

## **PO-GL-LAW-010**

# **GROUP ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

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<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 2 of 14</b>

### **AMENDMENTS**

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<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 3 of 14</b>

## TABLE OF CONTENTS

<b>1. INTRODUCTION.....</b>	<b>4</b>
1.1 PURPOSE.....	4
1.2 SCOPE .....	4
1.3 DEFINITIONS.....	4
1.4 REFERENCES .....	5
<b>2. OUR COMPLIANCE AND ETHICS PROGRAMME PRINCIPLES.....</b>	<b>6</b>
<b>3. FACILITATION PAYMENTS .....</b>	<b>6</b>
<b>4. GIFTS AND HOSPITALITY .....</b>	<b>6</b>
<b>5. CONFLICTS OF INTEREST .....</b>	<b>7</b>
<b>6. DEALINGS AND LINKS WITH PUBLIC OFFICIALS AND CLIENTS.....</b>	<b>8</b>
<b>7. COMMUNITY ENGAGEMENT, CHARITABLE DONATIONS AND POLITICAL CONTRIBUTIONS .....</b>	<b>9</b>
<b>8. COMMERCIAL SPONSORSHIP.....</b>	<b>9</b>
<b>9. LOBBYING .....</b>	<b>10</b>
<b>10. DEALINGS WITH BUSINESS PARTNERS .....</b>	<b>10</b>
<b>11. CORRUPTION RISK ASSESSMENT FOR PROJECTS IN HIGH-RISK COUNTRIES .....</b>	<b>11</b>
<b>12. WHISTLE-BLOWING .....</b>	<b>11</b>
<b>13. FURTHER INFORMATION AND QUESTIONS .....</b>	<b>11</b>
<b>APPENDIX A RED FLAG CHECKLIST.....</b>	<b>12</b>
<b>ATTACHMENT A SUBSEA 7 COMPLIANCE AND ETHICS PROGRAMME PRINCIPLES .....</b>	<b>14</b>

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 4 of 14</b>

## **1. INTRODUCTION**

### **1.1 PURPOSE**

The **Subsea 7 Code of Conduct** sets out the Company's fundamental commitment to doing business ethically and with integrity and its zero tolerance of bribery and corruption:

*Subsea 7 is committed to the prevention of corruption and will not tolerate bribery (including so-called Facilitation Payments). We do not offer, give or receive bribes or improper payments, or participate in any kind of corrupt activity either directly or through any third party. (Code of Conduct, pp. 24-25.)*

The Code of Conduct includes specific provisions regarding the following aspects of anti-bribery and anti-corruption:

- Facilitation Payments
- Gifts and Hospitality
- Conflicts of Interest
- Community Engagement, Charitable Donations and Political Contributions
- Dealings with Public Officials
- Business Partners

This policy contains additional guidance on these topics as well as the related topics of:

- Links with public officials and clients
- Lobbying
- Commercial sponsorships
- Project and third party corruption risk assessments.

All of the activities in the ten bullets above (with the exception of Facilitation Payments) may involve perfectly legitimate activities when properly conducted, but they can implicate bribery or corruption risks, which this policy aims to highlight and help the reader avoid and manage.

### **1.2 SCOPE**

The aim of this policy is to provide a one-stop shop for any necessary further guidance that may be needed on any anti-bribery / anti-corruption related topic, and to ensure that all employees understand the basic principles, how to spot potential issues, which other policies are relevant and where to find more guidance.

Compliance is a management accountability and responsibility, as well as an individual responsibility. This policy applies to any employee or other person working for Subsea 7, if and to the extent they are involved in any of the activities discussed in this policy, or if they witness conduct which they believe may amount to bribery or corruption.

### **1.3 DEFINITIONS**

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 5 of 14</b>

“High-Risk Country” means any country not on the list of low-risk countries maintained by the Group Head of Compliance and Ethics and available at [this link](#).

“Public Official” is defined in the Code of Conduct. Remember that an officer or employee of a National Oil Company or other state-owned company will likely be considered a Public Official.

