledge that I have read and understood the EthosEnergy Business Ethics Policy.

I understand that each EthosEnergy employee, member of the Board of Directors, contractor and consultant and representatives, intermediaries and agents retained by EthosEnergy are responsible for knowing and adhering to the principles and standards of the Business Ethics Policy.

SIGNATURE: .....

PRINT NAME: .....

HEMISPHERE: .....

TITLE: .....

LOCATION: .....

DATE: .....

Please sign this form and return it to human Resources in hard copy or by email.

### 11.0 EthosEnergy Contacts

11.1 EthosEnergy Legal Contacts, please click [here](#).

11.2 EthosEnergy Compliance Contacts, please click [here](#).