

UK Tax Strategy

Subsea 7 International Holdings (UK) Ltd

December 2019

Subsea 7 International Holdings (UK) Limited is a direct subsidiary of Subsea 7 S.A. and owns, directly or indirectly, the majority of Subsea 7's operating subsidiaries and UK Group members. For the purposes of Part 2, Finance Act 2016 Subsea 7 International Holdings (UK) Limited is the Head of the UK Sub-group.

This UK Tax Strategy (the 'Tax Strategy') applies to Subsea 7 International Holdings (UK) Limited, the group of companies headed by Subsea 7 International Holdings (UK) Ltd and any other UK incorporated or resident entities held directly or indirectly by Subsea 7 S.A. (the "UK Group") in accordance with paragraphs 19 and 25 of Schedule 19 to the Finance Act 2016 (the "Schedule"). The strategy has been published in accordance with paragraph 16(4) of the Schedule by being posted on the UK Group's website and is in respect of the current financial year ending 31 December 2019.

This Tax Strategy applies from the date of publication until it is superseded. References to 'UK Taxation' are to the taxes and duties set out in paragraph 15(1) of the Schedule which include Income Tax, Corporation Tax, PAYE, NIC, VAT, Insurance Premium Tax, and Stamp Duty Land Tax. References to 'tax', 'taxes' or 'taxation' are to UK taxation and to all corresponding worldwide taxes and similar duties in respect of which the UK Group has legal responsibilities.

Introduction

This document, approved by the Subsea 7 International Holdings (UK) Limited Board of Directors, sets out the UK Group's policy and approach to conducting its tax affairs and to dealing with tax risk, and is made available to all of the UK Group's stakeholders.

The document is reviewed annually by the Subsea 7 Tax team, and any amendments are approved by the Subsea 7 International Holdings (UK) Limited Board of Directors. The present document is effective for the year ending 31 December 2019, and will remain in effect until any amendments are approved by the Subsea 7 International Holdings (UK) Limited Board of Directors.

Interaction between the UK Group's business activities and its management of taxes

The Subsea 7 group ('the Group') is a global leader in the delivery of offshore projects and services for the evolving energy industry.

Subsea 7 operates in approximately 33 countries across all continents and holds a leading position in its markets, with approximately 11,000 employees.

The Group has a tax department ('Group Tax') that reports to the Chief Financial Officer. The Group Head of Tax has, and all new recruits will have, appropriate professional qualifications and experience commensurate with the responsibilities required for their role.

All Group Tax members are and will be required to proactively operate in line with the Tax Strategy insofar as their activities pertain to UK entities.

Group Tax partners with our businesses to ensure that:

1. The Tax Strategy is adopted and followed consistently across the UK Group, with clear lines of responsibility and accountability
2. There is alignment of the Tax Strategy with the UK Group's overall approach to corporate governance and risk management as highlighted in the group's Code of Conduct and
3. The UK Group pays the correct amount of tax required of it under the laws and regulations of the countries in which it operates.

Tax advice may be sought from external advisors in respect of material transactions and regular tax compliance, and when Group Tax does not have the expertise required in a particular area.

The terms of any such engagement must be aligned with the UK Group's corporate governance and risk management policies, including Subsea 7's Code of Conduct and this Tax Strategy.

Annual Review of the Tax Strategy

The global tax environment is rapidly evolving, and therefore the Tax Strategy will be subject to regular review, and developed if necessary.

Amendments to the Tax Strategy may be proposed by the Group Tax team and the Tax Strategy will be reviewed on an annual basis by the Audit Committee as part of its overall review of the tax function. Any material amendments to the Tax Strategy will require approval by the Subsea 7 International Holdings (UK) Limited Board of Directors.

UK Group Tax Policy

1. Compliance with laws, rules and regulations.

The UK Group is committed to complying with all applicable laws, rules, regulations, and reporting and disclosure requirements, wherever there is a requirement to do so as a result of our business presence and transactions, in line with our Code of Conduct.