#### 1.4 REFERENCES

<b>Reference</b>	<b>Description</b>
PO-GL-COR-005	Subsea 7 Code of Conduct
PO-GL-COR-008	Policy on Facilitation Payments
PO-GL-COR-001	Policy on Gifts and Hospitality
PO-GL-HR-013	Policy on Work Standards and Conduct
PO-GL-COR-016	Subsea 7 Code of Conduct for Suppliers
FO-GL-LAW-051	Form for Project and Third Party Corruption Risk Assessment in High-Risk Countries
PR-GL-LAW-009	Anti-corruption Risk Management, Due Diligence and Assurance Framework
PO-GL-COR-003	Whistle Blowing Policy

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 6 of 14</b>

## 2. OUR COMPLIANCE AND ETHICS PROGRAMME PRINCIPLES

Just like our approach to safety, our zero tolerance of bribery and corruption is underpinned by our culture and values, but we also need:

- Strong leadership
- Risk assessment
- Clear policies
- Training and communications
- Robust procedures and controls
- Monitoring, enforcement and continuous review and improvement

Attachment A contains a summary of our compliance and ethics programme, which is designed in accordance with international best practice, including the International Anti-Bribery Management System Standard (ISO37001) and guidance in relation to US Foreign Corrupt Practices Act and UK Bribery Act compliance programme requirements. We are committed to ensuring that our programme meets international standards of design, implementation and effectiveness.

## 3. FACILITATION PAYMENTS

*We never make facilitation payments - which are typically small-value payments made to officials (or others) to secure or expedite the performance of a routine or necessary action to which the payer is already entitled. (Code of Conduct, pp. 24-25.)*

The key thing to bear in mind is that our Code of Conduct and this policy make no exceptions for so-called facilitation payments and other small bribes.

Additional guidance, including how to recognise and resist a demand for a facilitation payment, and what to do if such a payment is made, can be found in **PO-GL-COR-008 - Policy on Facilitation Payments** and at **Compliance and Ethics on 7ONLINE**.

## 4. GIFTS AND HOSPITALITY

*No gift or hospitality may be offered to or requested or accepted from any third party if it could be seen to be disproportionately generous or as something which may induce the recipient to reciprocate by improperly performing his or her function. (Code of Conduct, pp. 28-29.)*

The giving of gifts or hospitality by or to business partners, clients, suppliers or joint venture partners is a fairly common, legitimate business activity in our sector and most others, and it is not unlawful. However, gifts and hospitality can amount to bribery if they are excessive in value and/or exchanged with a corrupt intent or as a quid pro quo. They can also make the recipient feel obligated and create a conflict of interest.

This is why our policy requires (i) that an acceptability test has to be passed before any gifts or hospitality can be offered or accepted; (ii) that gifts or hospitality that are offered, accepted or declined be transparently disclosed on our

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 7 of 14</b>

Register (above certain minimum thresholds); and (iii) that prior approval is obtained if certain thresholds are exceeded.

Additional guidance can be found in **PO-GL-COR-001 - Policy on Gifts and Hospitality** and at **Compliance and Ethics on 7ONLINE**. You can access the **Register of Gifts and Hospitality** at: <http://giftregister.subsea7.net/>.

## 5. CONFLICTS OF INTEREST

*All our people must pay particular attention to conflict of interest issues. If you are faced with a situation in which your financial, political or other personal interest or those of individuals or entities close to you may conflict with the Group's, you must report it immediately to your line manager in accordance with the Work Standard & Conduct Policy. (Code of Conduct, pp. 20-21.)*

Conflicts of interest are important because they often lie at or near the heart of any incidents of bribery or corruption: a bribe is offered as an inducement or reward for the recipient acting in his own interests or in those of the bribe-payer, rather than in the interests of the recipient's employer or of the office which he/she serves.

It is the responsibility of each employee to identify any situation in which his/her interests, or those of any family member or close personal associate could be, or be perceived to be, in conflict with the Company's, or their role in working for the Company, or in which a lack of full transparency could be exploited or misinterpreted. Employees are required to:

- disclose any such interests to their manager; and
- take any steps agreed with their manager to manage that conflict of interest.

Such conflicts of interest disclosures should be made and managed via the **Register of Conflicts of Interest** at: <http://conflictsofinterest.subsea7.net/>.

A conflict of interest can occur in many different ways, and it may be a state of affairs, or it may arise in the context of or be applicable to a particular project or aspect of someone's work.

Examples include:

- *Financial or Ownership Interest* (e.g. you have a significant shareholding in a client company, or your father earns a commission for work referred to a consultant)
- *Management or Decision-making Role* (e.g. your brother is a director of a supplier, or your spouse is a procurement manager at a client)
- *Public Service* (e.g. your daughter is a councillor involved in town planning)
- *Volunteer* (e.g. you volunteer part-time for an anti-hydrocarbon lobbying group)
- *Outside Employment* (you are seeking approval to work in your spare time in a business of a similar nature to your own work for Subsea 7)

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 8 of 14</b>

Conflicts of interest are also relevant to our understanding and assessment of risks that may be associated with our dealings and links with public officials and clients – see section 6 below.

Additional guidance can be found in ***PO-GL-HR-013 Work Standards and Conduct***.

## **6. DEALINGS AND LINKS WITH PUBLIC OFFICIALS AND CLIENTS**

*We must refuse all requests for payments and benefits to be provided to public officials, which are not legitimate, published government levies or fees.*

*We never:*

- *Engage public officials to provide services outside of their normal function.*
- *Offer gifts and hospitality to a public official without first obtaining approval from both the Chief Operating Officer and the Group Head of Compliance and Ethics. (Code of Conduct, pp. 26-27.)*

What the above sections on gifts and hospitality, conflicts of interest, and the following sections on political, charitable and community support, commercial sponsorship and lobbying have in common is this: great care must be taken to ensure that direct or indirect benefits are not conferred on public officials or client representatives as a quid pro quo, with a corrupt or dishonest intent, or so as to create an undue obligation or conflict of interest. Common examples of this include:

- Offering or agreeing to provide employment, an agreement for services or work experience to a public official or client representative, or one of their relatives or other personal associates
- Providing political, charitable or community support, or commercial sponsorship when there is a possible link to a public official or client representative
- Entering into an agreement with a person (organisation or individual) because of their connections with public officials or clients.

As a general principle, such situations can be managed by ensuring that any such interests or connections are disclosed and appropriately managed, and that:

- We generally only offer or agree to provide employment, an agreement for services or work experience to people on merit and pursuant to a competitive process, and not because of any such connections. If it is because of such connections, we must ensure that they will not be leveraged improperly or unethically.
- We do not provide charitable or community support or commercial sponsorship at the request of, or in order to curry favour with, a public official or client representative or as a direct or indirect incentive or reward to a public official or client representative for the award of work or of any advantage in doing business
- We consult a red flag checklist before entering into any such arrangement (See Appendix A)
- To the extent appropriate we conduct due diligence to ensure we have all relevant information to enable us to identify and assess any connections,



<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 9 of 14</b>

- interests or influences described above and to ascertain where any such support will go and how it will be used
- We follow the guidance contained in sections 7-9.

## **7. COMMUNITY ENGAGEMENT, CHARITABLE DONATIONS AND POLITICAL CONTRIBUTIONS**

*The Group respects and promotes harmonious working relationships with the local communities where it operates, but refrains from participating in local politics. The Group does not make political contributions. This includes a prohibition on the use of Group resources and facilities as well as cash for political activities.*

*Our people are only permitted to utilise Group assets or resources for charitable donations subject to the authorisation by the appropriate level of management. Depending upon the nature of the activity and the amount involved, this will usually be the relevant Vice President or Senior Vice President. (Code of Conduct, pp. 30-31.)*

Charitable and community donations and support are a legitimate corporate activity, but they can also be a form of disguised bribery or the conduit whereby, with or without the donor's knowledge, money is channelled to corrupt public officials. For that reason, great care needs to be taken with such activities. The key principle is that we must be sure that the intended recipient is what it purports to be and does actually receive the money and spend it in the manner intended; and that such contributions are not provided as an inducement or reward for any improper conduct.

Normally charitable and community donations are made voluntarily and proactively, and not at the request of some other person. Corporate donations of this type should be made in accordance with the Company's community engagement and charitable giving goals and strategy. If a client or public official requests that the Company make a charitable or community donation, this should be viewed as a red flag. It does not mean that the donation cannot be made, but it does mean that it must be carefully reviewed and any corruption risks specifically considered. The same is true when there is a local legal requirement to make such a contribution – just because it is a legal requirement does not necessarily mean that the identified recipient of, and intended use for, the donation are legitimate.

Subsea 7 does not make corporate contributions or donations to political parties or to any organisations, think-tanks, academic institutions or charities closely associated with a political party or cause. Care should be taken to ensure that no charitable or community support amounts to disguised or unintentional political support.

## **8. COMMERCIAL SPONSORSHIP**

It is legitimate and reasonable for a company to provide commercial or corporate sponsorship, but it can raise similar issues to charitable or community support. If the money or other benefits are provided not as a philanthropic gift but in anticipation of benefits in return, such as advertising, profile-raising, services or marketing opportunities, it should be considered commercial sponsorship. The compliance justification lies in the fact that the value of the sponsorship has been

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 10 of 14</b>

assessed commercially as providing legitimate anticipated benefits of equal value in return, rather than an expectation of some non-transparent, potentially improper benefits.