The UK Group believes that it should pay the amounts of tax legally due in any territory, and at the time at which it is legally due. The UK Group will use its best judgement in determining whether it is appropriate to use available reliefs and incentives, as provided by the relevant tax code.

The UK Group aims to file all relevant tax returns in all countries in accordance with prudent and established tax return filing positions. It will form strong tax technical positions and it will fully understand the business, commercial and regulatory context of transactions before filing the results of such transactions.

Where tax law is unclear or subject to interpretation, professional advice or advance clearance from tax authorities may be sought to minimize the risk that the UK Group's position leads to dispute.

Where tax enquiries or audits are opened, the UK Group will adopt a proactive approach to the provision of information to the relevant tax authorities in order to reach prompt resolution of any matters under review.

2. Consistency with UK Group strategy

Tax decisions will always be made in a manner which is consistent with and complements the UK Group's overall business and commercial strategy.

Key business decision makers should be made aware of the tax consequences of such decisions on a timely basis, with the aim of optimising the after-tax returns for the UK Group's shareholders. Group Tax will partner with the businesses to ensure there is that consistency.

3. Governance, Assurance and Tax Risk Management

Responsibility and accountability for the UK Group's tax affairs is clearly defined within the UK Group, and decisions will be taken at an appropriate level.

The Subsea 7 International Holdings (UK) Limited Board of Directors is ultimately responsible for approving this Tax Strategy.

The Chief Financial Officer and the Head of Tax are responsible for implementing the Tax Strategy and for ensuring that it is adhered to.

Diligent professional care and judgement will be employed to assess tax risks in order to arrive at well-reasoned conclusions on how the risks should be managed. In reviewing the risks of a tax action or decision the following will be considered:

- the legal and fiduciary duties of directors and employees,

- the requirements of our Code of Conduct¹, in particular those policies covering ethics,
- the maintenance of the UK Group's corporate reputation, having particular regard to the principles embodied in its Code of Conduct regarding the way in which it interacts with the communities around us,
- the tax benefits and impact on the UK Group's reported result comparative to the potential financial costs involved, including the risk of penalties and interest, and
- the wider consequences of potential disagreement with tax authorities, and any possible impact on relationships with them.

4. Attitudes to tax planning

Any tax planning which the UK Group undertakes will have commercial and economic substance.

Where alternative choices exist to achieve the same commercial result the most tax efficient approach in compliance with all relevant laws is likely to be considered.

However, the UK Group will always strive to fulfill its primary objective of paying the correct amount of tax at the right time from a legal perspective, and maintaining its solid reputation with HMRC and other tax authorities.

Consideration is also given to the UK Group's reputation, brand, and corporate and social responsibility when considering business developments, and associated tax consequences.

5. Relationships with tax authorities

The UK Group is committed to the principles of openness and transparency in its approach to dealing with tax authorities wherever it operates around the world. All dealings with the tax authorities and other relevant bodies will be conducted in a collaborative, courteous and timely manner. The Group's aim will always be to strive for early agreement on disputed matters, and to achieve certainty wherever possible.

6. UK specific strategy

The UK Group commits to:

- adopt open and collaborative professional relationships with HMRC;
- engage in open and early dialogue with HMRC to discuss tax strategy, risks and significant transactions;
- make fair, accurate and timely disclosure in correspondence and returns, and respond to queries and information requests in a timely fashion;
- seek to resolve issues with HMRC in real time, and, where disagreements arise, work with HMRC to resolve issues by agreement (where possible);
- be open and transparent about decision-making, governance and tax planning;

¹ The Group's Code of Conduct can be found at <https://www.subsea7.com/en/about-us/ethics-and-society/conduct-and-ethics.html>

- attempt to structure transactions to give a tax result which is aligned with the economics of the transaction (unless specific tax legislation requires otherwise), and in a manner which is not contrary to the intentions of Parliament; and
- interpret relevant laws in a reasonable way.