Care should be taken to ensure that any commercial sponsorship does not create a conflict of interest or inappropriate sense of obligation or indebtedness, and that it is not provided as a direct or indirect incentive or reward to a public official or client representative for the award of work or of any advantage in doing business.

## **9. LOBBYING**

Care should be taken to understand when our staff or third parties may be engaged in lobbying on our behalf. We define this as trying to persuade a politician, some other public official, the government or an official group that a particular thing should or should not happen or that a law or rule should be changed or promulgated to give our organisation or industry an advantage.

Any lobbying activity undertaken on our behalf must be in accordance with local laws and our Code of Conduct, including the zero tolerance of bribery and corruption. Individuals or entities engaged in lobbying activities on behalf of Subsea 7 (including third parties) should be considered as high-risk and must:

- Be authorised to do so by the Group General Counsel
- Be registered in the relevant country where applicable
- Undergo an appropriate risk assessment (including screening or other due diligence as may be necessary to gather the information necessary to understand and manage the risk)
- Agree to strict anti-corruption representations, warranties and undertakings
- Conduct themselves in a way that conforms with all applicable laws, the Subsea 7 Code of Conduct and this Policy, and with honesty, integrity and transparency in all dealings with governments, their agencies and representatives.

## **10. DEALINGS WITH BUSINESS PARTNERS**

*The Group conducts its business with honesty and integrity and competes fairly and ethically within the framework of the law. The Group expects that all of its business partners have the same approach to business dealing. (Code of Conduct, pp. 22-23.)*

Care must be taken to ensure that we only work with third parties (clients, partners, suppliers, sub-contractors, agents and consultants) that operate to the same ethical standards as Subsea 7, that such third parties do not engage in bribery or corruption on our behalf or in our name, and that they are not the conduit for corrupt proceeds or self-enrichment. This is true, even when local laws require us to work with local partners.

The risk of corruption with our third parties is managed by a range of procedures and controls set out in *PR-GL-LAW-009 - Anti-corruption Risk Management, Due Diligence and Assurance Framework*. These procedures and controls include without limitation risk assessment, red flag checklists, due diligence and Supply Chain Management procedures. In addition, the Subsea 7 Code of Conduct for

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 11 of 14</b>

Suppliers sets out, in relation to anti-bribery and anti-corruption, the standards we expect of our suppliers but also that they should expect of us.

## **11. CORRUPTION RISK ASSESSMENT FOR PROJECTS IN HIGH-RISK COUNTRIES**

Our Group-wide procedures include a requirement that bid teams complete a risk assessment for every project in a high-risk country, utilising *FO-GL-LAW-051 - Form for Project and Third Party Corruption Risk Assessment in High-Risk Countries*. This is designed to help ensure that we identify, understand and appropriately manage corruption risks associated with the relevant project and any business partners or other third parties engaged in connection with the project.

The Group Head of Compliance and Ethics maintains an up-to-date list of countries which we consider high-risk for these purposes, which can be found at ***High Risk Countries and Sanctions Countries***.

In practice, this corruption risk assessment process is triggered for each project outside NSC, the US and Australia. This list is primarily but not exclusively informed by the Transparency International Corruption Perceptions Index. Our designation of countries as "High-Risk" simply means we do not view them as low risk from a corruption risk perspective. As a starting point, and to avoid over-complicating our risk-tiered approach, we do not distinguish between low-medium, medium, medium-high and high risk. In practice, the lengths that we go to understand and gain assurance about the risks will be greater, the higher the actual perceived risks in a particular country.

## **12. WHISTLE-BLOWING**

An important element of any compliance programme is whistle-blowing. We expect employees, suppliers and others working for Subsea 7 to let us know if we are failing to uphold our commitment to doing business with integrity and, specifically, if they have any suspicions of bribery or corruption.

Further information can be found in *PO-GL-COR-003 - Whistle Blowing Policy* and at Compliance and Ethics on 7ONLINE.

## **13. FURTHER INFORMATION AND QUESTIONS**

For further information or if you have any comments or questions, visit Compliance and Ethics on 7ONLINE, where you can also find the contact details of the Group Head of Compliance and Ethics and the Compliance Officer for each part of our business.

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 12 of 14</b>

## APPENDIX A RED FLAG CHECKLIST

The following checklist should be used when the Company is considering:

- engaging an individual as an officer, employee or contractor, or for work experience; or
- providing charitable or community support or commercial sponsorship

In this checklist, references to:

- “the beneficiary” mean the charity, community or other organisation or person that would receive the support or sponsorship in question;
- “the individual” include any company through which he/she provides services; and
- “relevant person” mean a public official or client representative, or one of their relatives or other personal associates

1. As far as we are aware, having made appropriate enquiries, including of the person at Subsea 7 proposing the engagement of this individual or the provision of the support or sponsorship:

- Is the individual or beneficiary a relevant person or an organisation connected to a relevant person?
- Has the individual or beneficiary been recommended to us by a relevant person?
- Are we considering engaging this individual, or providing support or sponsorship to the beneficiary:
  - because of the individual’s or beneficiary’s connections with, or ability to influence, a relevant person;
  - to curry favour with a relevant person; or
  - so that a relevant person may stand to benefit personally (e.g. through some hidden financial or ownership interest or reputational enhancement)?
- Does a relevant person stand to benefit personally?
- Are there any potential conflicts of interest between:
  - the individual and their role at Subsea 7 and their personal interests or associations; or
  - the beneficiary, or its interests, connections or charitable or community goals, and the work of Subsea 7?

2. Will the individual be engaged or, as the case may be, will the support or sponsorship be provided on merit, and not because of any such connections or influence?

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 13 of 14</b>

3. Has the individual been asked to declare any potential conflicts of interest between their role at Subsea 7 and their personal interests or associations?
4. Is there a legal obligation to provide charitable or community support? If so, is the requirement to provide support of a particular type or to a particular beneficiary, or do we have discretion to make our own choices?
5. If the individual or beneficiary is a personal associate of someone at Subsea 7, has that person declared that connection and abstained from the decision-making process?
6. Have we undertaken any due diligence and follow-up reasonably necessary to ensure:
  - we have all relevant information to enable us to identify and assess any connections, interests or influences described above; and
  - that the charitable or community support is used in the way we intend?

If the answer to any of the above questions raises any red flags, the matter should be discussed with the relevant Subsea 7 Compliance Officer, who will agree a way to proceed that is compliant and ethical.

<b>PO-GL-LAW-010</b>	<b>Legal</b>	<b>15.Aug.16</b>
<b>Revision: 1</b>	<b>Group Anti-Bribery and Anti-Corruption Policy</b>	<b>Page 14 of 14</b>

## ATTACHMENT A SUBSEA 7 COMPLIANCE AND ETHICS PROGRAMME PRINCIPLES

subsea 7

### Subsea 7 Compliance and Ethics Programme Principles

	PRINCIPLES	PROCEDURES	EFFECTIVE IMPLEMENTATION
1	Top Level Commitment	<ul style="list-style-type: none"> <li>Board responsibility for the anti-corruption programme</li> <li>Compliance Officer/Function</li> </ul>	
2	Risk Assessment	<ul style="list-style-type: none"> <li>Enterprise risks</li> <li>Country risks</li> <li>Sector, market and work-type risks</li> <li>Project- and transaction-specific risks</li> <li>Third party risks: Intermediaries, supply chain, business partners and others</li> </ul>	
3	Clear Policies	<ul style="list-style-type: none"> <li>Code of Conduct</li> <li>Anti-Corruption Policy incl. Facilitation Payments</li> <li>Gifts and Hospitality</li> <li>Conflicts of Interest</li> <li>Political, Charitable and Community Support</li> <li>Other high-risk areas</li> </ul>	
4	Communication, Education and Training	<ul style="list-style-type: none"> <li>Internal communication</li> <li>Education and training</li> <li>"Whistle-blowing" channels</li> <li>External communication (business partners, supply chain and other stakeholders)</li> </ul>	
5	Procedures and Controls	<ul style="list-style-type: none"> <li>Employment procedures</li> <li>Decision-making and approval processes</li> <li>Financial controls</li> <li>Tender controls</li> <li>Supply Chain Management controls</li> <li>Anti-corruption contract terms</li> <li>Due diligence</li> </ul>	
6	Monitoring, Enforcement and Review	<ul style="list-style-type: none"> <li>Detection and testing (incl. Auditing and Monitoring)</li> <li>Investigation and corrective action</li> <li>Measurement and reporting</li> <li>Keeping records</li> <li>Continual improvement</li> </ul>	
7	CULTURE AND VALUES		